

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)**

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

**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       | Proposed       | Amount of        |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------------|----------------|------------------|
|                                                                                                                                                 |                         | Maximum        | Maximum        |                  |
|                                                                                                                                                 |                         | Offering Price | Aggregate      | Registration Fee |
|                                                                                                                                                 |                         | Per Security   | Offering Price |                  |
| Class A Common Stock, Class B Common Stock, Preferred Stock, Participating Preferred Stock, Depositary 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.



| <b>Name of Co-Registrant</b>            | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|-----------------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |

| <b>Name of Co-Registrant</b>                 | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|----------------------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |



| <b>Name of Co-Registrant</b>                        | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|-----------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |

| <b>Name of Co-Registrant</b>         | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|--------------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |

| <b>Name of Co-Registrant</b> | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |

| <b>Name of Co-Registrant</b>     | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|----------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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 |



| <b>Name of Co-Registrant</b>                       | <b>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|----------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------|
| 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                                    |
| West Seattle Project X, LLC                        | Delaware                                                     | 35-2460935                                    |
| West Van Buren L.L.C.                              | Illinois                                                     | 36-4347398                                    |
| Westchase, Inc.                                    | Nevada                                                       | 91-1954138                                    |
| Willowbrook Investors, LLC                         | New Jersey                                                   | 76-0687252                                    |
| Woodbridge Multifamily Developer I, LLC            | Delaware                                                     | 45-2921413                                    |
| Wright Farm, L.L.C.                                | Virginia                                                     | 76-0629136                                    |

### EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-179288) is being filed for the purposes of (i) adding the majority-owned subsidiaries of Lennar Corporation listed below as co-registrants to the Registration Statement with regard to issuances by those subsidiaries of guarantees of debt securities issued by Lennar Corporation, (ii) adding to the securities to which the Registration Statement may relate guarantees by the additional subsidiaries of debt securities issued by Lennar Corporation, and (iii) removing the following subsidiaries of Lennar Corporation as co-registrants: Greentree Holdings, LLC, RL REGI-GA HMS, LLC, The Courts of Indian Creek L.L.C., and Trade Services Investments, Inc., as such subsidiaries are no longer in existence. No changes or additions are being made to the base prospectus that already forms part of the Registration Statement. Accordingly, the base prospectus is not included in this filing.

Subsidiaries to be added:

Bainebridge 249, LLC

Bellagio Lennar, LLC

Coco Palm 82, LLC

CPFE, LLC

Durrell 33, LLC

EV, LLC

Fidelity Guaranty and Acceptance Corp.

Hammocks Lennar LLC

HW SF, LLC

Kendall Hammocks Commercial, LLC

LEN- CG South, LLC

Lennar Avenue One, LLC

Lennar Colorado Minerals, LLC

Lennar Commercial Investors, LLC

Lennar Courts, LLC

Lennar Flamingo, LLC

Lennar Homes NJ, LLC

Lennar International Holding, LLC

Lennar International, LLC

Lennar Middletown, LLC

Lennar Point, LLC

Lennar/Shadeland, LLC

LMC Malden Station Investor, LLC

LMI(150 Ocean) Investor, LLC

LMI Glencoe Dallas, LLC

LMI Glencoe Dallas Investor, LLC

LMI Lakes West Covina Investors, LLC

LMI Las Colinas Station, LLC

LMI Naperville Investor, LLC

LMI Park Central Investor, LLC

LMICS, LLC

LMI-Contractors, LLC

LMI-Jacksonville, LLC

LMI-JC Developer, LLC

LMI-JC, LLC

LMI-South King Development, LLC

LMI-West Seattle, LLC

PT Metro, LLC

South Development, LLC

SunStreet Energy Group, LLC

Terra Division, LLC

West Seattle Project X, LLC

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. *Other Expenses of Issuance and Distribution.***

The following table sets forth the estimated expenses in connection with the issuance and distribution of the securities being registered:

|                              |                                    |           |
|------------------------------|------------------------------------|-----------|
| Registration fee             | Securities and Exchange Commission | N/A       |
| Accounting fees and expenses |                                    | \$ 15,000 |
| Legal fees and expenses      |                                    | \$ 35,000 |
| Trustees' fees and expenses  |                                    | N/A       |
| Miscellaneous                |                                    | \$ 15,000 |
| Total                        |                                    | \$ 65,000 |

**Item 15. *Indemnification of Directors and Officers.***

Section 145 of the Delaware General Corporation Law ( DGCL ) empowers us to indemnify, subject to certain limitations, any person in connection with any action, suit or proceeding brought before or threatened by reason of the fact that the person was a director, officer, employee or agent of ours, or is or was serving as such with respect to another entity at our request. The DGCL also permits us to purchase insurance covering our directors, officers, employees and agents, even if its coverage includes matters for which we could not indemnify our directors or officers.

Our Certificate of Incorporation provides for the indemnification by us of each of our directors and officers to the fullest extent permitted by applicable law.

**Item 16. *Exhibits.***

- 4.1 Indenture dated as of December 31, 1997, between the Company and The First National Bank of Chicago.\*\*
- 5.1 Opinion of K&L Gates LLP (counsel).\*
- 12.1 Statements of computation of ratios of earnings to fixed charges.\*
- 23.1 Consent of K&L Gates LLP (counsel) (included in Exhibit 5.1).\*
- 23.2 Consent of Deloitte & Touche LLP (independent registered public accounting firm).\*
- 24.1 Power of Attorney (included on the signature pages).\*
- 25.1 Statement of Eligibility and Qualification on Form T-1 of The Bank of New York Mellon Trust Company, N.A. as successor trustee under Indenture dated as of December 31, 1997.\*

- \* Filed previously with the Company's Registration Statement on Form S-3, on February 1, 2012
- \*\* Incorporated by reference to the Company's Registration Statement on Form S-3, File No. 333-45527, filed on February 3, 1998

**Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however, That:*

Paragraphs (i), (ii) and (iii) of this section do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date

shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

(8) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(9) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility or the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Miami, State of Florida, on January 28, 2014.

