

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> <b>(State or other jurisdiction of</b>	<b>1520</b> <b>(Primary Standard Industrial</b>	<b>95-4337490</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Classification Code Number)</b> <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 Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, Class B Common Stock, Preferred Stock, Participating Preferred Stock, Depository Shares, Debt Securities, Warrants, Units	(1)	(1)	(1)	(1)
Guarantees of Debt Securities by direct and indirect wholly-owned subsidiaries(2)	(1),(3)	(1),(3)		(3)

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



<b>Name of Co-Registrant</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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 Incorporation or Organization</b>	<b>I.R.S. Employer 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

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**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

LNC Communities I, Inc.

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

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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.\*

LEN-Ryan 1, LLC(6)

Len-Verandahs, LLP(6)

LFS Holding Company, LLC(2)

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)  
Northbridge L.L.C.(1)  
Northeastern Properties LP, Inc.\*  
OHC/Ascot Belle Meade, LLC(6)  
One SR, L.P.(14)

Palm Gardens At Doral Clubhouse, LLC(35)

Palm Gardens at Doral, LLC(6)  
Palm Vista Preserve, LLC(2)  
PD-Len Boca Raton, LLC(6)  
PD-Len Delray, LLC(6)  
PG Properties Holding, LLC(27)  
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)

RL REGI-AL HP, LLC(46)

RL REGI-AR GBE, LLC(46)

RL REGI-FL APOPKA, LLC(46)

RL REGI-FL CRC, LLC(46)

RL REGI-FL CUTLER RIDGE, LLC(46)

RL REGI-FL FT. PIERCE, LLC(46)

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)

RL REGI-GA AS VILLAS, LLC(46)

RL REGI-GA DRAD, LLC(46)

RL REGI-GA HAY DB, LLC(46)

RL REGI-GA MHU, LLC(46)

RL REGI-KS Conquest, LLC(46)

RL REGI-MO BRANSON, LLC(46)

RL REGI-MO GMB, LLC(46)

RL REGI-MO MOSCOW MILLS, LLC(46)

RL REGI-MO PIN OAK, LLC(46)

RL REGI-MS Double H, LLC(46)

RL REGI-MS OCEAN SPRINGS, LLC(46)

RL REGI-NC CIL, LLC(46)

RL REGI-NC CSP, LLC(46)

RL REGI-NC GTREE, LLC(46)

RL REGI-NC Little Wing, LLC(46)

RL REGI-NC Mland, LLC(46)

RL REGI-NC MLD, LLC(46)

RL REGI-NC RALEIGH, LLC(46)

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.

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