

LENNAR CORP /NEW/
Form POSASR
January 28, 2014

As filed with the Securities and Exchange Commission on January 28, 2014

Registration No. 333-179288

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Lennar Corporation

Co-registrants are listed on the following page.

(Exact name of Registrant as specified in its charter)

| | | |
|-----------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------|
| Delaware (State or other jurisdiction of | 1520 (Primary Standard Industrial | 95-4337490 (I.R.S. Employer |
| incorporation or organization) | Classification Code Number) 700 Northwest 107th Avenue | Identification Number) |

Miami, Florida 33172

(305) 559-4000

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

Mark Sustana
General Counsel and Secretary
700 Northwest 107th Avenue
Miami, Florida 33172
(305) 559-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
David W. Bernstein, Esq.
K&L Gates LLP
599 Lexington Avenue
New York, New York 10022
(212) 536-3900

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Post-Effective Amendment No. 1 to Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act) check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the

following box: x

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box: ..

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

Large accelerated filer x Accelerated filer ..
 Non-accelerated filer .. (do not check if a smaller reporting company) Small reporting company ..

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------------------|-------------------------------------------|----------------------------|
| Class A Common Stock, Class B Common Stock, Preferred Stock, Participating Preferred Stock, Depository Shares, Debt Securities, Warrants, Units | (1) | (1) | (1) | (1) |
| Guarantees of Debt Securities by direct and indirect wholly-owned subsidiaries(2) | (1),(3) | (1),(3) | | (3) |

- (1) This registration statement relates to an indeterminate number of securities of each class that may be offered from time to time in amounts and at offering prices to be determined. It also includes securities that may be issued on conversion of other securities or on exercise of warrants with regard to which additional consideration may or may not be required. In accordance with Rules 456(b) and 457(i), the registrant is deferring payment of the registration fee, except for \$150,836 that was paid with regard to securities registered in Registration Statements No. 333-117090 and 333-65244 that have not been sold.
- (2) See the following pages for a list of the guarantors, all of which are direct or indirect subsidiaries of Lennar Corporation.
