

TOLL BROTHERS INC
Form POSASR
January 31, 2012

As filed with the Securities and Exchange Commission on January 31, 2012

Registration No. 333-178130

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

Toll Brothers, Inc.*

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

23-2416878
(I.R.S. employer
identification number)

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

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

John McDonald
General Counsel
Toll Brothers, Inc.
250 Gibraltar Road
Horsham, PA 19044
(215) 938-8000

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

Copies to:

Joseph H. Kaufman, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
(212) 455-2000

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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:

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

CALCULATION OF REGISTRATION FEE

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

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

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- (2) Omitted pursuant to Form S-3 General Instruction II.E. An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depositary shares. In accordance with Rules 456(b) and 457(r), the registrants are deferring payment of all of the registration fee.
- (3) Pursuant to Rule 457(n), no separate registration fee is payable with regard to the guarantees.

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

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

| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|---|--|
| As Specified in its Charter | New York | 13-1940046 |
| 110-112 Third Ave. Realty Corp. | Delaware | 23-2551304 |
| Amwell Chase, Inc. | Delaware | 23-2432981 |
| ESE Consultants, Inc. | Delaware | 23-2432976 |
| Fairway Valley, Inc. | Delaware | 23-2737486 |
| First Brandywine Finance Corp. | Delaware | 23-2731790 |
| First Brandywine Investment Corp. II | Delaware | 61-1443340 |
| First Brandywine Investment Corp. IV | Delaware | 23-2485787 |
| First Huntingdon Finance Corp. | Delaware | 23-2486303 |
| Franklin Farms G.P., Inc. | Michigan | 38-3149633 |
| HQZ Acquisitions, Inc. | Delaware | 23-2523560 |
| MA Limited Land Corporation | Michigan | 38-3392296 |
| SH Homes Corporation | Michigan | 38-3298884 |
| SI Investment Corporation | Delaware | 23-2485790 |
| TB Proprietary Corp. | Delaware | 23-2682947 |
| Tenby Hunt, Inc. | Michigan | 38-3075345 |
| The Silverman Building Companies, Inc. | Delaware | 20-4889260 |
| Toll Architecture I, P.A. | Delaware | 20-3532291 |
| Toll Architecture, Inc. | Delaware | 23-2815680 |
| Toll AZ GP Corp. | Arizona | 23-2906398 |
| Toll Bros. of Arizona, Inc. | North Carolina | 23-2777389 |
| Toll Bros. of North Carolina, Inc. | North Carolina | 23-2990315 |
| Toll Bros. of North Carolina II, Inc. | North Carolina | 23-2993276 |
| Toll Bros. of North Carolina III, Inc. | Delaware | 23-2600117 |
| Toll Bros., Inc. | Pennsylvania | 23-2417123 |
| Toll Bros., Inc. | Texas | 23-2896374 |
| Toll Bros., Inc. | Arizona | 23-2832024 |
| Toll Brothers AZ Construction Company | Delaware | 20-4250532 |
| Toll Brothers Canada USA, Inc. | Delaware | 23-3097271 |
| Toll Brothers Finance Corp. | Pennsylvania | 23-2417116 |
| Toll Brothers Real Estate, Inc. | Delaware | 56-2489916 |
| Toll Buckeye Corp. | California | 23-2748091 |
| Toll CA GP Corp. | Delaware | 56-2489913 |
| Toll Centennial Corp. | Colorado | 23-2978190 |
| Toll CO GP Corp. | Delaware | 23-2485860 |
| Toll Corp. | Michigan | 38-3180742 |
| Toll Development Company, Inc. | Delaware | 57-1195241 |
| Toll Diamond Corp. | Florida | 23-2796288 |
| Toll FL GP Corp. | Georgia | 20-5853882 |
| Toll GA GP Corp. | Delaware | 56-2489904 |
| Toll Golden Corp. | Delaware | 57-1195215 |
| Toll Granite Corp. | Delaware | 23-2569047 |
| Toll Holdings, Inc. | Illinois | 23-2967049 |
| Toll IL GP Corp. | Pennsylvania | 23-2417134 |
| Toll Land Corp. No. 6 | Delaware | 23-2551776 |
| Toll Land Corp. No. 10 | Delaware | 23-2551793 |
| Toll Land Corp. No. 20 | Delaware | 23-2737488 |
| Toll Land Corp. No. 43 | Delaware | |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--------------------------------------|---|--|
| As Specified in its Charter | Delaware | 23-2860513 |
| Toll Land Corp. No. 50 | New York | 20-2255686 |
| Toll Manhattan I, Inc. | Maryland | 20-0355148 |