### **LENNAR CORPORATION**

By: /s/ Diane J. Bessette

Name: Diane J. Bessette

Title: Vice President and Treasurer

The following direct or indirect subsidiaries of registrant may guarantee debt securities and are co-registrants under this registration statement:

#### **Name of Co-Registrant**

308 Furman, Ltd.

360 Developers, LLC

Ann Arundel Farms, Ltd.

Aquaterra Utilities, Inc.

Asbury Woods L.L.C.

Astoria Options, LLC

Autumn Creek Development, Ltd.

Aylon, LLC

Bainebridge 249, LLC

Bay Colony Expansion 369, Ltd.

Bay River Colony Development, Ltd.

BB Investment Holdings, LLC

BCI Properties, LLC

Bellagio Lennar, LLC

Belle Meade LEN Holdings, LLC

Belle Meade Partners, LLC



BPH I, LLC

Bramalea California, Inc.

Bressi Gardenlane, LLC

Builders LP, Inc.

Cambria L.L.C.

Cary Woods LLC

Casa Marina Development, LLC

Caswell Acquisition Group, LLC

Cedar Lakes II, LLC

Chancellor Place at Hamilton, LLC

Cherrytree II LLC

CL Ventures, LLC

Coco Palm 82, LLC

Colonial Heritage LLC

Concord Station, LLP

Coto De Caza, Ltd., Limited Partnership

Coventry L.L.C.

CPFE, LLC

CP Red Oak Management, LLC

CP Red Oak Partners, Ltd.

Creekside Crossing, L.L.C.

Danville Tassajara Partners, LLC

Darcy-Joliet, LLC

DBJ Holdings, LLC

Durrell 33, LLC

DTC Holdings of Florida, LLC

Estates Seven, LLC

EV, LLC

Evergreen Village LLC

F&R Florida Homes, LLC

F&R QVI Home Investments USA, LLC

Fidelity Guaranty and Acceptance Corp.

FLORDADE LLC

Fox-Maple Associates, LLC

Friendswood Development Company, LLC

Garco Investments, LLC

Greystone Construction, Inc.

Greystone Homes, Inc.

Greystone Homes of Nevada, Inc.

Greystone Nevada, LLC

Greywall Club L.L.C.

Hammocks Lennar LLC

Harveston, LLC

Haverford Venture L.L.C.

Haverton L.L.C.

HCC Investors, LLC

Heathcote Commons LLC

Heritage of Auburn Hills, L.L.C.

Hewitts Landing Trustee, LLC

Home Buyer's Advantage Realty, Inc.

Homecraft Corporation

HTC Golf Club, LLC

HW SF, LLC

Inactive Companies, LLC

Independence L.L.C.

Isles at Bayshore Club, LLC

Kendall Hammocks Commercial, LLC

Lakelands at Easton, L.L.C.

Lakeside Farm, LLC

Largo Park Multifamily Developer, LLC

LCD Asante, LLC

Legends Club, LLC

Legends Golf Club, LLC

LEN - Belle Meade, LLC

LEN - CG South, LLC

LEN - Palm Vista, LLC

LEN Paradise Cable, LLC

LEN Paradise Operating, LLC

Len Paradise, LLC

Lencraft, LLC

LENH I, LLC

Len-Hawks Point, LLC

Lennar - BVHP, LLC

Lennar Aircraft I, LLC

Lennar Arizona, Inc.

Lennar Arizona Construction, Inc.

Lennar Associates Management, LLC

Lennar Associates Management Holding Company

Lennar Avenue One, LLC

Lennar Bridges, LLC

Lennar Buffington Colorado Crossing, L.P.

Lennar Buffington Zachary Scott, L.P.

Lennar Carolinas, LLC

Lennar Central Park, LLC

Lennar Central Region Sweep, Inc.

Lennar Central Texas, L.P.

Lennar Chicago, Inc.

Lennar Cobra, LLC

Lennar Colorado, LLC

Lennar Colorado Minerals LLC

Lennar Commercial Investors, LLC

Lennar Communities, Inc.

Lennar Communities Development, Inc.

Lennar Communities Nevada, LLC

Lennar Communities of Chicago L.L.C.

Lennar Construction, Inc.

Lennar Coto Holdings, L.L.C.

Lennar Courts, LLC

Lennar Developers, Inc.

Lennar Family of Builders GP, Inc.

Lennar Family of Builders Limited Partnership

Lennar Financial Services, LLC

Lennar Flamingo, LLC

Lennar Fresno, Inc.

Lennar Gardens, LLC

Lennar Georgia, Inc.

Lennar Greer Ranch Venture, LLC

Lennar Heritage Fields, LLC

Lennar Hingham Holdings, LLC

Lennar Hingham JV, LLC

Lennar Homes Holding, LLC

Lennar Homes NJ, LLC

Lennar Homes, LLC

Lennar Homes of Arizona, Inc.

Lennar Homes of California, Inc.

Lennar Homes of Texas Land and Construction, Ltd.

Lennar Homes of Texas Sales and Marketing, Ltd.

Lennar Illinois Trading Company, LLC

Lennar Imperial Holdings Limited Partnership

Lennar International Holding, LLC

Lennar International, LLC

Lennar Land Partners Sub, Inc.

Lennar Land Partners Sub II, Inc.

Lennar Layton, LLC

Lennar Long Beach Promenade Partners, LLC

Lennar Lytle, LLC

Lennar Mare Island, LLC

Lennar Marina A Funding, LLC

Lennar Massachusetts Properties, Inc.

Lennar Middletown, LLC

Lennar Multifamily Communities, LLC

Lennar New Jersey Properties Inc.

Lennar New York, LLC

Lennar Northeast Properties, Inc.

Lennar Northeast Properties LLC

Lennar Northwest, Inc.

Lennar Pacific, Inc.

Lennar Pacific Properties, Inc.

Lennar Pacific Properties Management, Inc.

Lennar PI Acquisition, LLC

Lennar PI Property Acquisition, LLC

Lennar PIS Management Company, LLC

Lennar Placentia TOD Properties, LLC

Lennar PNW, Inc.

Lennar Point, LLC

Lennar Port Imperial South, LLC

Lennar Realty, Inc.

Lennar Renaissance, Inc.