- (3) Pursuant to Rule 457(n), no separate registration fee is payable with regard to the guarantees.

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|-----------------------------------------|------------------------------------------------------|-------------------------------------------|
| 308 Furman, Ltd. | Texas | 01-0757175 |
| 360 Developers, LLC | Florida | 03-0469008 |
| Ann Arundel Farms, Ltd. | Texas | 76-0594649 |
| Aquaterra Utilities, Inc. | Florida | 59-3674555 |
| Asbury Woods L.L.C. | Illinois | 36-4491586 |
| Astoria Options, LLC | Delaware | 26-3838861 |
| Autumn Creek Development, Ltd. | Texas | 76-0566381 |
| Aylon, LLC | Delaware | 74-3135055 |
| Bainebridge 249, LLC | Florida | 45-5434000 |
| Bay Colony Expansion 369, Ltd. | Texas | 01-0634897 |
| Bay River Colony Development, Ltd. | Texas | None |
| BB Investment Holdings, LLC | Nevada | None |
| BCI Properties, LLC | Nevada | None |
| Bellagio Lennar, LLC | Florida | 46-0560657 |
| Belle Meade LEN Holdings, LLC | Florida | 27-1137331 |
| Belle Meade Partners, LLC | Florida | 20-3287566 |
| BPH I, LLC | Nevada | None |
| Bramalea California, Inc. | California | 95-3426206 |
| Bressi Gardenlane, LLC | Delaware | 47-0876961 |
| Builders LP, Inc. | Delaware | 43-1981685 |
| Cambria L.L.C. | Illinois | 36-4343919 |
| Cary Woods LLC | Illinois | 36-4511011 |
| Casa Marina Development, LLC | Florida | 55-0817596 |
| Caswell Acquisition Group, LLC | Delaware | None |
| Cedar Lakes II, LLC | North Carolina | None |
| Chancellor Place at Hamilton, LLC | New Jersey | 45-2994842 |
| Cherrytree II LLC | Maryland | 75-2988548 |
| CL Ventures, LLC | Florida | 11-3728443 |
| Coco Palm 82, LLC | Florida | None |
| Colonial Heritage LLC | Virginia | 20-0646289 |
| Concord Station, LLP | Florida | 20-0986458 |
| Coto De Caza, Ltd., Limited Partnership | California | 33-0738531 |
| Coventry L.L.C. | Illinois | 36-4511106 |
| CPFE, LLC | Maryland | 45-5433728 |
| CP Red Oak Management, LLC | Texas | None |
| CP Red Oak Partners, Ltd. | Texas | 20-1064026 |
| Creekside Crossing, L.L.C. | Illinois | 43-2052256 |
| Danville Tassajara Partners, LLC | Delaware | 20-1461254 |
| Darcy-Joliet, LLC | Illinois | 20-1290431 |
| DBJ Holdings, LLC | Nevada | None |
| Durrell 33, LLC | New Jersey | 46-2498666 |
| DTC Holdings of Florida, LLC | Florida | 45-2118119 |
| Estates Seven, LLC | Delaware | 52-2274380 |
| EV, LLC | Maryland | None |
| Evergreen Village LLC | Delaware | 59-3801488 |
| F&R Florida Homes, LLC | Florida | 27-2136138 |
| F&R QVI Home Investments USA, LLC | Delaware | 20-8024189 |

