

TOLL BROTHERS INC
Form S-3ASR
October 29, 2008

As filed with the Securities and Exchange Commission on October 29, 2008

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Toll Brothers, Inc.*

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of incorporation or organization of
registrant)*

23-2416878

(I.R.S. Employer Identification No.)

**250 Gibraltar Road
Horsham, PA 19044
(215) 938-8000**

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

**Joel H. Rassman
Executive Vice President and Chief Financial Officer**

**Toll Brothers, Inc.
250 Gibraltar Road
Horsham, PA 19044
(215) 938-8000**

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

Copy to:

**Darrick M. Mix, Esquire
WolfBlock LLP
1650 Arch Street, 22nd Floor
Philadelphia, PA 19103-2097
(215) 977-2006**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are to be 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), other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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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 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.

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

Large accelerated filer	Accelerated filer	Non-accelerated filer <input type="radio"/>	Smaller reporting
<input type="checkbox"/>	<input type="radio"/>	(Do not check if a smaller reporting company)	company <input type="radio"/>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (1)	(2)	(2)	(2)	(2)
Preferred Stock	(2)	(2)	(2)	(2)
Warrants	(2)	(2)	(2)	(2)
Debt Securities	(2)	(2)	(2)	(2)
Guarantees	(2), (3)	(2), (3)	(2), (3)	(2), (3)

(1) Each share of common stock registered hereunder includes associated Rights to Purchase Series A Junior Participating Preferred Stock (Rights) of Toll Brothers, Inc. Until the occurrence of certain prescribed events, the Rights are not exercisable, will be evidenced by the certificate for the common stock and will be transferred along with and only with the common stock. Upon the occurrence of such events, the Rights will separate from the common stock and separate

certificates representing the Rights will be distributed to the holders of the common stock.

- (2) Omitted pursuant to Form S-3 General Instruction II.E. An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depositary shares. In accordance with Rules 456(b) and 457(r), the registrants are deferring payment of all of the registration fee.

- (3)

Pursuant to Rule 457(n), no separate registration fee is payable with regard to the guarantees.

* The co-registrants listed on the next page are also included in this Form S-3 Registration Statement as additional registrants.

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The following direct and indirect subsidiaries of Toll Brothers, Inc. may issue the debt securities and/or guarantee the debt securities and are co-registrants under this registration statement. The address, including zip code, and telephone number, including area code, for each of the co-registrants is 250 Gibraltar Road, Horsham, Pennsylvania 19044, 215 938-8000.

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
110-112 Third Ave. Realty Corp.	New York	13-1940046
Amwell Chase, Inc.	Delaware	23-2551304
Bunker Hill Estates, Inc.	Delaware	23-2535037
Chesterbrooke, Inc.	Delaware	23-2485513
Connecticut Land Corp.	Delaware	23-2533514
Daylesford Development Corp.	Delaware	23-2511943
ESE Consultants, Inc.	Delaware	23-2432981
Fairway Valley, Inc.	Delaware	23-2432976
First Brandywine Finance Corp.	Delaware	23-2737486
First Brandywine Investment Corp. II	Delaware	23-2731790
First Brandywine Investment Corp. III	Delaware	23-2820213
First Brandywine Investment Corp. IV	Delaware	61-1443340
First Huntingdon Finance Corp.	Delaware	23-2485787
Franklin Farms G.P., Inc.	Delaware	23-2486303
HQZ Acquisitions, Inc.	Michigan	38-3149633
MA Limited Land Corporation	Delaware	23-2523560
Maple Point, Inc.	Delaware	23-2551803
Maryland Limited Land Corporation	Delaware	23-2499816
Polekoff Farm, Inc.	Pennsylvania	23-2417142
SH Homes Corporation	Michigan	38-3392296
SI Investment Corporation	Michigan	38-3298884
Springfield Chase, Inc.	Delaware	23-2538985
Stewarts Crossing, Inc.	Delaware	23-2547222
TB Proprietary Corp.	Delaware	23-2485790
TB Proprietary LP, Inc.	Delaware	23-3066217
Tenby Hunt, Inc.	Delaware	23-2682947
The Silverman Building Companies, Inc.	Michigan	38-3075345
Toll Architecture I, P.A.	Delaware	20-4889260
Toll Architecture, Inc.	Delaware	20-3532291
Toll AZ GP Corp.	Delaware	23-2815680
Toll Bay Corp.	Delaware	57-1195220
Toll Bay Corp. II	Delaware	56-2489898
Toll Bros. of Arizona, Inc.	Arizona	23-2906398
Toll Bros. of North Carolina, Inc.	North Carolina	23-2777389
Toll Bros. of North Carolina II, Inc.	North Carolina	23-2990315
Toll Bros. of North Carolina III, Inc.	North Carolina	23-2993276
Toll Bros. of Tennessee, Inc.	Delaware	51-0385724
Toll Bros., Inc.	Delaware	23-2600117
Toll Bros., Inc.	Pennsylvania	23-2417123

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Toll Bros., Inc.	Texas	23-2896374
Toll Brothers AZ Construction Company	Arizona	23-2832024
Toll Brothers Canada USA, Inc.	Delaware	20-4250532
Toll Brothers Finance Corp.	Delaware	23-3097271
Toll Brothers Real Estate, Inc.	Pennsylvania	23-2417116
Toll Buckeye Corp.	Delaware	56-2489916

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Toll Buckeye Corp. II	Delaware	56-2489918
Toll CA GP Corp.	California	23-2748091
Toll Centennial Corp.	Delaware	56-2489913
Toll CO GP Corp.	Colorado	23-2978190
Toll Copper Corp.	Delaware	56-2489926
Toll Copper Corp. II	Delaware	56-2489925
Toll Corp.	Delaware	23-2485860
Toll Development Company, Inc.	Michigan	38-3180742
Toll Diamond Corp.	Delaware	57-1195241
Toll Diamond Corp. II	Delaware	56-2489912
Toll Dominion Corp.	Delaware	57-1195222
Toll Dominion Corp. II	Delaware	56-2489897
Toll Empire Corp.	Delaware	57-1195218
Toll Empire Corp. II	Delaware	56-2489900
Toll Finance Corp.	Delaware	23-2978196
Toll FL GP Corp.	Florida	23-2796288
Toll GA GP Corp.	Georgia	20-5853882
Toll Garden Corp.	Delaware	55-0883946
Toll Garden Corp. II	Delaware	56-2489899
Toll Golden Corp.	Delaware	56-2489904
Toll Granite Corp.	Delaware	57-1195215
Toll Granite Corp. II	Delaware	56-2489902
Toll Great Lakes Corp.	Delaware	56-2489914
Toll Great Lakes Corp. II	Delaware	56-2489920
Toll Holdings, Inc.	Delaware	23-2569047
Toll IL GP Corp.	Illinois	23-2967049
Toll Keystone Corp.	Delaware	57-1195238
Toll Keystone Corp. II	Delaware	56-2489895
Toll Land Corp. No. 6	Pennsylvania	23-2417134
Toll Land Corp. No. 10	Delaware	23-2551776
Toll Land Corp. No. 20	Delaware	23-2551793
Toll Land Corp. No. 43	Delaware	23-2737488
Toll Land Corp. No. 45	Delaware	23-2737050
Toll Land Corp. No. 46	Delaware	23-2737483
Toll Land Corp. No. 47	Delaware	23-2737359
Toll Land Corp. No. 48	Delaware	23-2860557
Toll Land Corp. No. 49	Delaware	23-2860562
Toll Land Corp. No. 50	Delaware	23-2860513
Toll Land Corp. No. 51	Delaware	23-2959185
Toll Land Corp. No. 52	Delaware	23-2966099
Toll Land Corp. No. 53	Delaware	23-2978200
Toll Land Corp. No. 55	Delaware	23-2978124
Toll Land Corp. No. 56	Delaware	23-2978119