| Toll MD Builder Corp. | Michigan | 23-2917543 |
| Toll MI GP Corp. | Delaware | 57-1195257 |
| Toll Mid-Atlantic LP Company, Inc. | Delaware | 57-1195252 |
| Toll Mid-Atlantic Note Company, Inc. | Delaware | 56-2489924 |
| Toll Midwest LP Company, Inc. | Delaware | 56-2489923 |
| Toll Midwest Note Company, Inc. | Minnesota | 20-0099962 |
| Toll MN GP Corp. | North Carolina | 23-2760759 |
| Toll NC GP Corp. | New Hampshire | 23-3048998 |
| Toll NH GP Corp. | Delaware | 51-0413821 |
| Toll NJX-I Corp. | Delaware | 57-1195250 |
| Toll Northeast LP Company, Inc. | Delaware | 57-1195240 |
| Toll Northeast Note Company, Inc. | Delaware | 20-3714378 |
| Toll Northeast Services, Inc. | Nevada | 23-2928710 |
| Toll NV GP Corp. | Ohio | 23-2878722 |
| Toll OH GP Corp. | Pennsylvania | 87-0693313 |
| Toll PA Builder Corp. | Pennsylvania | 23-2687561 |
| Toll PA GP Corp. | Pennsylvania | 03-0395069 |
| Toll PA II GP Corp. | Pennsylvania | 20-1934096 |
| Toll PA III GP Corp. | Delaware | 57-1195245 |
| Toll Palmetto Corp. | New York | 23-2709097 |
| Toll Peppertree, Inc. | Delaware | 23-2526635 |
| Toll Philmont Corporation | Delaware | 23-2954512 |
| Toll Realty Holdings Corp. I | Delaware | 23-2954511 |
| Toll Realty Holdings Corp. II | Rhode Island | 23-3020194 |
| Toll RI GP Corp. | South Carolina | 23-3094328 |
| Toll SC GP Corp. | Delaware | 57-1195213 |
| Toll Southeast LP Company, Inc. | Delaware | 57-1195261 |
| Toll Southeast Note Company, Inc. | Delaware | 56-2489922 |
| Toll Southwest LP Company, Inc. | Delaware | 56-2489921 |
| Toll Southwest Note Company, Inc. | Tennessee | 23-2886926 |
| Toll TN GP Corp. | Delaware | 23-2796291 |
| Toll TX GP Corp. | Delaware | 23-2551790 |
| Toll VA GP Corp. | Delaware | 51-0385726 |
| Toll VA Member Two, Inc. | Washington | 45-3717010 |
| Toll WA GP Corp | Delaware | 56-2489917 |
| Toll WestCoast LP Company, Inc. | Delaware | 59-3790049 |
| Toll WestCoast Note Company, Inc. | West Virginia | 20-3337780 |
| Toll WV GP Corp. | California | 23-2898272 |
| Toll YL, Inc. | Delaware | 23-2518740 |
| Warren Chase, Inc. | New York | 23-2796304 |
| 51 N. 8th Street L.P. | Pennsylvania | 23-2668976 |
| Audubon Ridge, L.P. | Virginia | 23-2810333 |
| Belmont Land, L.P. | Florida | 23-2796300 |
| Binks Estates Limited Partnership | Pennsylvania | 23-2668975 |
| Blue Bell Country Club, L.P. | Pennsylvania | 23-2979479 |
| Broad Run Associates, L.P. | Pennsylvania | 23-2689274 |
| Buckingham Woods, L.P. | Massachusetts | 23-2748927 |
| CC Estates Limited Partnership | Pennsylvania | 23-2702468 |
| CC Estates Limited Partnership | Virginia | 23-2984309 |
| Cold Spring Hunt, L.P. | | |
| Dominion Country Club, L.P. | | |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| As Specified in its Charter | Massachusetts | 23-2760777 |
| Eagle Farm Limited Partnership | New Jersey | 23-2760779 |
| Estates at Princeton Junction, L.P. | New Jersey | 23-2748080 |
| Estates at Rivers Edge, L.P. | Virginia | 23-2982190 |
| Fairfax Investment, L.P. | Virginia | 23-2680894 |
| Fairfax Station Hunt, L.P. | Virginia | 23-2822996 |
| Farmwell Hunt, L.P. | Delaware | 51-0385730 |
| First Brandywine Partners, L.P. | Virginia | 23-2719371 |
| Great Falls Hunt, L.P. | Pennsylvania | 23-2740013 |
| Greens at Waynesborough, L.P. | New Jersey | 23-2709793 |
| Greenwich Chase, L.P. | New Jersey | 20-1466751 |
| Hoboken Land LP | Delaware | 23-2944970 |
| Hockessin Chase, L.P. | Massachusetts | 23-2740411 |
| Huckins Farm Limited Partnership | Massachusetts | 23-2701194 |
| Kensington Woods Limited Partnership | New Jersey | 23-2796297 |
| Laurel Creek, L.P. | Virginia | 23-3025878 |
| Loudoun Valley Associates, L.P. | North Carolina | 23-2917299 |
| NC Country Club Estates Limited Partnership | Pennsylvania | 23-2253629 |
| Rose Hollow Crossing Associates | Michigan | 23-2986323 |
| Silverman-Toll Limited Partnership | New York | 23-2855511 |
| Somers Chase, L.P. | California | 20-3337641 |
| Sorrento at Dublin Ranch I LP | California | 20-3337665 |
| Sorrento at Dublin Ranch III LP | Virginia | 23-2994369 |
| South Riding, L.P. | Virginia | 20-0383954 |
| South Riding Amberlea LP | Virginia | 20-0384024 |
| South Riding Partners Amberlea LP | Virginia | 23-2861890 |
| South Riding Partners, L.P. | Connecticut | 23-2784609 |