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|----------------------------------------|---------------|------------|
| Fidelity Guaranty and Acceptance Corp. | Delaware | 76-0168225 |
| FLORDADE LLC | Florida | 38-3832923 |
| Fox-Maple Associates, LLC | New Jersey | 43-1997377 |
| Friendswood Development Company, LLC | Texas | 74-2859478 |
| Garco Investments, LLC | Florida | 65-1151300 |
| Greystone Construction, Inc. | Arizona | 86-0864245 |
| Greystone Homes, Inc. | Delaware | 93-1070009 |
| Greystone Homes of Nevada, Inc. | Delaware | 88-0412604 |
| Greystone Nevada, LLC | Delaware | 88-0412611 |
| Greywall Club L.L.C. | Illinois | 20-1083688 |
| Hammocks Lennar LLC | Florida | None |
| Harveston, LLC | Delaware | 02-0613649 |
| Haverford Venture L.L.C. | Illinois | 20-0064473 |
| Haverton L.L.C. | Illinois | 30-0057181 |
| HCC Investors, LLC | Delaware | 33-0770138 |
| Heathcote Commons LLC | Virginia | 20-1178932 |
| Heritage of Auburn Hills, L.L.C. | Michigan | 38-3395118 |
| Hewitts Landing Trustee, LLC | Massachusetts | 27-2909649 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|----------------------------------------------|------------------------------------------------------|-------------------------------------------|
| Home Buyer s Advantage Realty, Inc. | Texas | 76-0573246 |
| Homecraft Corporation | Texas | 76-0334090 |
| HTC Golf Club, LLC | Colorado | 26-0312522 |
| HW SF, LLC | Texas | 26-3260410 |
| Inactive Companies, LLC | Florida | 26-2094631 |
| Independence L.L.C. | Virginia | 76-0651137 |
| Isles at Bayshore Club, LLC | Florida | 27-2304291 |
| Kendall Hammocks Commercial, LLC | Florida | 30-0771295 |
| Lakelands at Easton, L.L.C. | Maryland | 03-0501970 |
| Lakeside Farm, LLC | Maryland | None |
| Largo Park Multifamily Developer, LLC | Delaware | 45-2976674 |
| LCD Asante, LLC | Delaware | 26-1131090 |
| Legends Club, LLC | Florida | 48-1259544 |
| Legends Golf Club, LLC | Florida | 59-3691814 |
| LEN - Belle Meade, LLC | Florida | 27-1077754 |
| LEN - CG South, LLC | Florida | 45-4599963 |
| LEN - Palm Vista, LLC | Florida | 27-1077269 |
| LEN Paradise Cable, LLC | Florida | 27-2559480 |
| LEN Paradise Operating, LLC | Florida | 27-2559369 |
| Len Paradise, LLC | Florida | 27-0950511 |
| Lencraft, LLC | Maryland | 20-1749015 |
| LENH I, LLC | Florida | 56-2349820 |
| Len-Hawks Point, LLC | Florida | 45-4049841 |
| Lennar - BVHP, LLC | California | 94-3332430 |
| Lennar Aircraft I, LLC | Delaware | 20-2424732 |
| Lennar Arizona, Inc. | Arizona | 20-5335505 |
| Lennar Arizona Construction, Inc. | Arizona | 20-5335712 |
| Lennar Associates Management, LLC | Delaware | 52-2257293 |
| Lennar Associates Management Holding Company | Florida | 31-1806357 |
| Lennar Avenue One, LLC | Delaware | 46-1440494 |
| Lennar Bridges, LLC | California | 33-0843355 |
| Lennar Buffington Colorado Crossing, L.P. | Texas | 20-2002341 |
| Lennar Buffington Zachary Scott, L.P. | Texas | 20-1577414 |
| Lennar Carolinas, LLC | Delaware | 20-3150607 |
| Lennar Central Park, LLC | Delaware | 20-1087322 |
| Lennar Central Region Sweep, Inc. | Nevada | 65-1111068 |
| Lennar Central Texas, L.P. | Texas | 20-5336543 |
| Lennar Chicago, Inc. | Illinois | 36-3971759 |
| Lennar Cobra, LLC | Delaware | 26-3945098 |
| Lennar Colorado, LLC | Colorado | 20-0451796 |
| Lennar Colorado Minerals LLC | Colorado | None |
| Lennar Commercial Investors, LLC | Florida | 46-2288424 |
| Lennar Communities, Inc. | California | 33-0855007 |
| Lennar Communities Development, Inc. | Delaware | 86-0262130 |
| Lennar Communities Nevada, LLC | Nevada | 20-3035653 |
| Lennar Communities of Chicago L.L.C. | Illinois | 20-2036535 |
| Lennar Construction, Inc. | Arizona | 86-0972186 |