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Toll Land Corp. No. 58	Delaware	23-3097273
Toll Land Corp. No. 59	Delaware	23-3097278
Toll Land Corp. No. 60	Delaware	23-3097277
Toll Lone Star Corp.	Delaware	56-2489928
Toll Lone Star Corp. II	Delaware	56-2489927
Toll LTC Successor Corp.	Nevada	20-5854053
Toll Management AZ Corp.	Delaware	51-0385727
Toll Management VA Corp.	Delaware	51-0385725

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Toll Manhattan I, Inc.	New York	20-2255686
Toll MD Builder Corp.	Maryland	20-0355148
Toll MI GP Corp.	Michigan	23-2917543
Toll Mid-Atlantic LP Company, Inc.	Delaware	57-1195257
Toll Mid-Atlantic Note Company, Inc.	Delaware	57-1195252
Toll Midwest LP Company, Inc.	Delaware	56-2489924
Toll Midwest Note Company, Inc.	Delaware	56-2489923
Toll MN GP Corp.	Minnesota	20-0099962
Toll NC GP Corp.	North Carolina	23-2760759
Toll NH GP Corp.	New Hampshire	23-3048998
Toll NJ Builder Corp.	New Jersey	74-3083211
Toll NJX-I Corp.	Delaware	51-0413821
Toll NJX-II Corp.	Delaware	51-0413826
Toll NJX III Corp.	Delaware	74-3083754
Toll NJX IV Corp.	Delaware	74-3083774
Toll Northeast LP Company, Inc.	Delaware	57-1195250
Toll Northeast Note Company, Inc.	Delaware	57-1195240
Toll Northeast Services, Inc.	Delaware	20-3714378
Toll Nutmeg Corp.	Delaware	57-1195212
Toll Nutmeg Corp. II	Delaware	56-2489901
Toll NV GP Corp.	Nevada	23-2928710
Toll OH GP Corp.	Ohio	23-2878722
Toll Old Line Corp.	Delaware	57-1195233
Toll Old Line Corp. II	Delaware	56-2489896
Toll PA Builder Corp.	Pennsylvania	87-0693313
Toll PA GP Corp.	Pennsylvania	23-2687561
Toll PA II GP Corp.	Pennsylvania	03-0395069
Toll PA III GP Corp.	Pennsylvania	20-1934096
Toll Palmetto Corp.	Delaware	57-1195245
Toll Palmetto Corp. II	Delaware	56-2489911
Toll Peppertree, Inc.	New York	23-2709097
Toll Philmont Corporation	Delaware	23-2526635
Toll Plantation Corp.	Delaware	57-1195217
Toll Plantation Corp. II	Delaware	56-2489903
Toll Prairie Corp.	Delaware	56-2489915
Toll Realty Holdings Corp. I	Delaware	23-2954512
Toll Realty Holdings Corp. II	Delaware	23-2954511
Toll Realty Holdings Corp. III	Delaware	23-2954510
Toll RI GP Corp.	Rhode Island	23-3020194
Toll Sagebrush Corp.	Delaware	56-2489919
Toll SC GP Corp.	South Carolina	23-3094328
Toll Southeast LP Company, Inc.	Delaware	57-1195213
Toll Southeast Note Company, Inc.	Delaware	57-1195261

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Toll Southwest LP Company, Inc.	Delaware	56-2489922
Toll Southwest Note Company, Inc.	Delaware	56-2489921
Toll Sunshine Corp.	Delaware	57-1195251
Toll Sunshine Corp. II	Delaware	56-2489909
Toll Tar Heel Corp.	Delaware	57-1195249
Toll Tar Heel Corp. II	Delaware	56-2489910
Toll TN GP Corp.	Tennessee	23-2886926
Toll TX GP Corp.	Delaware	23-2796291

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Toll VA GP Corp.	Delaware	23-2551790
Toll VA Member Two, Inc.	Delaware	51-0385726
Toll WestCoast LP Company, Inc.	Delaware	56-2489917
Toll WestCoast Note Company, Inc.	Delaware	59-3790049
Toll Wood Corporation	Delaware	23-2533529
Toll WV GP Corp.	West Virginia	20-3337780
Toll YL, Inc.	California	23-2898272
Valley Forge Conservation Holding GP Corp.	Pennsylvania	73-1636768
Warren Chase, Inc.	Delaware	23-2518740
Windsor Development Corp.	Pennsylvania	23-2432983
51 N. 8th Street L.P.	New York	23-2796304
Afton Chase, L.P.	Pennsylvania	23-2760770
Audubon Ridge, L.P.	Pennsylvania	23-2668976
Beaumont Chase, L.P.	Pennsylvania	23-2910269
Belmont Land, L.P.	Virginia	23-2810333
Bernards Chase, L.P.	New Jersey	23-2796287
Binks Estates Limited Partnership	Florida	23-2796300
Blue Bell Country Club, L.P.	Pennsylvania	23-2668975
Branchburg Ridge, L.P.	New Jersey	23-2918996
Brass Castle Estates, L.P.	New Jersey	23-2921715
Bridle Estates, L.P.	Pennsylvania	23-2855510
Broad Run Associates, L.P.	Pennsylvania	23-2979479
Buckingham Woods, L.P.	Pennsylvania	23-2689274
Bucks County Country Club, L.P.	Pennsylvania	23-2878689
Calabasas View, L.P.	California	23-2785219
CC Estates Limited Partnership	Massachusetts	23-2748927
Charlestown Hills, L.P.	New Jersey	23-2855658
Chellis Hill Limited Partnership	Massachusetts	20-2489463
Cheltenham Estates Limited Partnership	Michigan	23-2968590
Chesterbrooke Limited Partnership	New Jersey	23-2485378
Cobblestones at Thornbury, L.P.	Pennsylvania	23-2774674
Cold Spring Hunt, L.P.	Pennsylvania	23-2702468
Concord Chase, L.P.	Pennsylvania	23-2897949
Cortlandt Chase, L.P.	New York	23-2928875
Dolington Estates, L.P.	Pennsylvania	23-2760781
Dominion Country Club, L.P.	Virginia	23-2984309
Eagle Farm Limited Partnership	Massachusetts	23-2760777
Estates at Coronado Pointe, L.P.	California	23-2796299
Estates at Princeton Junction, L.P.	New Jersey	23-2760779
Estates at Rivers Edge, L.P.	New Jersey	23-2748080
Estates at San Juan Capistrano, L.P.	California	23-2796301
Fair Lakes Chase, L.P.	Virginia	23-2955092
Fairfax Investment, L.P.	Virginia	23-2982190

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Fairfax Station Hunt, L.P.	Virginia	23-2680894
Fairway Mews Limited Partnership	New Jersey	23-2621939
Farmwell Hunt, L.P.	Virginia	23-2822996
First Brandywine Partners, L.P.	Delaware	51-0385730
Franklin Oaks Limited Partnership	Massachusetts	23-2838925
Great Falls Hunt, L.P.	Virginia	23-2719371
Great Falls Woods, L.P.	Virginia	23-2963544
Greens at Waynesborough, L.P.	Pennsylvania	23-2740013