| Southport Landing Limited Partnership | Pennsylvania | 23-2810340 |
| Springton Pointe, L.P. | Pennsylvania | 23-3013974 |
| Stone Mill Estates, L.P. | Pennsylvania | 23-2939504 |
| Swedesford Chase, L.P. | Florida | 23-2883354 |
| TBI/Naples Limited Partnership | Florida | 23-2891601 |
| TBI/Palm Beach Limited Partnership | Massachusetts | 23-2883360 |
| The Bird Estate Limited Partnership | Maryland | 23-2740412 |
| The Estates at Brooke Manor Limited Partnership | California | 23-2748089 |
| The Estates at Summit Chase, L.P. | North Carolina | 23-2954264 |
| Toll at Brier Creek Limited Partnership | Michigan | 20-3675855 |
| Toll at Honey Creek Limited Partnership | New Jersey | 23-2963549 |
| Toll at Westlake, L.P. | New York | 23-2888554 |
| Toll at Whippoorwill, L.P. | New York | 20-1941153 |
| Toll Brooklyn L.P. | Tennessee | 51-0386723 |
| Toll Bros. of Tennessee, L.P. | Arizona | 23-2815685 |
| Toll Brothers AZ Limited Partnership | California | 23-2963547 |
| Toll CA, L.P. | California | 23-2838417 |
| Toll CA II, L.P. | California | 23-3031827 |
| Toll CA III, L.P. | California | 23-3029688 |
| Toll CA IV, L.P. | California | 23-3091624 |
| Toll CA V, L.P. | California | 23-3091657 |
| Toll CA VI, L.P. | California | 20-1972440 |
| Toll CA VII, L.P. | California | 20-2328888 |
| Toll CA VIII, L.P. | California | 20-3454571 |
| Toll CA IX, L.P. | California | 20-3454613 |
| Toll CA X, L.P. | California | |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| As Specified in its Charter | | |
| Toll CA XI, L.P. | California | 20-3532036 |
| Toll CA XII, L.P. | California | 20-3733386 |
| Toll CA XIX, L.P. | California | 20-5853968 |
| Toll CO, L.P. | Colorado | 23-2978294 |
| Toll CT Limited Partnership | Connecticut | 23-2963551 |
| Toll CT II Limited Partnership | Connecticut | 23-3041974 |
| Toll CT III Limited Partnership | Connecticut | 27-3790650 |
| Toll DE LP | Delaware | 20-0660934 |
| Toll DE II LP | Delaware | 26-1358236 |
| Toll East Naples Limited Partnership | Florida | 23-2929049 |
| Toll Estero Limited Partnership | Florida | 72-1539292 |
| Toll FL Limited Partnership | Florida | 23-3007073 |
| Toll FL II Limited Partnership | Florida | 73-1657686 |
| Toll FL III Limited Partnership | Florida | 20-0135814 |
| Toll FL IV Limited Partnership | Florida | 20-1158717 |
| Toll FL V Limited Partnership | Florida | 20-2862720 |
| Toll FL VI Limited Partnership | Florida | 20-3161585 |
| Toll FL VII Limited Partnership | Florida | 20-3482591 |
| Toll FL VIII Limited Partnership | Florida | 20-4232188 |
| Toll FL X Limited Partnership | Florida | 27-1476302 |
| Toll Ft. Myers Limited Partnership | Florida | 82-0559443 |
| Toll GA LP | Georgia | 20-5854013 |
| Toll Grove LP | New Jersey | 20-0215496 |
| Toll Hudson LP | New Jersey | 20-0465460 |
| Toll IL HWCC, L.P. | Illinois | 75-2985312 |
| Toll IL, L.P. | Illinois | 23-2963552 |
| Toll IL II, L.P. | Illinois | 23-3041962 |
| Toll IL III, L.P. | Illinois | 03-0382404 |
| Toll IL IV, L.P. | Illinois | 20-3733446 |
| Toll IL WSB, L.P. | Illinois | 20-1000885 |
| Toll Jacksonville Limited Partnership | Florida | 20-0204373 |
| Toll Land Limited Partnership | Connecticut | 23-2709099 |
| Toll Land IV Limited Partnership | New Jersey | 23-2737490 |
| Toll Land V Limited Partnership | New York | 23-2796637 |
| Toll Land VI Limited Partnership | New York | 23-2796640 |
| Toll Land VII Limited Partnership | New York | 23-2775308 |
| Toll Land IX Limited Partnership | Virginia | 23-2939502 |
| Toll Land X Limited Partnership | Virginia | 23-2774670 |
| Toll Land XI Limited Partnership | New Jersey | 23-2796302 |
| Toll Land XV Limited Partnership | Virginia | 23-2810342 |
| Toll Land XVI Limited Partnership | New Jersey | 23-2810344 |
| Toll Land XVIII Limited Partnership | Connecticut | 23-2833240 |
| Toll Land XIX Limited Partnership | California | 23-2833171 |
| Toll Land XX Limited Partnership | California | 23-2838991 |
| Toll Land XXI Limited Partnership | Virginia | 23-2865738 |
| Toll Land XXII Limited Partnership | California | 23-2879949 |
| Toll Land XXIII Limited Partnership | California | 23-2879946 |
| Toll Land XIV Limited Partnership | New York | 23-2796295 |
| Toll Land XXV Limited Partnership | New Jersey | 23-2867694 |
| Toll Land XXVI Limited Partnership | Ohio | 23-2880687 |
| Toll Livingston at Naples Limited Partnership | Florida | 71-0902794 |