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| Lennar Coto Holdings, L.L.C. | California | 33-0787906 |
| Lennar Courts, LLC | Florida | 46-3122365 |
| Lennar Developers, Inc. | Florida | 48-1259540 |
| Lennar Family of Builders GP, Inc. | Delaware | 43-1981691 |
| Lennar Family of Builders Limited Partnership | Delaware | 43-1981697 |
| Lennar Financial Services, LLC | Florida | 65-0774024 |
| Lennar Flamingo, LLC | Florida | 46-3111056 |
| Lennar Fresno, Inc. | California | 33-1008718 |
| Lennar Gardens, LLC | Florida | 27-4501329 |
| Lennar Georgia, Inc. | Georgia | 20-8892316 |
| Lennar Greer Ranch Venture, LLC | California | 33-0888370 |
| Lennar Heritage Fields, LLC | California | 27-3194383 |
| Lennar Hingham Holdings, LLC | Delaware | 20-2866090 |
| Lennar Hingham JV, LLC | Delaware | 20-2866001 |
| Lennar Homes Holding, LLC | Delaware | 16-1641233 |
| Lennar Homes, LLC | Florida | 59-0711505 |
| Lennar Homes NJ, LLC | Delaware | 45-2921631 |
| Lennar Homes of Arizona, Inc. | Arizona | 65-0163412 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|-----------------------------------------------------|------------------------------------------------------|-------------------------------------------|
| Lennar Homes of California, Inc. | California | 93-1223261 |
| Lennar Homes of Texas Land and Construction, Ltd. | Texas | 75-2792018 |
| Lennar Homes of Texas Sales and Marketing, Ltd. | Texas | 75-2792019 |
| Lennar Illinois Trading Company, LLC | Illinois | None |
| Lennar Imperial Holdings Limited Partnership | Delaware | 20-2552367 |
| Lennar International Holding, LLC | Delaware | None |
| Lennar International, LLC | Delaware | None |
| Lennar Land Partners Sub, Inc. | Delaware | 65-0776454 |
| Lennar Land Partners Sub II, Inc. | Nevada | 88-0429001 |
| Lennar Layton, LLC | Delaware | 26-3797850 |
| Lennar Long Beach Promenade Partners, LLC | Delaware | 20-1258506 |
| Lennar Lytle, LLC | Delaware | 20-2374724 |
| Lennar Mare Island, LLC | California | 33-0789053 |
| Lennar Marina A Funding, LLC | Delaware | 27-0762082 |
| Lennar Massachusetts Properties, Inc. | Delaware | 20-2681100 |
| Lennar Middletown, LLC | New Jersey | 45-5441987 |
| Lennar Multifamily Communities, LLC | Delaware | 45-2701002 |
| Lennar New Jersey Properties Inc. | Delaware | 20-2681142 |
| Lennar New York, LLC | New York | 20-3160452 |
| Lennar Northeast Properties, Inc. | Nevada | 20-2552288 |
| Lennar Northeast Properties LLC | New Jersey | 20-4874094 |
| Lennar Northwest, Inc. | Delaware | 45-2978961 |
| Lennar Pacific, Inc. | Delaware | 88-0412608 |
| Lennar Pacific Properties, Inc. | Delaware | 88-0412607 |
| Lennar Pacific Properties Management, Inc. | Delaware | 30-0139878 |
| Lennar PI Acquisition, LLC | New Jersey | 26-1531638 |
| Lennar PI Property Acquisition, LLC | New Jersey | 26-1531376 |
| Lennar PIS Management Company, LLC | Delaware | 26-3218984 |
| Lennar Placentia TOD Properties, LLC | Delaware | 20-1819045 |
| Lennar PNW, Inc. | Washington | 20-2977927 |
| Lennar Point, LLC | New Jersey | 46-0534484 |
| Lennar Port Imperial South, LLC | Delaware | 20-2552353 |
| Lennar Realty, Inc. | Florida | 76-0683361 |
| Lennar Renaissance, Inc. | California | 33-0726195 |
| Lennar Reno, LLC | Nevada | 22-3895412 |
| Lennar Rialto Investment LP | Delaware | 27-1437879 |
| Lennar Riverside West, LLC | Delaware | 20-2552385 |
| Lennar Riverside West Urban Renewal Company, L.L.C. | New Jersey | 20-2562043 |
| Lennar Sacramento, Inc. | California | 33-0794993 |
| Lennar Sales Corp. | California | 95-4716082 |
| Lennar San Jose Holdings, Inc. | California | 65-0645170 |
| Lennar/Shadeland, LLC | Pennsylvania | None |
| Lennar Southland I, Inc. | California | 33-0801714 |
| Lennar Southwest Holding Corp. | Nevada | 91-1933536 |
| Lennar Spencer s Crossing, LLC | Delaware | 20-2906597 |
| Lennar Texas Holding Company | Texas | 75-2788257 |
| Lennar Trading Company, LP | Texas | 72-1574089 |