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Greenwich Chase, L.P.	New Jersey	23-2709793
Greenwich Station, L.P.	New Jersey	23-2816336
Hoboken Land LP	New Jersey	20-1466751
Hockessin Chase, L.P.	Delaware	23-2944970
Holland Ridge, L.P.	New Jersey	23-2785227
Holliston Hunt Limited Partnership	Massachusetts	23-2922701
Hopewell Hunt, L.P.	New Jersey	23-2838289
Huckins Farm Limited Partnership	Massachusetts	23-2740411
Hunter Mill, L.P.	Virginia	23-2711430
Hunterdon Chase, L.P.	New Jersey	23-2774673
Hunterdon Ridge, L.P.	New Jersey	23-2944965
Huntington Estates Limited Partnership	Connecticut	23-2855662
Hurley Ridge Limited Partnership	Maryland	23-2954935
Kensington Woods Limited Partnership	Massachusetts	23-2701194
Laurel Creek, L.P.	New Jersey	23-2796297
Loudoun Valley Associates, L.P.	Virginia	23-3025878
Manalapan Hunt, L.P.	New Jersey	23-2806323
Mill Road Estates, L.P.	Pennsylvania	23-2954934
Montgomery Chase, L.P.	New Jersey	23-2745356
Moorestown Hunt, L.P.	New Jersey	23-2810335
Mount Kisco Chase, L.P.	New York	23-2796641
NC Country Club Estates Limited Partnership	North Carolina	23-2917299
Newtown Chase Limited Partnership	Connecticut	23-2818660
Northampton Crest, L.P.	Pennsylvania	23-2944980
Northampton Preserve, L.P.	Pennsylvania	23-2901212
Patriots, L.P.	New Jersey	23-2941041
Preston Village Limited Partnership	North Carolina	23-2806570
Princeton Hunt, L.P.	New Jersey	23-2747998
Providence Plantation Limited Partnership	North Carolina	23-2855661
Regency at Dominion Valley, L.P.	Virginia	45-0497498
River Crossing, L.P.	Pennsylvania	23-2855516
Rolling Greens, L.P.	New Jersey	23-2855583
Rose Hollow Crossing Associates	Pennsylvania	23-2253629
Seaside Estates Limited Partnership	Florida	23-2870057
Shrewsbury Hunt Limited Partnership	Massachusetts	23-2912930
Silverman-Toll Limited Partnership	Michigan	23-2986323
Somers Chase, L.P.	New York	23-2855511
Somerset Development Limited Partnership	North Carolina	23-2785223
Sorrento at Dublin Ranch I LP	California	20-3337641
Sorrento at Dublin Ranch II LP	California	20-3337654
Sorrento at Dublin Ranch III LP	California	20-3337665
South Riding, L.P.	Virginia	23-2994369
South Riding Amberlea LP	Virginia	20-0383954

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South Riding Partners Amberlea LP	Virginia	20-0384024
South Riding Partners, L.P.	Virginia	23-2861890
Southport Landing Limited Partnership	Connecticut	23-2784609
Springton Pointe, L.P.	Pennsylvania	23-2810340
Stone Mill Estates, L.P.	Pennsylvania	23-3013974
Swedesford Chase, L.P.	Pennsylvania	23-2939504
TB Proprietary, L.P.	Delaware	23-3070158
TBI/Heron Bay Limited Partnership	Florida	23-2928874

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
TBI/Naples Limited Partnership	Florida	23-2883354
TBI/Palm Beach Limited Partnership	Florida	23-2891601
The Bird Estate Limited Partnership	Massachusetts	23-2883360
The Estates at Brooke Manor Limited Partnership	Maryland	23-2740412
The Estates at Summit Chase, L.P.	California	23-2748089
The Preserve at Annapolis Limited Partnership	Maryland	23-2838510
The Preserve at Boca Raton Limited Partnership	Florida	23-2810339
The Woods at Highland Lakes, L.P.	Ohio	23-2948699
The Woods at Long Valley, L.P.	New Jersey	23-2889640
Timber Ridge Investment Limited Partnership	Michigan	38-3413876
Toll at Brier Creek Limited Partnership	North Carolina	23-2954264
Toll at Daventry Park, L.P.	Ohio	23-2897947
Toll at Honey Creek Limited Partnership	Michigan	20-3675855
Toll at Payne Ranch, L.P.	California	23-2833118
Toll at Princeton Walk, L.P.	New Jersey	23-2879954
Toll at Westlake, L.P.	New Jersey	23-2963549
Toll at Whippoorwill, L.P.	New York	23-2888554
Toll Brooklyn L.P.	New York	20-1941153
Toll Bros. of Tennessee, L.P.	Tennessee	51-0386723
Toll Brothers AZ Limited Partnership	Arizona	23-2815685
Toll Brothers Maryland II Limited Partnership	Maryland	23-3027594
Toll CA, L.P.	California	23-2963547
Toll CA II, L.P.	California	23-2838417
Toll CA III, L.P.	California	23-3031827
Toll CA IV, L.P.	California	23-3029688
Toll CA V, L.P.	California	23-3091624
Toll CA VI, L.P.	California	23-3091657
Toll CA VII, L.P.	California	20-1972440
Toll CA VIII, L.P.	California	20-2328888
Toll CA IX, L.P.	California	20-3454571
Toll CA X, L.P.	California	20-3454613
Toll CA XI, L.P.	California	20-3532036
Toll CA XII, L.P.	California	20-3733386
Toll CA XIII, L.P.	California	20-4249551
Toll CA XV, L.P.	California	20-4889196
Toll CA XVI, L.P.	California	20-4889219
Toll CA XVII, L.P.	California	20-5469235
Toll CA XVIII, L.P.	California	20-5378099
Toll CA XIV, L.P.	California	20-4249528
Toll CA XIX, L.P.	California	20-5853968
Toll Cliffs Urban Renewal Company LP	New Jersey	20-0383861
Toll CO, L.P.	Colorado	23-2978294
Toll Costa, L.P.	California	81-0602065

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Toll CT II Limited Partnership	Connecticut	23-3041974
Toll CT Limited Partnership	Connecticut	23-2963551
Toll CT Westport Limited Partnership	Connecticut	23-3048964
Toll DE LP	Delaware	20-0660934
Toll East Naples Limited Partnership	Florida	23-2929049
Toll Estero Limited Partnership	Florida	72-1539292
Toll FL Limited Partnership	Florida	23-3007073
Toll FL II Limited Partnership	Florida	73-1657686

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Toll FL III Limited Partnership	Florida	20-0135814
Toll FL IV Limited Partnership	Florida	20-1158717
Toll FL V Limited Partnership	Florida	20-2862720
Toll FL VI Limited Partnership	Florida	20-3161585
Toll FL VII Limited Partnership	Florida	20-3482591
Toll FL VIII Limited Partnership	Florida	20-4232188
Toll Ft. Myers Limited Partnership	Florida	82-0559443
Toll GA LP	Georgia	20-5854013
Toll Grove LP	New Jersey	20-0215496
Toll Hudson LP	New Jersey	20-0465460
Toll IL HWCC, L.P.	Illinois	75-2985312
Toll IL, L.P.	Illinois	23-2963552
Toll IL II, L.P.	Illinois	23-3041962
Toll IL III, L.P.	Illinois	03-0382404
Toll IL IV, L.P.	Illinois	20-3733446
Toll IL WSB, L.P.	Illinois	20-1000885
Toll Jacksonville Limited Partnership	Florida	20-0204373
Toll Land IX Limited Partnership	Virginia	23-2939502
Toll Land Limited Partnership	Connecticut	23-2709099
Toll Land IV Limited Partnership	New Jersey	23-2737490
Toll Land V Limited Partnership	New York	23-2796637
Toll Land VI Limited Partnership	New York	23-2796640
Toll Land VII Limited Partnership	New York	23-2775308
Toll Land X Limited Partnership	Virginia	23-2774670
Toll Land XI Limited Partnership	New Jersey	23-2796302
Toll Land XIV Limited Partnership	New York	23-2796295
Toll Land XV Limited Partnership	Virginia	23-2810342
Toll Land XVI Limited Partnership	New Jersey	23-2810344
Toll Land XVII Limited Partnership	Connecticut	23-2815064
Toll Land XVIII Limited Partnership	Connecticut	23-2833240
Toll Land XIX Limited Partnership	California	23-2833171
Toll Land XX Limited Partnership	California	23-2838991
Toll Land XXI Limited Partnership	Virginia	23-2865738
Toll Land XXII Limited Partnership	California	23-2879949
Toll Land XXIII Limited Partnership	California	23-2879946
Toll Land XXV Limited Partnership	New Jersey	23-2867694
Toll Land XXVI Limited Partnership	Ohio	23-2880687
Toll Livingston at Naples Limited Partnership	Florida	71-0902794
Toll MA Land Limited Partnership	Massachusetts	20-4889176
Toll Marshall LP	New Jersey	20-0215536
Toll MD Builder I, L.P.	Maryland	20-0355209
Toll MD Limited Partnership	Maryland	23-2963546
Toll MD II Limited Partnership	Maryland	23-2978195