| Toll MA Land Limited Partnership | Massachusetts | 20-4889176 |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|-------------------------------------|---|--|
| As Specified in its Charter | | |
| Toll MD Builder I, L.P. | Maryland | 20-0355209 |
| Toll MD Limited Partnership | Maryland | 23-2963546 |
| Toll MD II Limited Partnership | Maryland | 23-2978195 |
| Toll MD III Limited Partnership | Maryland | 23-3044366 |
| Toll MD IV Limited Partnership | Maryland | 71-0890813 |
| Toll MD V Limited Partnership | Maryland | 81-0610742 |
| Toll MD VI Limited Partnership | Maryland | 20-1756721 |
| Toll MD VII Limited Partnership | Maryland | 20-2101938 |
| Toll MD VIII Limited Partnership | Maryland | 20-3675884 |
| Toll MD IX Limited Partnership | Maryland | 20-3733408 |
| Toll MD X Limited Partnership | Maryland | 20-5469282 |
| Toll MD XI Limited Partnership | Maryland | 20-8406566 |
| Toll MI Limited Partnership | Michigan | 23-2999200 |
| Toll MI II Limited Partnership | Michigan | 23-3015611 |
| Toll MI III Limited Partnership | Michigan | 23-3097778 |
| Toll MI IV Limited Partnership | Michigan | 20-1501161 |
| Toll MI V Limited Partnership | Michigan | 20-2489523 |
| Toll MN, L.P. | Minnesota | 20-0099987 |
| Toll MN II, L.P. | Minnesota | 20-4804528 |
| Toll Naval Associates | Pennsylvania | 23-2454576 |
| Toll NC, L.P. | North Carolina | 20-2087335 |
| Toll NC II LP | North Carolina | 20-5208447 |
| Toll NC III LP | North Carolina | 27-1931828 |
| Toll NH Limited Partnership | New Hampshire | 23-3048999 |
| Toll NJ Builder I, L.P. | New Jersey | 41-2089798 |
| Toll NJ, L.P. | New Jersey | 23-2963550 |
| Toll NJ II, L.P. | New Jersey | 23-2991953 |
| Toll NJ III, L.P. | New Jersey | 23-2993263 |
| Toll NJ IV, L.P. | New Jersey | 23-3038827 |
| Toll NJ V, L.P. | New Jersey | 23-3091620 |
| Toll NJ VI, L.P. | New Jersey | 23-3098583 |
| Toll NJ VII, L.P. | New Jersey | 20-2635402 |
| Toll NJ VIII, L.P. | New Jersey | 20-3337736 |
| Toll NJ XI, L.P. | New Jersey | 20-5088496 |
| Toll Northville Limited Partnership | Michigan | 23-2918130 |
| Toll NV Limited Partnership | Nevada | 23-3010602 |
| Toll NY LP | New York | 20-3887115 |
| Toll NY II L.P. | New York | 26-1813165 |
| Toll NY III L.P. | New York | 26-3893230 |
| Toll NY IV L.P. | New York | 27-1500651 |
| Toll Orlando Limited Partnership | Florida | 20-2862679 |
| Toll PA, L.P. | Pennsylvania | 23-2879956 |
| Toll PA II, L.P. | Pennsylvania | 23-3063349 |
| Toll PA III, L.P. | Pennsylvania | 23-3097666 |
| Toll PA IV, L.P. | Pennsylvania | 23-3097672 |
| Toll PA V, L.P. | Pennsylvania | 03-0395087 |
| Toll PA VI, L.P. | Pennsylvania | 47-0858909 |
| Toll PA VIII, L.P. | Pennsylvania | 20-0969010 |
| Toll PA IX, L.P. | Pennsylvania | 20-0969053 |
| Toll PA X, L.P. | Pennsylvania | 20-2172994 |
| Toll PA XI, L.P. | Pennsylvania | 20-3733420 |
| Toll PA XII, L.P. | Pennsylvania | 20-1934037 |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|-------------------------------------|---|--|
| As Specified in its Charter | Pennsylvania | 20-4889135 |
| Toll PA XIII, L.P. | Pennsylvania | 26-1603357 |
| Toll PA XIV, L.P. | Pennsylvania | 26-1415588 |
| Toll PA XV, L.P. | Delaware | 23-2954509 |
| Toll Realty Holdings LP | Rhode Island | 23-3020191 |
| Toll RI, L.P. | Rhode Island | 27-0043852 |
| Toll RI II, L.P. | South Carolina | 23-3094632 |
| Toll SC, L.P. | South Carolina | 82-0574725 |
| Toll SC II, L.P. | South Carolina | 20-4249465 |
| Toll SC III, L.P. | South Carolina | 26-2314893 |
| Toll SC IV, L.P. | California | 20-3192668 |
| Toll Stonebrae LP | Virginia | 23-2952674 |
| Toll VA, L.P. | Virginia | 23-3001131 |
| Toll VA II, L.P. | Virginia | 23-3001132 |
| Toll VA III, L.P. | Virginia | 75-2972033 |
| Toll VA IV, L.P. | Virginia | 47-0887401 |
| Toll VA V, L.P. | Virginia | 20-1972394 |
| Toll VA VI, L.P. | Virginia | 20-3675918 |
| Toll VA VII, L.P. | Washington | 35-2425736 |
| Toll WA LP | West Virginia | 20-4249451 |
| Toll WV LP | California | 23-3016250 |
| Toll YL, L.P. | California | 80-0014182 |
| Toll YL II, L.P. | California | 23-3070669 |
| Toll-Dublin, L.P. | Pennsylvania | 81-0594073 |
| Village Partners, L.P. | New Jersey | 23-2570825 |
| West Amwell Limited Partnership | Tennessee | 23-2887824 |
| Wilson Concord, L.P. | New York | 13-1940046** |
| 110-112 Third Ave. GC II LLC | New York | 13-1940046** |