Lennar Reno, LLC

Lennar Rialto Investment LP

Lennar Riverside West, LLC

Lennar Riverside West Urban Renewal Company, L.L.C.

Lennar Sacramento, Inc.

Lennar Sales Corp.

Lennar San Jose Holdings, Inc.

Lennar/Shadeland, LLC

Lennar Southland I, Inc.

Lennar Southwest Holding Corp.

Lennar Spencer's Crossing, LLC

Lennar Texas Holding Company

Lennar Trading Company, LP

Lennar Ventures, LLC

Lennar West Valley, LLC

Lennar.com Inc.

Lennar/LNR Camino Palomar, LLC

Lennar-Lantana Boatyard, Inc.

LEN-Ryan I, LLC

Len-Verandahs, LLP

LFS Holding Company, LLC

LH Eastwind, LLC

LH-EH Layton Lakes Estates, LLC

LHI Renaissance, LLC

LMC Malden Station Investor, LLC

LMI (150 Ocean) Investor, LLC

LMI Glencoe Dallas, LLC

LMI Glencoe Dallas Investor, LLC

LMI Lakes West Covina Investors, LLC

LMI Las Colinas Station, LLC

LMI Naperville Investor, LLC



LMI Park Central Investor, LLC

LMICS, LLC

LMI-Contractors, LLC

LMI-Jacksonville, LLC

LMI-JC Developer, LLC

LMI-JC, LLC

LMI-South King Development, LLC

LMI-West Seattle, LLC

LNC at Meadowbrook, LLC

LNC at Ravenna, LLC

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LNC Communities II, LLC

LNC Communities III, Inc.

LNC Communities IV, LLC

LNC Communities V, LLC

LNC Communities VI, LLC

LNC Communities VII, LLC

LNC Communities VIII, LLC

LNC Communities IX, LLC

LNC Northeast Mortgage, Inc.

LNC Pennsylvania Realty, Inc.

Long Beach Development, LLC

Lori Gardens Associates, L.L.C.

Lori Gardens Associates II, LLC

Lori Gardens Associates III, LLC

Lorton Station, LLC

LW D Andrea, LLC

Madrona Ridge L.L.C.

Madrona Village L.L.C.

Madrona Village Mews L.L.C.

Majestic Woods, LLC

Marble Mountain Partners, LLC

Mid-County Utilities, Inc.

Mission Viejo 12S Venture, LP

Mission Viejo Holdings, Inc.

Moffett Meadows Partners, LLC

NC Properties I, LLC

NC Properties II, LLC

Northbridge L.L.C.

Northeastern Properties LP, Inc.

OHC/Ascot Belle Meade, LLC

One SR, L.P.

Palm Gardens At Doral Clubhouse, LLC

Palm Gardens at Doral, LLC

Palm Vista Preserve, LLC

PD-Len Boca Raton, LLC

PD-Len Delray, LLC

PG Properties Holding, LLC

Pioneer Meadows Development, LLC

Pioneer Meadows Investments, LLC

POMAC, LLC

Port Imperial South Building 14, LLC

Prestonfield L.L.C.

Providence Lakes, LLP

PT Metro, LLC

Raintree Village, L.L.C.

Raintree Village II L.L.C.

Renaissance Joint Venture

Reserve @ Pleasant Grove II LLC

Reserve @ Pleasant Grove LLC

Reserve at River Park, LLC

Reserve at South Harrison, LLC

Rialto Capital Advisors of New York, LLC

Rialto Capital Advisors, LLC

Rialto Capital Management, LLC

Rialto Capital Partners, LLC

Rialto Capital Services, LLC

Rialto Investments, LLC

Rialto Partners GP, LLC

Rialto REGI, LLC

Rialto RL CML 2009-1, LLC

Rialto RL RES 2009-1, LLC

Rivendell Joint Venture

Rivenhome Corporation

RL BB Clearwater, LLC

RL BB FINANCIAL, LLC

RL BB Ocala, LLC

RL BB-AL, LLC

RL BB-FL Hillsborough, LLC

RL BB-GA, LLC

RL BB-IL, LLC

RL BB-MS, LLC

RL BB-NC BOL 18, LLC

RL BB-NC BOL, LLC

RL BB-NC BSA, LLC

RL BB-NC CCR, LLC

RL BB-NC FCI, LLC

RL BB-NC, LLC

RL BB-OH, LLC

RL BB-SC Brooksa, LLC

RL BB-SC CLR IV, LLC

RL BB-SC CLR V, LLC

RL BB-SC CLR VI, LLC

RL BB-SC CRRC, LLC

RL BB-TN BRISTOL, LLC

RL BB-TN RACEDAY TOWER, LLC

RL BB-TN, LLC

RL BB-TX, LLC

RL BB-WV, LLC

RL CMBS Holdings, LLC

RL CMBS Investor, LLC

RL REGI ALABAMA, LLC

RL REGI ARKANSAS, LLC

RL REGI FINANCIAL, LLC

RL REGI FLORIDA, LLC

RL REGI GEORGIA, LLC

RL REGI KANSAS, LLC

RL REGI LOUISIANA, LLC

RL REGI MISSISSIPPI, LLC

RL REGI MISSOURI, LLC

RL REGI NORTH CAROLINA, LLC

RL REGI SOUTH CAROLINA, LLC

RL REGI TENNESSEE, LLC

RL REGI VIRGINIA, LLC

RL Regi-AL Carrington, LLC

RL REGI-AL HMS, LLC

RL REGI-AL HP, LLC.