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| Lennar Ventures, LLC | Florida | 26-3103505 |
| Lennar West Valley, LLC | California | 20-1342854 |
| Lennar.com Inc. | Florida | 65-0980149 |
| Lennar/LNR Camino Palomar, LLC | California | 90-0159727 |
| Lennar-Lantana Boatyard, Inc. | Florida | 56-2321100 |
| LEN-Ryan 1, LLC | Florida | None |
| Len-Verandahs, LLP | Florida | 20-3021304 |
| LFS Holding Company, LLC | Delaware | 65-1105931 |
| LH Eastwind, LLC | Florida | 20-0097714 |
| LH-EH Layton Lakes Estates, LLC | Arizona | 04-3741040 |
| LHI Renaissance, LLC | Florida | 02-0680656 |
| LMC Malden Station Investor, LLC | Delaware | 30-0754847 |
| LMI (150 Ocean) Investor, LLC | Delaware | 80-0940631 |
| LMI Glencoe Dallas, LLC | Delaware | None |
| LMI Glencoe Dallas Investor, LLC | Delaware | 61-1706871 |
| LMI Lakes West Covina Investors, LLC | Delaware | 32-0414007 |
| LMI Las Colinas Station, LLC | Delaware | 32-0393213 |
| LMI Naperville Investor, LLC | Delaware | 37-1709704 |
| LMI Park Central Investor, LLC | Delaware | 35-2471697 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--------------------------------------|------------------------------------------------------|-------------------------------------------|
| LMICS, LLC | Delaware | 36-4747722 |
| LMI-Contractors, LLC | Delaware | 80-0838150 |
| LMI-Jacksonville, LLC | Delaware | 45-3307890 |
| LMI-JC Developer, LLC | Delaware | 38-3875832 |
| LMI-JC, LLC | Delaware | 90-0843143 |
| LMI-South King Development, LLC | Delaware | 36-4739948 |
| LMI-West Seattle, LLC | Delaware | 37-1699874 |
| LNC at Meadowbrook, LLC | Illinois | 36-0026164 |
| LNC at Ravenna, LLC | Illinois | 41-2088272 |
| LNC Communities I, Inc. | Colorado | 84-1317557 |
| LNC Communities II, LLC | Colorado | 84-1317558 |
| LNC Communities III, Inc. | Colorado | 84-1361682 |
| LNC Communities IV, LLC | Colorado | 84-1512061 |
| LNC Communities V, LLC | Colorado | 84-1513989 |
| LNC Communities VI, LLC | Colorado | 84-1556776 |
| LNC Communities VII, LLC | Colorado | 84-1534329 |
| LNC Communities VIII, LLC | Colorado | 84-1553326 |
| LNC Communities IX, LLC | Colorado | None |
| LNC Northeast Mortgage, Inc. | Delaware | 54-1830770 |
| LNC Pennsylvania Realty, Inc. | Pennsylvania | 23-2991585 |
| Long Beach Development, LLC | Texas | 26-2321011 |
| Lori Gardens Associates, L.L.C. | New Jersey | 76-0664697 |
| Lori Gardens Associates II, LLC | New Jersey | 20-1944492 |
| Lori Gardens Associates III, LLC | New Jersey | 20-1944674 |
| Lorton Station, LLC | Virginia | 76-0694499 |
| LW D Andrea, LLC | Delaware | 20-4489534 |
| Madrona Ridge L.L.C. | Illinois | 20-0278584 |
| Madrona Village L.L.C. | Illinois | 36-4343916 |
| Madrona Village Mews L.L.C. | Illinois | 36-0026266 |
| Majestic Woods, LLC | New Jersey | 74-3001871 |
| Marble Mountain Partners, LLC | Delaware | 41-2076340 |
| Mid-County Utilities, Inc. | Maryland | 76-0610395 |
| Mission Viejo 12S Venture, LP | California | 33-0615197 |
| Mission Viejo Holdings, Inc. | California | 33-0785862 |
| Moffett Meadows Partners, LLC | Delaware | 56-2320229 |
| NC Properties I, LLC | Delaware | 27-3443043 |
| NC Properties II, LLC | Delaware | 27-3443142 |
| Northbridge L.L.C. | Illinois | 36-4511102 |
| Northeastern Properties LP, Inc. | Nevada | 20-2552328 |
| OHC/Ascot Belle Meade, LLC | Florida | 20-3276553 |
| One SR, L.P. | Texas | 75-3030507 |
| Palm Gardens At Doral Clubhouse, LLC | Florida | 26-0801736 |
| Palm Gardens at Doral, LLC | Florida | 20-3959088 |
| Palm Vista Preserve, LLC | Florida | 83-0426521 |
| PD-Len Boca Raton, LLC | Delaware | 20-8734358 |
| PD-Len Delray, LLC | Delaware | 20-8734555 |
| PG Properties Holding, LLC | North Carolina | 26-4059800 |