| 110-112 Third Ave. GC LLC | New Jersey | 20-1466751** |
| 1450 Washington LLC | New Jersey | 20-1466751** |
| 1500 Garden St. LLC | Maryland | 23-2963546** |
| 2301 Fallston Road LLC | New York | 23-2796295** |
| 5-01 5-17 48th Avenue GC II LLC | New York | 23-2796295** |
| 5-01 5-17 48th Avenue GC LLC | New York | 23-2796295** |
| 5-01 5-17 48th Avenue II LLC | New York | 23-2796295** |
| 5-01 5-17 48th Avenue LLC | New York | 23-2796295** |
| 51 N. 8th Street GC LLC | New York | 23-2796304** |
| 51 N. 8th Street GC II LLC | New York | 23-2796304** |
| 51 N. 8th Street I LLC | New York | 23-2709097** |
| 700 Grove Street Urban Renewal, LLC | New Jersey | 20-0215496** |
| Arbor Hills Development LLC | Michigan | 20-1501161** |
| Arthur s Woods, LLC | Maryland | 23-2963546** |
| Belmont Country Club I LLC | Virginia | 23-2810333** |
| Belmont Country Club II LLC | Virginia | 23-2810333** |
| Block 255 LLC | New Jersey | 20-1466751** |
| Brier Creek Country Club I LLC | North Carolina | 23-2954264** |
| Brier Creek Country Club II LLC | North Carolina | 23-2954264** |
| C.B.A.Z. Construction Company LLC | Arizona | 51-0385729** |
| C.B.A.Z. Holding Company LLC | Delaware | 51-0385729 |
| Component Systems I LLC | Delaware | 23-2417123** |
| Component Systems II LLC | Delaware | 23-2417123** |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| As Specified in its Charter | New Jersey | 20-1104737 |
| CWG Construction Company LLC | Virginia | 23-2984309** |
| Dominion Valley Country Club I LLC | Virginia | 23-2984309** |
| Dominion Valley Country Club II LLC | Delaware | 23-2731790** |
| First Brandywine LLC I | Delaware | 23-2731790** |
| First Brandywine LLC II | Delaware | 61-1443340** |
| First Brandywine LLC III | Delaware | 61-1443340** |
| First Brandywine LLC IV | Delaware | 61-1443340** |
| Frenchman s Reserve Realty, LLC | Florida | 23-2417123** |
| Golf I Country Club Estates at Moorpark LLC | California | 23-2963547** |
| Golf II Country Club Estates at Moorpark LLC | California | 23-2963547** |
| Hatboro Road Associates LLC | Pennsylvania | 23-3097666** |
| Hawthorn Woods Country Club II LLC | Illinois | 75-2985312** |
| Hoboken Cove LLC | New Jersey | 20-1466751** |
| Hoboken Land I LLC | Delaware | 20-1466751** |
| Jacksonville TBI Realty LLC | Florida | 23-2417123** |
| Lighthouse Point Land Company, LLC | Florida | 20-0135814 |
| Long Meadows TBI, LLC | Maryland | 23-3044366** |
| Longmeadow Properties LLC | Maryland | 23-3044366** |
| Martinsburg Ventures, L.L.C. | Virginia | 23-2865738** |
| Mizner Realty, L.L.C. | Florida | 23-2417123** |
| Naples TBI Realty, LLC | Florida | 23-2417123** |
| Orlando TBI Realty LLC | Florida | 23-2417123** |
| Paramount Village LLC | California | 23-2748091** |
| Phillips Drive LLC | Maryland | 23-3044366** |
| Prince William Land I LLC | Virginia | 23-2774670** |
| Prince William Land II LLC | Virginia | 23-2774670** |
| PT Maxwell Holdings, LLC | New Jersey | 20-3153303 |
| PT Maxwell, L.L.C. | New Jersey | 20-3153303** |
| Regency at Denville LLC | New Jersey | 23-2810344** |
| Regency at Dominion Valley LLC | Virginia | 23-2984309** |
| Regency at Long Valley I LLC | New Jersey | 23-3038827** |
| Regency at Long Valley II LLC | New Jersey | 23-3038827** |
| Regency at Mansfield I LLC | New Jersey | 23-3038827** |
| Regency at Mansfield II LLC | New Jersey | 23-3038827** |
| Regency at Washington I LLC | New Jersey | 23-3098583** |
| Regency at Washington II LLC | New Jersey | 23-3098583** |
| South Riding Realty LLC | Virginia | 23-2861890** |
| SR Amberlea LLC | Virginia | 20-0383954** |
| SRLP II LLC | Virginia | 23-2994639** |
| Tampa TBI Realty LLC | Florida | 23-2417123** |
| TB Kent Partners LLC | Delaware | 20-3887115** |
| The Regency Golf Club I LLC | Virginia | 23-2984309** |
| The Regency Golf Club II LLC | Virginia | 23-2984309** |
| The Ridges at Belmont Country Club I LLC | Virginia | 23-2810333** |
| The Ridges at Belmont Country Club II LLC | Virginia | 23-2810333** |
| Toll Austin TX LLC | Texas | 26-0389752 |
| Toll CA I LLC | California | 23-2838417** |
| Toll CA Note II LLC | California | 23-2838417** |
| Toll Cedar Hunt LLC | Virginia | 23-2994369** |
| Toll CO I LLC | Colorado | 23-2978294** |
| Toll Corners LLC | Delaware | 23-2709099** |
| Toll Dallas TX LLC | Texas | 26-0389704 |