RL REGI-AR GBE, LLC

RL REGI-FL APOPKA, LLC

RL REGI-FL CRC, LLC

RL REGI-FL CUTLER RIDGE, LLC

RL REGI-FL FT. PIERCE, LLC

RL REGI-FL ITALIA, LLC

RL REGI-FL PASCO COUNTY, LLC

RL REGI-FL RUSKIN, LLC

RL REGI-FL SARASOTA, LLC

RL REGI-FL TPL, LLC

RL REGI-FL VARC, LLC

RL REGI-GA AS VILLAS, LLC

RL REGI-GA DRAD, LLC

RL REGI-GA HAY DB, LLC

RL REGI-GA MHU, LLC

RL REGI-KS Conquest, LLC

RL REGI-MO BRANSON, LLC

RL REGI-MO GMB, LLC

RL REGI-MO MOSCOW MILLS, LLC

RL REGI-MO PIN OAK, LLC

RL REGI-MS Double H, LLC

RL REGI-MS OCEAN SPRINGS, LLC

RL REGI-NC CIL, LLC

RL REGI-NC CSP, LLC

RL REGI-NC GTREE, LLC

RL REGI-NC Little Wing LLC

RL REGI-NC Mland, LLC

RL REGI-NC MLD, LLC

RL REGI-NC RALEIGH, LLC

RL REGI-NC RFP, LLC

RL REGI-NC SUGARM, LLC

RL REGI-NM, LLC

RL REGI-SC LAKE E, LLC

RL REGI-SC TCS, LLC

RL REGI-SC TIG, LLC

RL REGI-TN GVC, LLC

RL REGI-TN OAK, LLC

RL REGI-TN Sevierville, LLC

RL REGI-TN SPRINGHILL, LLC

RL REGI-TN WILLIAMSON, LLC

RL REGI-VA GLENA, LLC

Rutenberg Homes, Inc.

Rutenberg Homes of Texas, Inc.

Rye Hill Company, LLC



S. Florida Construction, LLC

S. Florida Construction II, LLC

S. Florida Construction III, LLC

San Lucia, LLC

Santa Ana Transit Village, LLC

Savannah Development, Ltd.

Savell Gulley Development, LLC

Scarsdale, LTD.

Schulz Ranch Developers, LLC

Seminole/70th, LLC

Siena at Old Orchard, LLC

South Development, LLC

Southbank Holding, LLC

Spanish Springs Development, LLC

St. Charles Active Adult Community, LLC

Stoney Corporation

Stoney Holdings, LLC

Stoneybrook Clubhouse, Inc.

Stoneybrook Golf Club, Inc.

Stoneybrook Joint Venture

Strategic Cable Technologies, L.P.

Strategic Holdings, Inc.

Strategic Technologies, LLC

Summerfield Venture L.L.C.

Summerwood, L.L.C.

SunStreet Energy Group, LLC

TCO QVI, LLC

Temecula Valley, LLC

Terra Division, LLC

The Baywinds Land Trust

The Bridges at Rancho Santa Fe Sales Company, Inc.

The Bridges Club at Rancho Santa Fe, Inc.

The LNC Northeast Group, Inc.

The Preserve at Coconut Creek, LLC

Treviso Holding, LLC

Tustin Villas Partners, LLC

Tustin Vistas Partners, LLC

U.S. Home Corporation

U.S. Home of Arizona Construction Co.

U.S. Home Realty, Inc.

U.S.H. Los Prados, Inc.

U.S.H. Realty, Inc.

USH Equity Corporation

USH - Flag, LLC

USH LEE, LLC

USH (West Lake), Inc.

USH Woodbridge, Inc.

UST Lennar GP PIS 10, LLC

UST Lennar GP PIS 7, LLC

Valencia at Doral, LLC

Vineyard Point 2009, LLC

WCP, LLC

West Chocolate Bayou Development, LLC

West Lake Village, LLC

West Seattle Project X, LLC

West Van Buren L.L.C.

Westchase, Inc.

Willowbrook Investors, LLC

Woodbridge Multifamily Developer I, LLC

Wright Farm, L.L.C.

#### AS GUARANTORS

By: /s/ Mark Sustana

Name: Mark Sustana

Title: As Vice President or authorized  
agent of the entity or the member,  
managing member or general  
partner of the entity.

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Stuart A. Miller, Bruce E. Gross, Diane J. Bessette and Mark Sustana as his or her true and lawful attorney-in-fact and agent, with full powers of substitution, to sign for him or her and in his or her name any or all amendments (including post-effective amendments) to the registration statement to which this power of attorney is attached and to file those amendments and all exhibits to them and other documents to be filed in connection with them with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

**On Behalf of Lennar Corporation:**

| <b>Signature</b>        | <b>Title(s)</b>                                                          | <b>Date</b>      |
|-------------------------|--------------------------------------------------------------------------|------------------|
| /s/ Stuart A. Miller*   | Chief Executive Officer and Director (Principal Executive Officer)       | January 28, 2014 |
| Stuart A. Miller        |                                                                          |                  |
| /s/ Bruce E. Gross*     | Vice President and Chief Financial Officer (Principal Financial Officer) | January 28, 2014 |
| Bruce E. Gross          |                                                                          |                  |
| /s/ David M. Collins*   | Controller (Principal Accounting Officer)                                | January 28, 2014 |
| David M. Collins        |                                                                          |                  |
| /s/ Irving Bolotin*     | Director                                                                 | January 28, 2014 |
| Irving Bolotin          |                                                                          |                  |
| /s/ Steven L. Gerard*   | Director                                                                 | January 28, 2014 |
| Steven L. Gerard        |                                                                          |                  |
| /s/ Theron I. Gilliam*  | Director                                                                 | January 28, 2014 |
| Theron I. Gilliam       |                                                                          |                  |
| /s/ Sherrill W. Hudson* | Director                                                                 | January 28, 2014 |
| Sherrill W. Hudson      |                                                                          |                  |
| /s/ R. Kirk Landon*     | Director                                                                 | January 28, 2014 |
| R. Kirk Landon          |                                                                          |                  |

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/s/ Sidney Lapidus\* Director January 28, 2014

Sidney Lapidus

Director January 28, 2014

Teri McClure

/s/ Jeffrey Sonnenfeld\* Director January 28, 2014

Jeffrey Sonnenfeld

\*By: /s/ Diane J. Bessette  
Name: Diane J. Bessette  
Title: Attorney-in-Fact

**On Behalf of the Following Co-Registrants:**

308 Furman, Ltd.(14)

360 Developers, LLC(38)

Ann Arundel Farms, Ltd.(14)

Aquaterra Utilities, Inc.\*

Asbury Woods L.L.C.(1)

Astoria Options, LLC(1)

Autumn Creek Development, Ltd.(14)

Aylon, LLC(27)

Bainebridge 249, LLC(6)

Bay Colony Expansion 369, Ltd.(14)