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Toll MD III Limited Partnership	Maryland	23-3044366
Toll MD IV Limited Partnership	Maryland	71-0890813
Toll MD V Limited Partnership	Maryland	81-0610742
Toll MD VI Limited Partnership	Maryland	20-1756721
Toll MD VII Limited Partnership	Maryland	20-2101938
Toll MD VIII Limited Partnership	Maryland	20-3675884
Toll MD IX Limited Partnership	Maryland	20-3733408
Toll MD X Limited Partnership	Maryland	20-5469282

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Toll MI Limited Partnership	Michigan	23-2999200
Toll MI II Limited Partnership	Michigan	23-3015611
Toll MI III Limited Partnership	Michigan	23-3097778
Toll MI IV Limited Partnership	Michigan	20-1501161
Toll MI V Limited Partnership	Michigan	20-2489523
Toll MN, L.P.	Minnesota	20-0099987
Toll MN II, L.P.	Minnesota	20-4804528
Toll Naval Associates	Pennsylvania	23-2454576
Toll NC II LP	North Carolina	20-5208447
Toll NC, L.P.	North Carolina	20-2087335
Toll NH Limited Partnership	New Hampshire	23-3048999
Toll NJ Builder I, L.P.	New Jersey	41-2089798
Toll NJ, L.P.	New Jersey	23-2963550
Toll NJ II, L.P.	New Jersey	23-2991953
Toll NJ III, L.P.	New Jersey	23-2993263
Toll NJ IV, L.P.	New Jersey	23-3038827
Toll NJ V, L.P.	New Jersey	23-3091620
Toll NJ VI, L.P.	New Jersey	23-3098583
Toll NJ VII, L.P.	New Jersey	20-2635402
Toll NJ VIII, L.P.	New Jersey	20-3337736
Toll NJ XI, L.P.	New Jersey	20-5088496
Toll Northville Golf Limited Partnership	Michigan	23-2918224
Toll Northville Limited Partnership	Michigan	23-2918130
Toll NV Limited Partnership	Nevada	23-3010602
Toll NY LP	New York	20-3887115
Toll Orlando Limited Partnership	Florida	20-2862679
Toll PA, L.P.	Pennsylvania	23-2879956
Toll PA II, L.P.	Pennsylvania	23-3063349
Toll PA III, L.P.	Pennsylvania	23-3097666
Toll PA IV, L.P.	Pennsylvania	23-3097672
Toll PA V, L.P.	Pennsylvania	03-0395087
Toll PA VI, L.P.	Pennsylvania	47-0858909
Toll PA VII, L.P.	Pennsylvania	68-0533037
Toll PA VIII, L.P.	Pennsylvania	20-0969010
Toll PA IX, L.P.	Pennsylvania	20-0969053
Toll PA X, L.P.	Pennsylvania	20-2172994
Toll PA XI, L.P.	Pennsylvania	20-3733420
Toll PA XII, L.P.	Pennsylvania	20-1934037
Toll PA XIII, L.P.	Pennsylvania	20-4889135
Toll Park LP	New Jersey	20-0383903
Toll Realty Holdings LP	Delaware	23-2954509
Toll Reston Associates, L.P.	Delaware	23-3016263
Toll RI, L.P.	Rhode Island	23-3020191

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Toll RI II, L.P.	Rhode Island	27-0043852
Toll SC, L.P.	South Carolina	23-3094632
Toll SC II, L.P.	South Carolina	82-0574725
Toll SC III, L.P.	South Carolina	20-4249465
Toll Stonebrae LP	California	20-3192668
Toll VA, L.P.	Virginia	23-2952674
Toll VA II, L.P.	Virginia	23-3001131
Toll VA III, L.P.	Virginia	23-3001132

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Toll VA IV, L.P.	Virginia	75-2972033
Toll VA V, L.P.	Virginia	47-0887401
Toll VA VI, L.P.	Virginia	20-1972394
Toll VA VII, L.P.	Virginia	20-3675918
Toll WV LP	West Virginia	20-4249451
Toll YL, L.P.	California	23-3016250
Toll YL II, L.P.	California	80-0014182
Toll-Dublin, L.P.	California	23-3070669
Trumbull Hunt Limited Partnership	Connecticut	23-2855529
Uwchlan Woods, L.P.	Pennsylvania	23-2838958
Valley Forge Conservation Holding, L.P.	Pennsylvania	42-1537902
Valley Forge Woods, L.P.	Pennsylvania	23-2699971
Valley View Estates Limited Partnership	Massachusetts	23-2760768
Village Partners, L.P.	Pennsylvania	81-0594073
Washington Greene Development, L.P.	New Jersey	23-2815640
Waterford Preserve LP	Virginia	20-2814766
West Amwell Limited Partnership	New Jersey	23-2570825
Whiteland Woods, L.P.	Pennsylvania	23-2833125
Willowdale Crossing, L.P.	Pennsylvania	23-2879951
Wilson Concord, L.P.	Tennessee	23-2887824
110-112 Third Ave. GC II LLC	New York	13-1940046**
110-112 Third Ave. GC LLC	New York	13-1940046**
1500 Garden St. LLC	New Jersey	20-1466751**
2301 Fallston Road LLC	Maryland	23-2963546**
5-01 5-17 48th Avenue GC II LLC	New York	23-2796295**
5-01 5-17 48th Avenue GC LLC	New York	23-2796295**
5-01 5-17 48th Avenue II LLC	New York	23-2796295**
5-01 5-17 48th Avenue LLC	New York	23-2796295**
51 N. 8th Street GC II LLC	New York	23-2796304**
51 N. 8th Street GC LLC	New York	23-2796304**
51 N. 8th Street I LLC	New York	23-2709097**
60 Industrial Parkway Cheektowaga, LLC	New York	23-2796640**
700 Grove Street Urban Renewal, LLC	New Jersey	20-0215496**
Arbor Hills Development LLC	Michigan	20-1501161**
Arthur s Woods, LLC	Maryland	23-2963546**
Arundel Preserve #6, LLC	Maryland	20-2101938**
Arundel Preserve #10a, LLC	Maryland	20-2101938**
Belmont Country Club I LLC	Virginia	23-2810333**
Belmont Country Club II LLC	Virginia	23-2810333**
Big Branch Overlook L.L.C.	Maryland	23-2978195**
Block 255 LLC	New Jersey	20-1466751**
Brier Creek Country Club I LLC	North Carolina	23-2954264**
Brier Creek Country Club II LLC	North Carolina	23-2954264**