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| Exact Name of Registrant | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|-----------------------------------|---|--|
| As Specified in its Charter | | |
| Toll DE X II, LLC | Delaware | 20-1220599 |
| Toll EB, LLC | Delaware | 23-2810344** |
| Toll Equipment, L.L.C. | Delaware | 23-2417123** |
| Toll FL I, LLC | Florida | 23-3007073** |
| Toll FL IV LLC | Florida | 20-2862720** |
| Toll Glastonbury LLC | Connecticut | 23-3041974** |
| Toll Henderson LLC | Nevada | 56-2489922** |
| Toll Hoboken LLC | Delaware | 20-0465460** |
| Toll Houston TX LLC | Texas | 27-0876926 |
| Toll IN LLC | Indiana | 23-2417123** |
| Toll Jupiter LLC | Florida | 20-3368529** |
| Toll Lexington LLC | New York | 27-3767977 |
| Toll MA I LLC | Massachusetts | 23-2748927** |
| Toll MA II LLC | Massachusetts | 23-2748927** |
| Toll MD I, L.L.C. | Maryland | 23-2737488** |
| Toll MD II LLC | Maryland | 23-2740412** |
| Toll MD III LLC | Maryland | 20-2101938** |
| Toll MD IV LLC | Maryland | 20-2101938** |
| Toll Midwest LLC | Delaware | 57-1195250** |
| Toll Morgan Street LLC | Delaware | 20-5088496** |
| Toll NC I LLC | North Carolina | 23-2917299** |
| Toll NC IV LLC | North Carolina | 20-5208447** |
| Toll NC Note LLC | North Carolina | 23-2917299** |
| Toll NC Note II LLC | North Carolina | 23-2917299** |
| Toll NJ I, L.L.C. | New Jersey | 23-3091620** |
| Toll NJ II, L.L.C. | New Jersey | 23-3091620** |
| Toll NJ III, LLC | New Jersey | 23-2417123** |
| Toll North LV LLC | Nevada | 56-2489922** |
| Toll North Reno LLC | Nevada | 56-2489922** |
| Toll NV Holdings LLC | Nevada | 56-2489922** |
| Toll Realty L.L.C. | Florida | 23-2417123** |
| Toll San Antonio TX LLC | Texas | 20-4888966** |
| Toll South LV LLC | Nevada | 56-2489922** |
| Toll South Reno LLC | Nevada | 56-2489922** |
| Toll Southwest LLC | Delaware | 23-2417123** |
| Toll Stratford LLC | Virginia | 20-3116806 |
| Toll TX Note LLC | Texas | 26-0389704** |
| Toll VA L.L.C. | Delaware | 51-0385728 |
| Toll VA III L.L.C. | Virginia | 23-2417123** |
| Toll Van Wyck, LLC | New York | 23-2796637** |
| Toll Vanderbilt I LLC | Rhode Island | 23-3020194** |
| Toll Vanderbilt II LLC | Rhode Island | 51-1195217** |
| Toll-Dublin, LLC | California | 23-3070669** |
| Toll West Coast LLC | Delaware | 23-2417123** |
| Vanderbilt Capital LLC | Rhode Island | 56-2421664 |
| Virginia Construction Co. I, LLC | Virginia | 23-2417123** |
| Virginia Construction Co. II, LLC | Virginia | 23-2417123** |