Bay River Colony Development, Ltd.(14)

BB Investment Holdings, LLC(39)

BCI Properties, LLC(39)

Bellagio Lennar, LLC(6)

Belle Meade LEN Holdings, LLC(6)

Belle Meade Partners, LLC(6)

BPH I, LLC(39)

Bramalea California, Inc.\*

Bressi Gardenlane, LLC(11)

Builders LP, Inc.\*

Cambria L.L.C.(1)

Cary Woods LLC(1)

Casa Marina Development, LLC(38)

Caswell Acquisition Group, LLC(3)

Cedar Lakes II, LLC(27)

Chancellor Place at Hamilton, LLC(2)

Cherrytree II LLC(2)

CL Ventures, LLC(2)

Coco Palm 82, LLC(6)

Colonial Heritage LLC(2)

Concord Station, LLP(42)

Coto De Caza, Ltd., Limited Partnership(4)

Coventry L.L.C.(1)

CPFE, LLC(2)

CP Red Oak Management, LLC(40)

CP Red Oak Partners, Ltd.(15)

Creekside Crossing, L.L.C.(1)

Danville Tassajara Partners, LLC(11)

Darcy-Joliet, LLC(24)

DBJ Holdings, LLC(39)

Durrell 33, LLC(2)

DTC Holdings of Florida, LLC(6)

Estates Seven, LLC(7)

EV, LLC(2)

Evergreen Village LLC(2)

F&R Florida Homes, LLC(6)

F&R QVI Home Investments USA, LLC(2)

Fidelity Guaranty and Acceptance Corp.\*

FLORDADE LLC(6)

Fox-Maple Associates, LLC(2)



Friendswood Development Company, LLC(40)

Garco Investments, LLC(38)

Greystone Construction, Inc.\*

Greystone Homes, Inc.\*

Greystone Homes of Nevada, Inc.\*

Greystone Nevada, LLC(9)

Greywall Club L.L.C.(1)

Hammocks Lennar LLC(6)

Harveston, LLC(11)

Haverford Venture L.L.C.(1)

Haverton L.L.C.(1)

HCC Investors, LLC(11)

Heathcote Commons LLC(2)

Heritage of Auburn Hills, L.L.C.(2)

Hewitts Landing Trustee, LLC(10)

Home Buyer's Advantage Realty, Inc.\*

Homecraft Corporation\*

HTC Golf Club, LLC(36)

HW SF, LLC(54)

Inactive Companies, LLC(6)

Independence L.L.C.(2)

Isles at Bayshore Club, LLC(6)

Kendall Hammocks Commercial, LLC(6)

Lakelands at Easton, L.L.C.(2)

Lakeside Farm, LLC(2)

Largo Park Multifamily Developer, LLC(44)

LCD Asante, LLC(34)

Legends Club, LLC(33)

Legends Golf Club, LLC(33)

LEN - Belle Meade, LLC(6)

LEN- CG South, LLC(6)

LEN - Palm Vista, LLC(6)

LEN Paradise Cable, LLC(6)

LEN Paradise Operating, LLC(6)

Len Paradise, LLC(6)

Lencraft, LLC(2)

LENH I, LLC(6)

Len-Hawks Point, LLC(6)

Lennar - BVHP, LLC\*

Lennar Aircraft I, LLC(18)

Lennar Arizona, Inc.\*

Lennar Arizona Construction, Inc.\*

Lennar Associates Management, LLC\*

Lennar Associates Management Holding Company\*

Lennar Avenue One, LLC(11)

Lennar Bridges, LLC(11)

Lennar Buffington Colorado Crossing, L.P.(14)

Lennar Buffington Zachary Scott, L.P.(14)

Lennar Carolinas, LLC\*

Lennar Central Park, LLC(11)

Lennar Central Region Sweep, Inc.\*

Lennar Central Texas, L.P.(14)

Lennar Chicago, Inc.\*

Lennar Cobra, LLC(5)

Lennar Colorado, LLC(11)

Lennar Colorado Minerals LLC(36)

Lennar Commercial Investors, LLC(2)

Lennar Communities, Inc.\*

Lennar Communities Development, Inc.\*

Lennar Communities Nevada, LLC(9)

Lennar Communities of Chicago L.L.C.(1)

Lennar Construction, Inc.\*

Lennar Coto Holdings, L.L.C.(11)

Lennar Courts, LLC(6)

Lennar Developers, Inc.\*

Lennar Family of Builders GP, Inc.\*

Lennar Family of Builders Limited Partnership(12)

Lennar Financial Services, LLC(13)

Lennar Flamingo, LLC(6)

Lennar Fresno, Inc.\*

Lennar Gardens, LLC(33)

Lennar Georgia, Inc.\*

Lennar Greer Ranch Venture, LLC(11)

Lennar Heritage Fields, LLC(11)

Lennar Hingham Holdings, LLC(25)

Lennar Hingham JV, LLC(19)

Lennar Homes Holding, LLC(18)

Lennar Homes NJ, LLC(44)

Lennar Homes, LLC(18)

Lennar Homes of Arizona, Inc.\*

Lennar Homes of California, Inc.\*

Lennar Homes of Texas Land and Construction, Ltd.(14)

Lennar Homes of Texas Sales and Marketing, Ltd.(14)

Lennar Illinois Trading Company, LLC(1)

Lennar Imperial Holdings Limited Partnership(20)

Lennar International Holding, LLC(51)

Lennar International, LLC (52)

Lennar Land Partners Sub, Inc.\*

Lennar Land Partners Sub II, Inc.\*

Lennar Layton, LLC(34)

Lennar Long Beach Promenade Partners, LLC(11)

Lennar Lytle, LLC(5)

Lennar Mare Island, LLC(11)

Lennar Marina A Funding, LLC(19)

Lennar Massachusetts Properties, Inc.\*

Lennar Middletown, LLC(2)

Lennar Multifamily Communities, LLC\*

Lennar New Jersey Properties Inc.\*

Lennar New York, LLC(2)

Lennar Northeast Properties, Inc.\*

Lennar Northeast Properties LLC(21)

Lennar Northwest, Inc.(33)