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C.B.A.Z. Construction Company LLC	Arizona	51-0385729**
C.B.A.Z. Holding Company LLC	Delaware	51-0385729
Colonial 40 I, LLC	Florida	20-2862720**
Colonial 40 II, LLC	Florida	20-2862720**
Component Systems I LLC	Delaware	23-2417123**
Component Systems II LLC	Delaware	23-2417123**
Creeks Farm L.L.C.	Maryland	23-2978195**
CWG Construction Company LLC	New Jersey	20-1104737

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Dominion Valley Country Club I LLC	Virginia	23-2984309**
Dominion Valley Country Club II LLC	Virginia	23-2984309**
Feys Property LLC	Maryland	23-2978195**
First Brandywine LLC I	Delaware	23-2731790**
First Brandywine LLC II	Delaware	23-2731790**
First Brandywine LLC III	Delaware	61-1443340**
First Brandywine LLC IV	Delaware	61-1443340**
Frenchman's Reserve Realty, LLC	Florida	23-2417123**
Golf I Country Club Estates at Moorpark LLC	California	23-2963547**
Golf II Country Club Estates at Moorpark LLC	California	23-2963547**
Hawthorn Woods Country Club II LLC	Illinois	75-2985312**
High Pointe at Hopewell, LLC	New Jersey	23-3098583**
Hoboken Cove LLC	New Jersey	20-1466751**
Hoboken Land I LLC	Delaware	20-1466751**
Hunts Bluff LLC	Maryland	23-2978195**
Jacksonville TBI Realty LLC	Florida	23-2417123**
Lighthouse Point Land Company, LLC	Florida	20-0135814
Long Meadows TBI, LLC	Maryland	23-3044366**
Longmeadow Properties LLC	Maryland	23-3044366**
Martinsburg Ventures, L.L.C.	Virginia	23-2865738**
Mizner Realty, L.L.C.	Florida	23-2417123**
Naples Lakes Country Club, L.L.C.	Florida	23-2883354**
Naples TBI Realty, LLC	Florida	23-2417123**
Orlando TBI Realty LLC	Florida	23-2417123**
Palm Cove Golf & Yacht Club I LLC	Florida	23-3007073**
Palm Cove Golf & Yacht Club II LLC	Florida	23-3007073**
Palm Cove Marina I LLC	Florida	23-3007073**
Palm Cove Marina II LLC	Florida	23-3007073**
Paramount Village LLC	California	23-2748091**
Phillips Drive LLC	Maryland	23-3044366**
Prince William Land I LLC	Virginia	23-2774670**
Prince William Land II LLC	Virginia	23-2774670**
Regency at Denville LLC	New Jersey	23-2810344**
Regency at Dominion Valley LLC	Virginia	23-2984309**
Regency at Long Valley I LLC	New Jersey	23-3038827**
Regency at Long Valley II LLC	New Jersey	23-3038827**
Regency at Mansfield I LLC	New Jersey	23-3038827**
Regency at Mansfield II LLC	New Jersey	23-3038827**
Regency at Washington I LLC	New Jersey	23-3098583**
Regency at Washington II LLC	New Jersey	23-3098583**
Sapling Ridge, LLC	Maryland	23-2978195**
South Riding Realty LLC	Virginia	23-2861890**
SR Amberlea LLC	Virginia	20-0383954**

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SRLP II LLC	Virginia	23-2994639
Tampa TBI Realty LLC	Florida	23-2417123**
TB Kent Partners LLC	Delaware	20-3887115**
The Regency Golf Club I LLC	Virginia	23-2984309**
The Regency Golf Club II LLC	Virginia	23-2984309**
The Ridges at Belmont Country Club I LLC	Virginia	23-2810333*
The Ridges at Belmont Country Club II LLC	Virginia	23-2810333*
Toll Austin TX LLC	Texas	26-0389752

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Toll Cedar Hunt LLC	Virginia	23-2994369**
Toll CO I LLC	Colorado	23-2978294**
Toll Corners LLC	Delaware	23-2709099**
Toll Dallas TX LLC	Texas	26-0389704
Toll DE X, LLC	Delaware	82-0571193
Toll DE X II, LLC	Delaware	20-1220599
Toll EB, LLC	Delaware	23-2810344**
Toll Equipment, L.L.C.	Delaware	23-2417123**
Toll FL I, LLC	Florida	23-3007073
Toll Glastonbury LLC	Connecticut	23-3041974**
Toll Henderson LLC	Nevada	56-2489922**
Toll Hoboken LLC	Delaware	20-0465460**
Toll IN LLC	Indiana	23-2417123**
Toll Jupiter LLC	Florida	20-3368529
Toll Locust Hill LLC	Maryland	20-3675884**
Toll MD I, L.L.C.	Maryland	23-2737488**
Toll MD II LLC	Maryland	23-2740412**
Toll Morgan Street LLC	Delaware	20-5088496**
Toll NJ I, L.L.C.	New Jersey	23-3091620**
Toll NJ II, L.L.C.	New Jersey	23-3091620**
Toll NJ III, LLC	New Jersey	23-2417123**
Toll North LV LLC	Nevada	56-2489922**
Toll North Reno LLC	Nevada	56-2489922**
Toll NV Holdings LLC	Nevada	56-2489922**
Toll Realty L.L.C.	Florida	23-2417123**
Toll Reston Associates, L.L.C.	Delaware	23-2551790**
Toll San Antonio TX LLC	Texas	20-4888966
Toll South LV LLC	Nevada	56-2489922**
Toll South Reno LLC	Nevada	56-2489922**
Toll Stratford LLC	Virginia	20-3116806
Toll VA L.L.C.	Delaware	51-0385728
Toll VA III L.L.C.	Virginia	23-2417123**
Toll Van Wyck, LLC	New York	23-2796637**
Toll Vanderbilt I LLC	Rhode Island	23-3020194**
Toll Vanderbilt II LLC	Rhode Island	51-1195217**
Toll-Dublin, LLC	California	23-3070669**
Vanderbilt Capital LLC	Rhode Island	56-2421664
Virginia Construction Co. I, LLC	Virginia	23-2417123**
Virginia Construction Co. II, LLC	Virginia	23-2417123**

** Uses Employer
Identification
Number used by

its sole member.

PROSPECTUS
[graphic omitted]
TOLL BROTHERS, INC.
Common Stock
Preferred Stock
Warrants
Guarantees of Debt Securities
TOLL CORP.
FIRST HUNTINGDON FINANCE CORP.
TOLL BROTHERS FINANCE CORP.
TOLL FINANCE CORP.
Debt Securities

Toll Brothers, Inc. may offer and sell any combination of the following securities from time to time:
common stock;

preferred stock;

warrants to purchase common stock or preferred stock issued by Toll Brothers, Inc. or debt securities issued by Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. or Toll Finance Corp.; and

guarantees of debt securities issued by Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. or Toll Finance Corp.

Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. and Toll Finance Corp. may offer debt securities from time to time. If indicated in the relevant prospectus supplement, the debt securities issued by Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. or Toll Finance Corp. may, in addition to the guarantee of Toll Brothers, Inc., be fully and unconditionally guaranteed by a number of our directly or indirectly wholly-owned subsidiaries. Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. and Toll Finance Corp. are indirect, wholly-owned subsidiaries of Toll Brothers, Inc.

We may offer these securities from time to time, in amounts, on terms and at prices that will be determined at the time of offering. We will provide specific terms of these securities, including their offering prices, in prospectus supplements to this prospectus. The prospectus supplements may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest.

Toll Brothers, Inc.'s common stock is listed on the New York Stock Exchange under the Symbol TOL.