** Uses Employer Identification Number used by its sole member.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-178130) is being filed for the purposes of filing certain additional exhibits to the Registration Statement. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, the base prospectus is omitted from this filing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following is a statement of estimated expenses in connection with the issuance and distribution of the securities being registered, other than underwriting discounts.

| | |
|--|---------------|
| SEC registration fee | (1) |
| Fees and expenses of independent accountants | (2) |
| Trustee fees and expenses | (2) |
| Legal fees and expenses | (2) |
| Printing and delivery expenses | (2) |
| Blue sky fees | (2) |
| Rating agency fees | (2) |
| Miscellaneous expenses | (2) |
| Total | (1)(2) |

- (1) Because an indeterminate amount of securities are covered by this Registration Statement, we are deferring payment of the registration fee pursuant to Rule 456(b) under the Securities Act.
- (2) Because an indeterminate amount of securities are covered by this Registration Statement and the number of offerings are indeterminable, the expenses in connection with the issuance and distribution of the securities are not currently determinable.

Item 15. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal actions or proceedings, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action, and the DGCL requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The DGCL provides that it is not exclusive of other indemnification that may be granted by a corporation's bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Under our Certificate of Incorporation and bylaws, the Company is obligated to indemnify and hold harmless any Director, officer or employee of the Company to the fullest extent permitted by law as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than such law permitted the Company to provide prior to such amendment) against expenses (including legal fees), judgments, losses, liability, fines and amounts paid in settlement, actually and reasonably incurred or suffered by him or her, in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), brought or threatened to be brought against him by reason of the fact that he or she is or was a Director, officer or employee of the Company or is or was serving at the request of the Company as a director, officer, employee or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or trustee or in any other capacity while serving as a director, officer, employee or trustee; provided, however, that except as provided in the Certification of Incorporation with respect to proceedings to enforce rights to indemnification, the Company is obligated to indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such

indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors. In addition to the foregoing, the Company may provide indemnification for any indemnitee in those instances in which such indemnification, although greater in scope or degree than that expressly provided by law, is deemed to be in the best interest of the Company by (a) a majority of disinterested Directors even though less than a quorum (which may consist of only one Director if there is only one disinterested Director), (b) by a committee of disinterested Directors designated by a majority of disinterested Directors, even though less than a quorum, or (c) if there are no disinterested Directors, or if such disinterested Directors so direct, by independent legal counsel in a written opinion.