Lennar Pacific, Inc.\*

Lennar Pacific Properties, Inc.\*

Lennar Pacific Properties Management, Inc.\*

Lennar PI Acquisition, LLC(2)

Lennar PI Property Acquisition, LLC(2)

Lennar PIS Management Company, LLC(21)

Lennar Placentia TOD Properties, LLC(11)

Lennar PNW, Inc.\*

Lennar Point, LLC(2)

Lennar Port Imperial South, LLC(21)

Lennar Realty, Inc.\*

Lennar Renaissance, Inc.\*

Lennar Reno, LLC(9)

Lennar Rialto Investment LP(26)

Lennar Riverside West, LLC(21)

Lennar Riverside West Urban Renewal Company, L.L.C.(23)

Lennar Sacramento, Inc.\*

Lennar Sales Corp.\*

Lennar San Jose Holdings, Inc.\*

Lennar/Shadeland, LLC(2)

Lennar Southland I, Inc.\*

Lennar Southwest Holding Corp.\*

Lennar Spencer s Crossing, LLC(11)

Lennar Texas Holding Company\*

Lennar Trading Company, LP(14)

Lennar Ventures, LLC\*

Lennar West Valley, LLC(8)

Lennar.com Inc.\*

Lennar/LNR Camino Palomar, LLC(11)

Lennar-Lantana Boatyard, Inc.\*

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Len-Verandahs, LLP(6)

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LH Eastwind, LLC(6)

LH-EH Layton Lakes Estates, LLC(34)

LHI Renaissance, LLC(6)

LMC Malden Station Investors, LLC(44)

LMI (150 Ocean) Investor, LLC(44)

LMI Glencoe Dallas, LLC(44)

LMI Glencoe Dallas Investor, LLC(44)

LMI Lakes West Covina Investors, LLC(44)

LMI Las Colinas Station, LLC(44)

LMI Naperville Investor, LLC(44)

LMI Park Central Investor, LLC(44)

LMICS, LLC(44)

LMI-Contractors, LLC(44)

LMI-Jacksonville, LLC(44)

LMI-JC Developer, LLC(44)

LMI-JC, LLC(44)

LMI-South King Development, LLC(44)

LMI-West Seattle, LLC(44)

LNC at Meadowbrook, LLC(1)

LNC at Ravenna, LLC(1)

LNC Communities I, Inc.\*

LNC Communities II, LLC(2)

LNC Communities III, Inc.\*

LNC Communities IV, LLC(2)

LNC Communities V, LLC(2)

LNC Communities VI, LLC(2)



LNC Communities VII, LLC(2)

LNC Communities VIII, LLC(2)

LNC Communities IX, LLC(37)

LNC Northeast Mortgage, Inc.\*

LNC Pennsylvania Realty, Inc.\*

Long Beach Development, LLC(28)

Lori Gardens Associates, L.L.C.(2)

Lori Gardens Associates II, LLC(2)

Lori Gardens Associates III, LLC(2)

Lorton Station, LLC(2)

LW D Andrea, LLC(31)

Madrona Ridge L.L.C.(1)

Madrona Village L.L.C.(1)

Madrona Village Mews L.L.C.(1)

Majestic Woods, LLC(2)

Marble Mountain Partners, LLC(11)

Mid-County Utilities, Inc.\*

Mission Viejo 12S Venture, LP(16)

Mission Viejo Holdings, Inc.\*

Moffett Meadows Partners, LLC(32)

NC Properties I, LLC(27)

NC Properties II, LLC(27)

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Northeastern Properties LP, Inc.\*

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One SR, L.P.(14)

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Palm Gardens at Doral, LLC(6)

Palm Vista Preserve, LLC(2)

PD-Len Boca Raton, LLC(6)

PD-Len Delray, LLC(6)

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Pioneer Meadows Development, LLC(31)

Pioneer Meadows Investments, LLC(31)

POMAC, LLC(2)

Port Imperial South Building 14, LLC(41)

Prestonfield L.L.C.(1)

Providence Lakes, LLP(42)

PT Metro, LLC(11)

Raintree Village, L.L.C.(1)

Raintree Village II L.L.C.(24)

Renaissance Joint Venture(2)

Reserve @ Pleasant Grove II LLC(2)

Reserve @ Pleasant Grove LLC(2)

Reserve at River Park, LLC(2)

Reserve at South Harrison, LLC(2)

Rialto Capital Advisors of New York, LLC(47)

Rialto Capital Advisors, LLC(48)

Rialto Capital Management, LLC(18)

Rialto Capital Partners, LLC(48)

Rialto Capital Services, LLC(48)

Rialto Investments, LLC

Rialto Partners GP, LLC(48)

Rialto REGI, LLC(48)

Rialto RL CML 2009-1, LLC(48)

Rialto RL RES 2009-1, LLC(48)

Rivendell Joint Venture(30)

Rivenhome Corporation\*

RL BB Clearwater, LLC(45)

RL BB FINANCIAL, LLC(50)

RL BB Ocala, LLC(45)

RL BB-AL, LLC(45)

RL BB-FL Hillsborough, LLC(45)

RL BB-GA, LLC(45)

RL BB-IL, LLC(45)

RL BB-MS, LLC(45)

RL BB-NC BOL 18, LLC(45)

RL BB-NC BOL, LLC(45)

RL BB-NC BSA, LLC(45)

RL BB-NC CCR, LLC(45)

RL BB-NC FCI, LLC(45)

RL BB-NC, LLC(45)

RL BB-OH, LLC(45)

RL BB-SC Brooksa, LLC(45)

RL BB-SC CLR IV, LLC(45)

RL BB-SC CLR V, LLC(45)

RL BB-SC CLR VI, LLC(45)

RL BB-SC CRRC, LLC(45)

RL BB-TN BRISTOL, LLC(45)

RL BB-TN RACEDAY TOWER, LLC(45)

RL BB-TN, LLC(45)

RL BB-TX, LLC(45)

RL BB-WV, LLC(45)

RL CMBS Holdings, LLC(48)

RL CMBS Investor, LLC(50)

RL REGI ALABAMA, LLC(46)

RL REGI ARKANSAS, LLC(46)

RL REGI FINANCIAL, LLC(50)