We may offer these securities to or through underwriters, through dealers or agents, directly to you or through a combination of these methods. You can find additional information about our plan of distribution for the securities under the heading Plan of Distribution beginning on page 35 of this prospectus. We will also describe the plan of distribution for any particular offering of these securities in the prospectus supplement. This prospectus may not be used to sell our securities unless it is accompanied by a prospectus supplement.

You should consider carefully the discussion of risk factors incorporated by reference from our most recent annual report on Form 10-K and our subsequently filed quarterly reports on Form 10-Q that update

our risk factors disclosure discussed under the caption Risk Factors on page 5 of this prospectus before purchasing any securities offered by this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is October 29, 2008.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration or continuous offering process. Under this process, we may from time to time sell any combination of the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities we may offer. Each time we offer securities that are registered under this process, we will provide a prospectus supplement that will contain specific information about the terms of that offering. That prospectus supplement may include a description of any risk factors or other special considerations applicable to those securities. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in the prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement. You should read both this prospectus and the prospectus supplement, including the information we have incorporated by reference, together with the additional information described under the heading "Where You Can Find More Information" before you invest.

You should rely only on the information incorporated by reference or provided in this prospectus and the accompanying prospectus supplement or included elsewhere in the registration statement of which this prospectus is a part. We have not authorized anyone to provide you with different information. We are not making an offer to sell or soliciting an offer to buy these securities in any jurisdiction in which the offer or solicitation is not authorized or in which the person making the offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make the offer or solicitation. You should not assume that the information in this prospectus or the accompanying prospectus supplement is accurate as of any date other than the date on the front of the document.

Any of the securities described in this prospectus may be convertible or exchangeable into other securities we describe in this prospectus or will describe in a prospectus supplement and may be issued separately, together or as part of a unit consisting of two or more securities, which may or may not be separate from one another. These securities may include new or hybrid securities developed in the future that combine features of any of the securities described in this prospectus.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to Toll Brothers, the Company, we, us, our or similar references mean Toll Brothers, Inc. and its subsidiaries, including Toll Brothers Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. and Toll Finance Corp., unless the context otherwise requires.

OUR COMPANY

Toll Brothers, Inc., a Delaware corporation formed in May 1986, began doing business through predecessor entities in 1967. We design, build, market and arrange financing for single-family detached and attached homes in luxury residential communities. We are also involved, directly and through joint ventures, in projects where we are building, or converting existing rental apartment buildings into high-, mid- and low-rise luxury homes. We cater to move-up, empty-nester, active-adult, age-qualified and second-home buyers in 21 states of the United States. In the five years ended October 31, 2007, we delivered 35,931 homes from 618 communities, including 7,023 homes from 385 communities in fiscal 2007. Included in the five-year and fiscal 2007 deliveries are 336 units that were delivered from several communities where we use the percentage of completion accounting method to recognize revenues and cost of revenues.

Our traditional, single-family communities are generally located on land we have either acquired and developed or acquired fully approved and, in some cases, improved. As of September 30, 2008, we had operations in the major suburban and urban residential areas of:

the Philadelphia, Pennsylvania metropolitan area

the Lehigh Valley area of Pennsylvania

central and northern New Jersey

the Virginia and Maryland suburbs of Washington, D.C.

the Baltimore, Maryland metropolitan area

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the Eastern Shore of Maryland and Delaware

the Richmond, Virginia metropolitan area

the Boston, Massachusetts metropolitan area

the Providence, Rhode Island metropolitan area

Fairfield, Hartford and New Haven Counties, Connecticut

Westchester, Dutchess and Ulster Counties, New York

the boroughs of Manhattan, Brooklyn and Queens in New York City

the Los Angeles, California metropolitan area

the San Francisco Bay, Sacramento and San Jose areas of northern California

the Palm Springs, California area

the Phoenix and Tucson, Arizona metropolitan areas

the Raleigh and Charlotte, North Carolina metropolitan areas

the Dallas, Austin and San Antonio, Texas metropolitan areas

the southeast and southwest coasts and the Jacksonville, Orlando and Tampa areas of Florida

the Atlanta, Georgia metropolitan area

the Las Vegas and Reno, Nevada metropolitan areas

the Detroit, Michigan metropolitan area

the Chicago, Illinois metropolitan area

the Denver, Colorado metropolitan area

the Hilton Head area of South Carolina

the Minneapolis/St. Paul, Minnesota metropolitan area

the Martinsburg, West Virginia area

We continue to explore additional geographic areas for expansion.

We operate our own land development, architectural, engineering, mortgage, title, landscaping, lumber distribution, house component assembly, and manufacturing functions. We also develop, own and operate golf courses and country clubs associated with several of our master planned communities.

In recognition of our achievements, we have received numerous awards from national, state and local home builder publications and associations. We are the only publicly traded national home builder to have won all three of

the industry's highest honors: America's Best Builder (1996), the National Housing Quality Award (1995), and Builder of the Year (1988).

Our executive offices are located at 250 Gibraltar Road, Horsham, Pennsylvania 19044. Our telephone number is (215) 938-8000.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of a registration statement on Form S-3 that we have filed with the SEC under the Securities Act of 1933 (the Securities Act). This prospectus does not contain all of the information set forth in the registration statement. For further information about us, you should refer to the registration statement. The information included or incorporated by reference in this prospectus summarizes material provisions of contracts and other documents to which we refer you. Since the information included or incorporated by reference in this prospectus may not contain all of the information that you may find important, you should review the full text of the documents to which we refer you. We have filed these documents as exhibits to our registration statement.

We are subject to the informational requirements of the Securities Exchange Act of 1934 (the Exchange Act). In accordance with those requirements, we file annual, quarterly and special reports, proxy statements and other information with the SEC. You can read and copy any document we file with the SEC at the SEC's public reference room at the following location:

100 F Street, N.E.
Washington, D.C. 20549

You may obtain information on the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public from the SEC's Internet website at <http://www.sec.gov>. We also make available free of charge on our website, at <http://www.tollbrothers.com>, all materials that we file electronically with the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports, as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC. In addition, our common stock is listed on the New York Stock Exchange (NYSE) and similar information concerning us can be inspected and copied at the NYSE, 11 Wall Street, New York, New York 10005.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information we file with it. This means that we are permitted to disclose important information to you by referring you to other documents we have filed with the SEC. We incorporate by reference in two ways. First, we list certain documents that we have filed with the SEC. The information in these documents is considered part of this prospectus. Second, we expect to file additional documents with the SEC in the future that will, when filed, update the current information included in or incorporated by reference in this prospectus. You should consider any statement contained in this prospectus or in a document which is incorporated by reference into this prospectus to be modified or superseded to the extent that the statement is modified or superseded by another statement contained in a later dated document that constitutes a part of this prospectus or is incorporated by reference into this prospectus. You should consider any statement which is so modified or superseded to be a part of this prospectus only as so modified or superseded.

We incorporate by reference in this prospectus all the documents listed below and any filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus (excluding, in each case, any portion of such documents that may have been furnished but not filed for purposes of the Exchange Act):

Annual Report on Form 10-K of Toll Brothers, Inc. filed with the SEC for the fiscal year ended October 31, 2007;

Quarterly Reports on Form 10-Q of Toll Brothers, Inc. filed with the SEC for the quarters ended January 31, 2008, April 30, 2008 and July 31, 2008;

Current Reports on Form 8-K of Toll Brothers, Inc. filed with the SEC on December 17, 2007, December 19, 2007, December 28, 2007, February 7, 2008, March 18, 2008, and June 13, 2008;

The description of the common stock of Toll Brothers, Inc. contained in its registration statement filed with the SEC on a Form 8-A dated June 19, 1986 registering the common stock under Section 12 of the Securities Exchange Act of 1934, and any amendment or report filed to update the description; and

The description of preferred stock purchase rights contained in the registration statement of Toll Brothers, Inc. filed with the SEC on June 18, 2007 on Form 8-K, and any amendment or report filed to update the description.