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| Pioneer Meadows Development, LLC | Nevada | 20-0939113 |
| Pioneer Meadows Investments, LLC | Nevada | 20-0939094 |
| POMAC, LLC | Maryland | 11-3708149 |
| Port Imperial South Building 14, LLC | New Jersey | 20-2562223 |
| Prestonfield L.L.C. | Illinois | 36-4511103 |
| Providence Lakes, LLP | Florida | 20-1744772 |
| PT Metro, LLC | Delaware | 45-4508755 |
| Raintree Village, L.L.C. | Illinois | 20-0090390 |
| Raintree Village II L.L.C. | Illinois | 20-2118282 |
| Renaissance Joint Venture | Florida | 20-0035665 |
| Reserve @ Pleasant Grove II LLC | New Jersey | 90-0527127 |
| Reserve @ Pleasant Grove LLC | New Jersey | 90-0527123 |
| Reserve at River Park, LLC | New Jersey | 72-1537694 |
| Reserve at South Harrison, LLC | New Jersey | 76-0682273 |
| Rialto Capital Advisors of New York, LLC | Delaware | 27-1935347 |
| Rialto Capital Advisors, LLC | Delaware | 27-0953057 |
| Rialto Capital Management, LLC | Delaware | 26-4136837 |
| Rialto Capital Partners, LLC | Delaware | 27-1433261 |
| Rialto Capital Services, LLC | Delaware | 27-0952971 |
| Rialto Investments, LLC | Delaware | 27-1816535 |
| Rialto Partners GP, LLC | Delaware | 26-4163601 |
| Rialto REGI, LLC | Florida | 27-3570936 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|------------------------------|------------------------------------------------------|-------------------------------------------|
| Rialto RL CML 2009-1, LLC | Delaware | 27-1805951 |
| Rialto RL RES 2009-1, LLC | Delaware | 27-1805869 |
| Rivendell Joint Venture | Florida | 65-0843443 |
| Rivenhome Corporation | Florida | 76-0569346 |
| RL BB Clearwater, LLC | Florida | 27-4683442 |
| RL BB FINANCIAL, LLC | Florida | 27-3564237 |
| RL BB Ocala, LLC | Florida | 27-4683383 |
| RL BB-AL, LLC | Alabama | 27-5306996 |
| RL BB-FL Hillsborough, LLC | Florida | 27-4842262 |
| RL BB-GA, LLC | Georgia | 27-5305030 |
| RL BB-IL, LLC | Illinois | 27-5305154 |
| RL BB-MS, LLC | Mississippi | 27-5305630 |
| RL BB-NC BOL 18, LLC | North Carolina | 45-3415338 |
| RL BB-NC BOL, LLC | North Carolina | 45-3415457 |
| RL BB-NC BSA, LLC | North Carolina | None |
| RL BB-NC CCR, LLC | North Carolina | 30-0704121 |
| RL BB-NC FCI, LLC | North Carolina | 45-3415387 |
| RL BB-NC, LLC | North Carolina | 27-5305929 |
| RL BB-OH, LLC | Ohio | 27-5306531 |
| RL BB-SC Brooksa, LLC | South Carolina | 35-2426183 |
| RL BB-SC CLR IV, LLC | South Carolina | None |
| RL BB-SC CLR V, LLC | South Carolina | None |
| RL BB-SC CLR VI, LLC | South Carolina | None |
| RL BB-SC CRRC, LLC | South Carolina | 32-0357234 |
| RL BB-TN BRISTOL, LLC | Tennessee | 45-0826771 |
| RL BB-TN RACEDAY TOWER, LLC | Tennessee | 45-2304147 |
| RL BB-TN, LLC | Tennessee | 27-5306383 |
| RL BB-TX, LLC | Texas | 27-5306654 |
| RL BB-WV, LLC | West Virginia | 27-5306811 |
| RL CMBS Holdings, LLC | Delaware | 27-3938742 |
| RL CMBS Investor, LLC | Delaware | 27-3938793 |
| RL REGI ALABAMA, LLC | Alabama | 27-3581951 |
| RL REGI ARKANSAS, LLC | Arkansas | 27-3571297 |
| RL REGI FINANCIAL, LLC | Florida | 27-3562025 |
| RL REGI FLORIDA, LLC | Florida | 27-3562743 |
| RL REGI GEORGIA, LLC | Georgia | 27-3581167 |
| RL REGI KANSAS, LLC | Kansas | 27-3581457 |
| RL REGI LOUISIANA, LLC | Louisiana | 27-3571080 |
| RL REGI MISSISSIPPI, LLC | Mississippi | 27-3620674 |
| RL REGI MISSOURI, LLC | Missouri | 27-3599879 |
| RL REGI NORTH CAROLINA, LLC | North Carolina | 27-3580984 |
| RL REGI SOUTH CAROLINA, LLC | South Carolina | 27-3598905 |
| RL REGI TENNESSEE, LLC | Tennessee | 27-3565886 |
| RL REGI VIRGINIA, LLC | Virginia | 27-3581298 |
| RL Regi-AL Carrington, LLC | Alabama | 27-4342485 |
| RL REGI-AL HMS, LLC | Alabama | 45-2830302 |
| RL REGI-AL HP, LLC. | Alabama | 45-1295816 |