RL REGI FLORIDA, LLC(46)

RL REGI GEORGIA, LLC(46)

RL REGI KANSAS, LLC(46)

RL REGI LOUISIANA, LLC(46)

RL REGI MISSISSIPPI, LLC(46)

RL REGI MISSOURI, LLC(46)

RL REGI NORTH CAROLINA, LLC(46)

RL REGI SOUTH CAROLINA, LLC(46)

RL REGI TENNESSEE, LLC(46)

RL REGI VIRGINIA, LLC(46)

RL Regi-AL Carrington, LLC(46)

RL REGI-AL HMS, LLC(46)

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RL REGI-FL ITALIA, LLC(46)

RL REGI-FL PASCO COUNTY, LLC(46)

RL REGI-FL RUSKIN, LLC(46)

RL REGI-FL SARASOTA, LLC(46)

RL REGI-FL TPL, LLC(46)

RL REGI-FL VARC, LLC(46)

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RL REGI-GA DRAD, LLC(46)

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RL REGI-GA MHU, LLC(46)

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RL REGI-NC RFP, LLC(46)

RL REGI-NC SUGARM, LLC(46)

RL REGI-NM, LLC(46)

RL REGI-SC LAKE E, LLC(46)

RL REGI-SC TCS, LLC(46)

RL REGI-SC TIG, LLC(46)

RL REGI-TN GVC, LLC(46)

RL REGI-TN OAK, LLC(46)

RL REGI-TN Sevierville, LLC(46)

RL REGI-TN SPRINGHILL, LLC(46)

RL REGI-TN WILLIAMSON, LLC(46)

RL REGI-VA GLENA, LLC(46)

Rutenberg Homes, Inc.\*

Rutenberg Homes of Texas, Inc.\*

Rye Hill Company, LLC(2)

S. Florida Construction, LLC(6)

S. Florida Construction II, LLC(6)

S. Florida Construction III, LLC(6)

San Lucia, LLC(35)

Santa Ana Transit Village, LLC(43)

Savannah Development, Ltd.(14)

Savell Gulley Development, LLC(14)

Scarsdale, LTD.(14)

Schulz Ranch Developers, LLC(31)

Seminole/70th, LLC(6)

Siena at Old Orchard, LLC(1)

South Development, LLC(2)

Southbank Holding, LLC(6)

Spanish Springs Development, LLC(2)

St. Charles Active Adult Community, LLC(2)

Stoney Corporation\*



Stoney Holdings, LLC(2)

Stoneybrook Clubhouse, Inc.(30)

Stoneybrook Golf Club, Inc.(29)

Stoneybrook Joint Venture(30)

Strategic Cable Technologies, L.P.(17)

Strategic Holdings, Inc.

Strategic Technologies, LLC

Summerfield Venture L.L.C.(1)

Summerwood, L.L.C.(2)

SunStreet Energy Group, LLC(53)

TCO QVI, LLC(2)

Temecula Valley, LLC(43)

Terra Division, LLC(2)

The Baywinds Land Trust(6)

The Bridges at Rancho Santa Fe Sales Company, Inc.(7)

The Bridges Club at Rancho Santa Fe, Inc.(7)

The LNC Northeast Group, Inc.\*

The Preserve at Coconut Creek, LLC(6)

Treviso Holding, LLC(6)

Tustin Villas Partners, LLC(11)

Tustin Vistas Partners, LLC(32)

U.S. Home Corporation\*

U.S. Home of Arizona Construction Co.\*

U.S. Home Realty, Inc.\*

U.S.H. Los Prados, Inc.\*

U.S.H. Realty, Inc.\*

USH Equity Corporation\*

USH - Flag, LLC\*

USH LEE, LLC(33)

USH (West Lake), Inc.\*

USH Woodbridge, Inc.\*

UST Lennar GP PIS 10, LLC(22)

UST Lennar GP PIS 7, LLC(22)

Valencia at Doral, LLC(6)

Vineyard Point 2009, LLC(11)

WCP, LLC(27)

West Chocolate Bayou Development, LLC(28)

West Lake Village, LLC(49)

West Seattle Project X, LLC(44)

West Van Buren L.L.C.(1)

Westchase, Inc.\*

Willowbrook Investors, LLC(2)

Woodbridge Multifamily Developer I, LLC(44)

Wright Farm, L.L.C.(2)

\* Mark Sustana and Diane J. Bessette are Directors/Managers of this company. Stuart A. Miller is the Chief Executive Officer, Bruce E. Gross is the Chief Financial Officer and David M. Collins is the Controller of this company.

Mark Sustana, David Kaiserman and Diane J. Bessette are Directors of this company. David Kaiserman is the Chief Executive Officer and Cristina Pardo is the Principal Financial Officer and the Controller of this company.

(1) Executed by Lennar Chicago, Inc. as Managing Member.

(2) Executed by U.S. Home Corporation as Managing Member.

(3) Executed by Lennar Georgia, Inc. as Sole Member.

(4) Executed by its General Partner, Lennar Land Partners Sub II, Inc.

(5) Executed by Lennar Fresno, Inc. as Managing Member.

(6) Executed by Lennar Homes, LLC as Managing Member.

(7) Executed by HHC Investors, LLC, its Sole Member, by Lennar Homes of California, Inc., its Sole Member.