We will deliver, without charge, to anyone receiving this prospectus, upon written or oral request, a copy of any document incorporated by reference in this prospectus but not delivered with this prospectus, but the exhibits to those documents will not be delivered unless they have been specifically incorporated by reference. Requests for these documents should be made to: Director of Investor Relations, Toll Brothers, Inc., 250 Gibraltar Road, Horsham PA 19044 (215) 938-8000. We will also make available to the holders of the securities offered by this prospectus annual reports which will include audited financial statements of Toll Brothers, Inc. and its consolidated subsidiaries, including Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. and Toll Finance Corp. We do not expect that Toll Corp., First Huntingdon Finance Corp., Toll Brothers Finance Corp. or Toll Finance Corp. will be required to make filings with the Commission under Section 15(d) of the Exchange Act.

RISK FACTORS

Our business is subject to certain uncertainties and risks. You should consider carefully and evaluate all of the information contained or incorporated by reference in this prospectus or a supplement to this prospectus, including the risk factors incorporated by reference from our most recent annual report on Form 10-K and the subsequently filed quarterly reports on Form 10-Q that update those risk factors before purchasing any securities offered in connection with this prospectus. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

FORWARD-LOOKING STATEMENTS

This prospectus, the accompanying prospectus supplement and the documents incorporated by reference into this prospectus contain or may contain forward-looking statements within the meaning of Section 27A of the Securities Act. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They contain words such as anticipate, estimate, expect, project, intend, plan, believe, may, can, should and other words or phrases of similar meaning in connection with any discussion of future operating or financial performance. The statements may include information relating to anticipated operating results (including changes in revenues, profitability and operating margins), financial resources, interest expense, inventory write-downs, changes in accounting treatment, effects of homebuyer cancellations, growth and expansion, anticipated income or loss to be realized from our investments in unconsolidated entities, the ability to acquire land, the ability to gain approvals and to 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 in the future, industry trends, and stock market valuations.

Any or all of the forward-looking statements included in this prospectus, the accompanying prospectus supplement and the documents incorporated by reference into this prospectus 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. These risks and uncertainties include local, regional and national economic conditions, the demand for homes, domestic and international political events, uncertainties created by terrorist attacks, the effects of governmental regulation, the competitive environment in which we operate, fluctuations in interest rates, changes in home prices and sales activity in the markets where we build homes, the availability and cost of land for future growth, adverse market conditions that could result in substantial inventory write-downs, the availability of capital, uncertainties and fluctuations in capital and securities markets, changes in tax laws and their interpretation, legal proceedings, the availability of adequate insurance at reasonable cost, the ability of customers to obtain adequate and affordable financing for the purchase of homes, the ability of home buyers to sell their existing homes, the ability of the participants in our various joint ventures to honor their commitments, the availability and cost of labor and building and construction materials, the cost of oil, gas and other raw materials, construction delays and weather conditions.

The factors mentioned in this prospectus, the accompanying prospectus supplement and the documents incorporated by reference into this prospectus 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. If one or more of the assumptions underlying our forward-looking statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by the forward-looking statements. Therefore, we caution you not to place undue reliance on our forward-looking statements. This statement is provided as permitted by the Private Securities Litigation Reform Act of 1995.

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. However, any further disclosures made on related subjects in our subsequent reports on Forms 10-K, 10-Q and 8-K should be consulted.

USE OF PROCEEDS

We intend to use the net proceeds from the sale of the securities offered by this prospectus for general corporate purposes, which may include the acquisition of residential development properties, the repayment of our outstanding indebtedness, working capital or for any other purposes as may be described in the accompanying prospectus supplement.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratio of earnings to fixed charges for the periods indicated:

	2003	Twelve months ended October 31,					Nine months ended July 31,	
		2004	2005	2006	2007	2007	2008	
Ratio of earnings to fixed charges	4.48	6.37	7.78	8.55	1.26	2.56	(a)	

(a) We reported a loss for the nine-month period ended July 31, 2008 and the ratio of earnings to fixed charges is not calculable.

There was no preferred stock outstanding for any of the periods shown above. Accordingly, the ratio earnings to combined fixed charges and preferred stock dividends was identical to the ratio of earnings to fixed charges.

DESCRIPTION OF CAPITAL STOCK

As of September 30, 2008, our authorized capital stock consisted of 200,000,000 shares of common stock, \$.01 par value per share, and 1,000,000 shares of preferred stock, \$.01 par value per share; however, subject to the limitations and procedures described below, our stockholders have authorized increases in the respective numbers of shares of common stock and preferred stock. In March 2005, our stockholders authorized the filing by the Board of Directors, in its discretion, of one or more amendments to our Certificate of Incorporation from time to time on or before March 31, 2010 to increase: (a) the authorized common stock by up to 300,000,000 additional shares in any combination of one or more 10,000,000-share increments, and/or (b) the authorized preferred stock by a single increment of 14,000,000 additional shares. Prior to the stockholder authorization, the Board of Directors of Toll Brothers, Inc. (Board of Directors) resolved to not, without the prior approval of our stockholders, utilize more than 200,000,000 of the 300,000,000 shares of the proposed increase in authorized common stock for any purpose other than stock splits, stock dividends or similar stock distributions to stockholders. On June 16, 2005, the Board of Directors filed an amendment to our Certificate of Incorporation, in accordance with this stockholder authorization, which amendment increased the number of authorized shares of common stock from 100,000,000 to 200,000,000. If additional amendments increasing our authorized capital stock to the maximum limits authorized by the stockholders are filed by March 31, 2010, our authorized common stock will be increased to 400,000,000 shares and our authorized preferred stock will be increased to 15,000,000 shares. The procedure was approved by stockholders to permit us to avoid an immediate increase in the amount of annual Delaware corporate franchise tax that we are required to pay, while giving the Board of Directors the flexibility to quickly increase the authorized shares of common or preferred stock without the necessity of further action by the stockholders when additional authorized shares are needed.

Common Stock

Subject to the rights and preferences of any holders of our preferred stock, of which there were none as of September 30, 2008, the holders of our common stock are entitled to one vote per share on all matters that require a vote of the common stockholders. In addition, the holders of our common stock are entitled to receive such dividends

as legally may be declared by the Board of Directors and to receive pro rata our net assets upon liquidation. There are no cumulative voting, preemptive, conversion or redemption rights applicable to our common stock. All outstanding shares of common stock are fully paid and non-assessable.

Except as otherwise specifically provided by law or as set forth in *Anti-Takeover Effects of our Certificate of Incorporation, our Bylaws, our Rights Plan and Delaware Law Classified Board of Directors and Restrictions On Removal* below, all matters coming before a meeting of stockholders other than election of Directors are determined by a majority of the votes cast affirmatively or negatively. Directors are elected by a plurality of the votes cast.

On June 13, 2007, the Board of Directors adopted a Rights Agreement which established a Stockholder Rights Plan. This Stockholder Rights Plan provides for one right to attach to each share of our common stock. Upon the occurrence of certain events, each right entitles the registered holder to purchase from us a unit consisting of one ten-thousandth of a share of Series A Junior Participating Preferred Stock at a purchase price of \$100 per unit. Initially the rights attach to all common stock certificates and no separate rights certificates will be distributed. The rights will separate from the common stock and a distribution date will occur upon the earlier of:

10 days following a public announcement that a person or group of affiliated persons has acquired beneficial ownership of 15% or more of the outstanding shares of our common stock (the *Stock Acquisition Date*); or

10 business days following the commencement of a tender offer that would result in a person or group beneficially owning 15% or more of the outstanding shares of our common stock.