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|------------------------------|----------|------------|
| RL REGI-AR GBE, LLC | Arkansas | 45-2354119 |
| RL REGI-FL APOPKA, LLC | Florida | 45-2315176 |
| RL REGI-FL CRC, LLC | Florida | None |
| RL REGI-FL CUTLER RIDGE, LLC | Florida | 45-0634542 |
| RL REGI-FL FT. PIERCE, LLC | Florida | 27-3562513 |
| RL REGI-FL ITALIA, LLC | Florida | 27-5401776 |
| RL REGI-FL PASCO COUNTY, LLC | Florida | 27-3571207 |
| RL REGI-FL RUSKIN, LLC | Florida | 27-3562637 |
| RL REGI-FL SARASOTA, LLC | Florida | 45-1295240 |
| RL REGI-FL TPL, LLC | Florida | 32-0358167 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|----------------------------------|------------------------------------------------------|-------------------------------------------|
| RL REGI-FL VARC, LLC | Florida | 45-1644591 |
| RL REGI-GA AS VILLAS, LLC | Georgia | 45-2062682 |
| RL REGI-GA DRAD, LLC | Georgia | 38-3844764 |
| RL REGI-GA HAY DB, LLC | Georgia | 45-2042850 |
| RL REGI-GA MHU, LLC | Georgia | 45-1643350 |
| RL REGI-KS Conquest, LLC | Kansas | 45-1012150 |
| RL REGI-MO BRANSON, LLC | Missouri | 45-1011486 |
| RL REGI-MO GMB, LLC | Missouri | 45-3113238 |
| RL REGI-MO MOSCOW MILLS, LLC | Missouri | 27-3600711 |
| RL REGI-MO PIN OAK, LLC | Missouri | 45-2658026 |
| RL REGI-MS Double H, LLC | Missouri | 45-2686642 |
| RL REGI-MS OCEAN SPRINGS, LLC | Mississippi | 45-0826594 |
| RL REGI-NC CIL, LLC | North Carolina | 32-0358179 |
| RL REGI-NC CSP, LLC | North Carolina | 30-0707768 |
| RL REGI-NC GTREE, LLC | North Carolina | 45-1348728 |
| RL REGI-NC Little Wing LLC | North Carolina | 45-2830182 |
| RL REGI-NC Mland, LLC | North Carolina | 27-4698876 |
| RL REGI-NC MLD, LLC | North Carolina | 38-3856309 |
| RL REGI-NC RALEIGH, LLC | North Carolina | 27-3581025 |
| RL REGI-NC RFP, LLC | North Carolina | None |
| RL REGI-NC SUGARM, LLC | North Carolina | 45-2658142 |
| RL REGI-NM, LLC | New Mexico | 32-0357688 |
| RL REGI-SC LAKE E, LLC | South Carolina | 37-1641019 |
| RL REGI-SC TCS, LLC | South Carolina | 38-3955794 |
| RL REGI-SC TIG, LLC | South Carolina | 30-0705336 |
| RL REGI-TN GVC, LLC | Tennessee | 35-2428616 |
| RL REGI-TN OAK, LLC | Tennessee | 45-0826911 |
| RL REGI-TN Sevierville, LLC | Tennessee | 27-5271410 |
| RL REGI-TN SPRINGHILL, LLC | Tennessee | 45-1295653 |
| RL REGI-TN WILLIAMSON, LLC | Tennessee | 45-2496119 |
| RL REGI-VA GLENA, LLC | Virginia | 45-2496228 |
| Rutenberg Homes, Inc. | Florida | 76-0340291 |
| Rutenberg Homes of Texas, Inc. | Texas | 76-0215995 |
| Rye Hill Company, LLC | New York | 20-0809495 |
| S. Florida Construction, LLC | Florida | 71-0949799 |
| S. Florida Construction II, LLC | Florida | 72-1567303 |
| S. Florida Construction III, LLC | Florida | 72-1567302 |
| San Lucia, LLC | Florida | 20-4372714 |
| Santa Ana Transit Village, LLC | California | 45-0512621 |
| Savannah Development, Ltd. | Texas | 76-0654193 |
| Savell Gulley Development, LLC | Texas | 26-2592101 |
| Scarsdale, LTD. | Texas | 27-0080619 |
| Schulz Ranch Developers, LLC | Delaware | 20-4092311 |
| Seminole/70th, LLC | Florida | 56-2529886 |
| Siena at Old Orchard, LLC | Illinois | 20-1476765 |
| South Development, LLC | Florida | 20-2581567 |
| Southbank Holding, LLC | Florida | 45-2420546 |