- (8) Executed by Lennar Renaissance, Inc. as Managing Member.
- (9) Executed by Lennar Pacific Properties Management, Inc. as Sole Member and Managing Member.
- (10) Executed by Lennar Hingham Holdings, LLC, its Sole Member, by Lennar Hingham JV, LLC, its Managing Member, by Lennar Massachusetts Properties, Inc., its Managing Member.
- (11) Executed by Lennar Homes of California, Inc. as Managing Member.
- (12) Executed by its General Partner, Lennar Family of Builders GP, Inc.
- (13) Executed on behalf of LFS Holding Company, LLC by U.S. Home Corporation, its Managing Member.
- (14) Executed by Lennar Texas Holding Company, its General Partner.
- (15) Executed by CP Red Oak Management, LLC, its General Partner, by Lennar Homes of Texas Land and Construction, Ltd., its Sole Member, by Lennar Texas Holding Company, its General Partner.
- (16) Executed by Mission Viejo Holdings, Inc., its General Partner.
- (17) Executed by Strategic Technologies, LLC, its General Partner.
- (18) Executed by Lennar Corporation, as Managing Member.
- (19) Executed by Lennar Massachusetts Properties, Inc., as Managing Member.
- (20) Executed by Lennar Northeast Properties, Inc., its General Partner.
- (21) Executed by Lennar Northeast Properties, Inc., its Managing Member.
- (22) Executed by Lennar Port Imperial South, LLC, its Member, by Lennar Northeast Properties, Inc., its Managing Member.
- (23) Executed by Lennar Riverside West, LLC, its Member, by Lennar Northeast Properties, Inc., its Managing Member.
- (24) Executed by Lennar Communities of Chicago, L.L.C., its Managing Manager.
- (25) Executed by Lennar Hingham JV, LLC, its Managing Manager, by Lennar Massachusetts Properties, Inc., its Managing Member.
- (26) Executed by Rialto Capital Partners, LLC, its General Partner, by Rialto Capital Management, LLC, its Managing Member, by Lennar Corporation, its Sole Member.
- (27) Executed by Lennar Carolinas, LLC, its Sole Member.
- (28) Executed by Lennar Texas Holding Company, as Managing Member.
- (29) Executed by U.S. Home Corporation, its Sole Shareholder.
- (30) Executed by Stoney Corporation, its Member.
- (31) Executed by Lennar Reno, LLC, its Sole Member.
- (32) Executed by Marble Mountain Partners, LLC, its Sole Member, by Lennar Homes of California, Inc., its Managing Member.
- (33) Executed by Lennar Homes Holding, LLC, its Sole Member.
- (34) Executed by Lennar Communities Development, Inc., its Sole Member.
- (35) Executed by Palm Gardens at Doral, LLC, its Sole Member, by Lennar Homes, LLC, its Sole Member.
- (36) Executed by Lennar Colorado, LLC, its Sole Member, by Lennar Homes of California, Inc. its Sole Member.
- (37) Executed by The LNC Northeast Group, Inc., its Sole Member.
- (38) Executed by S. Florida Construction, LLC, its Sole Member, by Lennar Homes, LLC, its Sole Member.
- (39) Executed by Pioneer Meadows Investments, LLC, its Sole Member, by Lennar Reno, LLC, its Sole Member.
- (40) Executed by Lennar Homes of Texas Land and Construction, Ltd., its Sole Member, by Lennar Texas Holding Company, its General Partner.
- (41) Executed by Lennar Imperial Holdings Limited Partnership, its Sole Member, by Lennar Northeast Properties, Inc., its General Partner.
- (42) Executed by Lennar Homes, LLC, its Managing Partner.
- (43) Executed by Greystone Homes, Inc., its Sole Member.
- (44) Executed by Lennar Multifamily Investors, LLC by U.S. Home Corporation, its Sole Member.
- (45) Executed by RL BB FINANCIAL, LLC, its Sole Member, by Lennar Pacific Properties, Inc., its Sole Member.
- (46) Executed by RL REGI FINANCIAL, LLC, its Sole Member, by Lennar Pacific Properties, Inc., its Sole Member.
- (47) Executed by Rialto Capital Advisors, LLC, its Sole Member, by Rialto Capital Management, LLC, its Managing Member, by Lennar Corporation, its Sole Member.

- (48) Executed by Rialto Capital Management, LLC, its Managing Member, by Lennar Corporation, its Sole Member.
- (49) Executed by USH (West Lake), Inc., its Sole Member, by U.S. Home Corporation, its Sole Shareholder.
- (50) Executed by Lennar Pacific Properties, Inc., its Sole Member.
- (51) Executed by Lennar Pacific, Inc., its Sole Member.
- (52) Executed by Lennar International Holding, LLC, its Sole Member, by Lennar Pacific Inc., its Sole Shareholder.
- (53) Executed by Lennar Ventures, LLC, its Sole Member, by Lennar Corporation, its Sole Member.
- (54) Executed by LHC HP II, LLC, its Sole Member, by Lennar Homes of California, Inc., its Sole Member.

| Signature                                   | Title(s)                                   | Date             |
|---------------------------------------------|--------------------------------------------|------------------|
| /s/ Diane J. Bessette*<br>Diane J. Bessette | Director, Manager                          | January 28, 2014 |
| /s/ Bruce E. Gross*<br>Bruce E. Gross       | Chief Financial Officer                    | January 28, 2014 |
| /s/ David Kaiserman*<br>David Kaiserman     | Director, Manager, Chief Executive Officer | January 28, 2014 |
| /s/ Stuart A. Miller*<br>Stuart A. Miller   | Chief Executive Officer                    | January 28, 2014 |
| /s/ Cristina Pardo*<br>Cristina Pardo       | Principal Financial Officer, Controller    | January 28, 2014 |
| /s/ Mark Sustana*<br>Mark Sustana           | Director, Manager                          | January 28, 2014 |
| /s/ David M. Collins<br>David M. Collins    | Controller                                 | January 28, 2014 |

\*By: /s/ Diane J. Bessette  
Name: Diane J. Bessette  
Title: Attorney-in-Fact

## EXHIBIT INDEX

- 4.1 Indenture dated as of December 31, 1997, between the Company and The First National Bank of Chicago.\*\*
- 5.1 Opinion of K&L Gates LLP (counsel).\*
- 12.1 Statements of computation of ratios of earnings to fixed charges.\*
- 23.1 Consent of K&L Gates LLP (counsel) (included in Exhibit 5.1).\*
- 23.2 Consent of Deloitte & Touche LLP (independent registered public accounting firm).\*
- 24.1 Power of Attorney (included on the signature pages).\*
- 25.1 Statement of Eligibility and Qualification on Form T-1 of The Bank of New York Mellon Trust Company, N.A. as successor trustee under Indenture dated as of December 31, 1997.\*

\* Filed previously with the Company's Registration Statement on Form S-3, on February 1, 2012

\*\* Incorporated by reference to the Company's Registration Statement on Form S-3, File No. 333-45527, filed on February 3, 1998