The rights are not exercisable until the distribution date and will expire at the close of business on July 11, 2017. In the event any non-exempt person or group acquires 15% or more of the then outstanding shares of our common stock, unless the acquisition is made pursuant to a tender offer for all outstanding shares at a price determined by a majority of the members of the Board of Directors, excluding any members of the Board of Directors who are also officers of the Company, to be fair and otherwise in our best interests and the best interests of our stockholders, each holder of a right will have the right to receive, upon exercise, common stock having a value equal to two times the exercise price of the right; except that the rights held by a non-exempt person or group become null and void upon that person or group acquiring 15% or more of the then outstanding shares of our common stock. At any time until 10 days following the *Stock Acquisition Date*, we may redeem the rights at a price of \$.001 per right. The Rights Agreement establishing the Stockholder Rights Plan was filed with the SEC on June 18, 2007 as an exhibit to a Current Report on Form 8-K. For additional information, holders of the common stock of Toll Brothers, Inc. should read the Rights Agreement, which is incorporated by reference in this prospectus.

Our common stock is traded on the NYSE under the symbol *TOL*.

The registrar and transfer agent for our common stock is American Stock Transfer & Trust Company, LLC.

Preferred Stock

General. We may issue, from time to time, shares of one or more series of preferred stock. Summarized below are the general terms and provisions that will apply to any preferred stock that may be offered, except as otherwise described by the prospectus supplement. When we offer to sell a particular series of preferred stock, a prospectus supplement will update our description of our preferred stock, as applicable, to reflect the issuance of any then issued and outstanding series and describe the specific terms of the series of preferred stock being offered. If any of the general terms and provisions described in this prospectus apply to the particular series of preferred stock, the prospectus supplement will so indicate and will describe any alternative provisions that are applicable. Each series of preferred stock will be issued under a certificate of designations relating to that series, and will also be subject to our Second Restated Certificate of Incorporation, as may be amended from time to time (*Certificate of Incorporation*).

The following summary of various provisions of the preferred stock is not complete. You should read our Certificate of Incorporation and each certificate of designations relating to a specific series of preferred stock for additional information. Each certificate of designations relating to a specific series of preferred stock will be filed as an amendment to the registration statement or as an exhibit to a document incorporated by reference in the registration statement of which this prospectus is a part at the time of issuance of the particular series of preferred stock.

The Board of Directors is authorized to issue shares of preferred stock, in one or more series, and to fix for each series voting powers and the preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions, that are permitted by the Delaware General Corporation Law. The Board of Directors is authorized to determine the following terms for each series of preferred stock, which will be described in the prospectus supplement:

the number of shares and their designation and title;

the dividend rate or the method of calculating the dividend rate, if applicable;

the priority as to payment of dividends;

the dividend periods or the method of calculating the dividend periods, if applicable;

the voting rights, if any;

the liquidation preference and the priority as to payment of the liquidation preference upon our liquidation or winding-up;

whether and on what terms the shares will be subject to redemption or repurchase at our option;

whether and on what terms the shares will be convertible into or exchangeable for other debt or equity securities;

whether the shares will be listed on a securities exchange; and

the other rights and privileges and any qualifications, limitations or restrictions relating to the shares.

Dividends. Holders of a series of preferred stock will be entitled to the dividend rights, if any, described in the prospectus supplement relating to the offering of that series. The prospectus supplement will identify, as applicable, the dividend rates and the record and payment dates, as well as any other terms of any dividend rights applicable to the series.

Unless otherwise described in the prospectus supplement, each series of preferred stock to which dividend rights are given will rank junior with respect to dividends to any series of preferred stock that may be issued in the future that is expressly senior with respect to dividends to the earlier series of the preferred stock. If at any time we fail to pay accrued dividends on any senior series of preferred stock at the time dividends are payable on a junior series of preferred stock, we may not pay any dividend on the junior series of preferred stock or redeem or otherwise repurchase shares of the junior series of preferred stock until the accumulated but unpaid dividends on the senior series have been paid or set aside for payment in full by us.

Convertibility. No series of preferred stock will be convertible or exchangeable for other securities or property, except, in the case of any series, to the extent conversion or exchange rights of that series are otherwise stated in the prospectus supplement.

Redemption and Sinking Fund. We will not have the right or obligation to redeem or pay into a sinking fund for the benefit of any series of preferred stock, except, in the case of any series, to the extent such rights or obligations are otherwise stated in the prospectus supplement.

Liquidation Rights. Unless otherwise stated in the prospectus supplement, in the event of our liquidation, dissolution or winding-up, holders of each series of preferred stock will be entitled to receive the liquidation preference per share specified in the prospectus supplement for that particular series of preferred stock plus any accrued and unpaid dividends. We will pay these amounts to the holders of each series of the preferred stock and all amounts owing on any preferred stock ranking equally with that series of preferred stock as to distributions. These payments will be made out of our assets available for distribution to stockholders before any distribution is made to holders of common stock or any other shares of our preferred stock ranking junior to the series of preferred stock as to rights upon liquidation, dissolution or winding-up.

In the event that there are insufficient funds to pay in full the amounts payable to all equally-ranked classes of our preferred stock, we will allocate the remaining assets equally among all series of equally-ranked preferred stock in proportion to the full respective preferential amounts to which they are entitled. Unless otherwise specified in the

prospectus supplement for a series of preferred stock, after we pay the full amount of the liquidation distribution to which they are entitled, the holders of shares of a series of preferred stock will not be entitled to participate in any further distribution of our assets. Our consideration or merger with another corporation or sale of securities will not be considered a liquidation, dissolution or winding-up for these purposes.

Voting Rights. Holders of a series of preferred stock will not have any voting rights other than any such rights that are described in the prospectus supplement relating to the offering of that series and any such rights as are otherwise from time to time required by law.

Miscellaneous. When the preferred stock is issued, it will be fully paid and non-assessable. Holders of preferred stock will have no preemptive rights. If we redeem or otherwise reacquire any shares of preferred stock, we will restore the shares to the status of authorized and unissued shares of preferred stock. These shares will not be a part of any particular series of preferred stock and we may reissue the shares. There are no restrictions on repurchase or redemption of the preferred stock on account of any arrearage on sinking fund installments, except as may be described in the prospectus supplement. Payment of dividends on any series of preferred stock may be restricted by loan agreements, indentures or other agreements entered into by us. The prospectus supplement will describe any material contractual restrictions on dividend payments. The prospectus supplement will also describe any material United States federal income tax considerations applicable to the preferred stock.

No Other Rights. The shares of a series of preferred stock will not have any preferences, voting powers or relative, participating, optional or other special rights except for those described above or in the prospectus supplement, our Certificate of Incorporation or the applicable certificate of designations, or as otherwise required by law.

Transfer Agent and Registrar. The prospectus supplement for each series of preferred stock will identify the transfer agent and registrar.

Anti-Takeover Effects of our Certificate of Incorporation, our Bylaws, our Rights Plan and Delaware Law

Blank Check Preferred Stock. Our Certificate of Incorporation provides for 1,000,000 authorized shares of preferred stock, which may be increased by the Board of Directors to 15,000,000. See Description of Capital Stock. The existence of authorized but unissued shares of preferred stock may enable the board of directors to render more difficult or to discourage an attempt to obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, the Board of Directors were to determine that a takeover proposal is not in the best interests of the Company, the Board of Directors could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquiror or insurgent stockholder or stockholder group. In this regard, the Certificate of Incorporation grants our Board of Directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock and may make it more difficult to change the composition of our Board of Directors and may discourage or make difficult any attempt by a person or group to obtain control of us.