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|-----------------------------------------|----------|------------|
| Spanish Springs Development, LLC | Nevada | 76-0672277 |
| St. Charles Active Adult Community, LLC | Maryland | 20-1659598 |
| Stoney Corporation | Florida | 59-3374931 |
| Stoney Holdings, LLC | Florida | 27-5428554 |
| Stoneybrook Clubhouse, Inc. | Florida | 76-0555539 |
| Stoneybrook Golf Club, Inc. | Florida | 76-0669064 |
| Stoneybrook Joint Venture | Florida | 59-3386329 |
| Strategic Cable Technologies, L.P. | Texas | 20-1179138 |
| Strategic Holdings, Inc. | Nevada | 91-1770357 |
| Strategic Technologies, LLC | Florida | 65-0523605 |

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|----------------------------------------------------|------------------------------------------------------|-------------------------------------------|
| Summerfield Venture L.L.C. | Illinois | 20-0753624 |
| Summerwood, L.L.C. | Maryland | 27-0045425 |
| SunStreet Energy Group, LLC | Delaware | 90-0889251 |
| TCO QVI, LLC | Delaware | 45-3568663 |
| Temecula Valley, LLC | Delaware | 43-1971997 |
| Terra Division, LLC | Minnesota | None |
| The Baywinds Land Trust | Florida | 11-6591848 |
| The Bridges at Rancho Santa Fe Sales Company, Inc. | California | 33-0886703 |
| The Bridges Club at Rancho Santa Fe, Inc. | California | 33-0867612 |
| The LNC Northeast Group, Inc. | Delaware | 54-1774997 |
| The Preserve at Coconut Creek, LLC | Florida | 20-3287825 |
| Treviso Holding, LLC | Florida | 45-1961704 |
| Tustin Villas Partners, LLC | Delaware | 41-2076342 |
| Tustin Vistas Partners, LLC | Delaware | 32-0054237 |
| U.S. Home Corporation | Delaware | 52-2227619 |
| U.S. Home of Arizona Construction Co. | Arizona | 74-2402824 |
| U.S. Home Realty, Inc. | Texas | 76-0136964 |
| U.S.H. Los Prados, Inc. | Nevada | 88-0232393 |
| U.S.H. Realty, Inc. | Maryland | 74-2765031 |
| USH Equity Corporation | Nevada | 76-0450341 |
| USH - Flag, LLC | Florida | 26-3984776 |
| USH LEE, LLC | Florida | 27-5368263 |
| USH (West Lake), Inc. | New Jersey | 22-3471278 |
| USH Woodbridge, Inc. | Texas | 76-0561576 |
| UST Lennar GP PIS 10, LLC | Delaware | 26-3219799 |
| UST Lennar GP PIS 7, LLC | Delaware | 26-3219172 |
| Valencia at Doral, LLC | Florida | 20-3959040 |
| Vineyard Point 2009, LLC | California | 26-4562548 |
| WCP, LLC | South Carolina | 51-0461143 |
| West Chocolate Bayou Development, LLC | Texas | 26-2320867 |
| West Lake Village, LLC | New Jersey | 23-2861558 |