In addition, an indemnitee also has the right to be paid by the Company the expenses incurred (including attorney's fees) in connection with any proceeding in advance of the final disposition of the proceeding (hereinafter an "advancement of expenses"); provided, however, that, if required by law, any advancement of expenses incurred by a indemnitee solely in his capacity as a director, officer or employee shall only be made upon delivery to the Company of an undertaking (hereinafter an "undertaking") by or on behalf of such indemnitee to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified by the Company or authorized by law. No such undertaking is required in connection with the advancement of expenses incurred by an indemnitee acting in any other capacity in which service is or was rendered by such indemnitee, including, without limitation, service to an employee benefit plan.

A Director of the Company will not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the Director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The Company carries directors' and officers' liability insurance that covers certain liabilities and expenses of its directors and officers.

Item 16. Exhibits

A list of exhibits filed herewith is contained in the exhibit index that immediately precedes such exhibits and is incorporated herein by reference.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment of 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 a 20% 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 relating 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 (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) 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 this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this registration statement.

(2) That, for purposes 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:

(i) If the registrant is relying on Rule 430B:

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

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of this 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 this 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 this registration statement relating to the securities in this 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 this registration statement or made in a document incorporated or deemed incorporated by reference into this 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 this registration statement or prospectus that was part of this 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.
- (b) 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 section 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 will be deemed to be the initial bona fide offering thereof.
- (c) 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 provisions described under Item 15 above, 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.
- (d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act (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, Toll Brothers, Inc. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

TOLL BROTHERS, INC.

By: /s/ Joseph R. Sicree
 Joseph R. Sicree
 Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------------------|---|
| * Robert I. Toll | Chairman of the Board, and Director |
| * Bruce E. Toll | Vice Chairman of the Board and Director |
| * Douglas C. Yearley, Jr. | Chief Executive Officer and Director (Principal Executive Officer) |
| * Martin P. Connor | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| * Robert S. Blank | Director |
| * Edward G. Boehne | Director |
| * Richard J. Braemer | Director |
| * Christine N. Garvey | Director |
| * Carl B. Marbach | Director |

| Signature | | Title |
|--------------------------|--|----------|
| * | | |
| Stephen A. Novick | | Director |
| * | | |
| Paul E. Shapiro | | Director |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule I of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on Schedule I of

Additional Registrants)

By: /s/ Joseph R. Sicree

Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated* on January 31, 2012.

* Except as otherwise provided herein, each of the following persons hold each of the positions listed next to his/her name for each Registrant listed on Schedule I of Additional Registrants. Where the Registrant is a limited partnership, this registration statement has been signed by the following persons on behalf of such entities corporate general partner in the capacities indicated.

| Signature | Title |
|---|---|
| * | |
| Douglas C. Yearley, Jr. | Chief Executive Officer and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants) (Principal Executive Officer) |
| Richard T. Hartman | President, Chief Operating Officer, Assistant Secretary and Director (as to Corporate Registrants)/Manager (as to limited liability company Registrants) |
| * | |
| Martin P. Connor | Senior Vice President, Treasurer, Chief Financial Officer, Assistant Secretary and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants) (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule II of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on Schedule II of
Additional Registrants)

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated* on January 31, 2012.

* Except as otherwise provided herein, each of the following persons holds each of the positions listed next to his/her name for each Registrant listed on Schedule II of Additional Registrants. Where the Registrant is a limited partnership, this registration statement has been signed by the following persons on behalf of such entities corporate general partner in the capacities indicated.

| Signature | Title |
|---|---|
| * Douglas C. Yearley, Jr. | Director (Principal Executive Officer) |
| Richard T. Hartman | President and Director (as to Corporate Registrants)/Manager (as to limited liability company Registrants) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule III of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on Schedule III of Additional Registrants)

By: /s/ Joseph R. DeSanto
 Joseph R. DeSanto,
 President of each Registrant listed on Schedule III of Additional Registrants that is a corporation or limited liability company and President of the corporate general partner of each Registrant listed on Schedule III of Additional Registrants that is a limited partnership and President of the corporate managing member of each applicable limited liability company Registrant on Schedule III of Additional Registrants

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated* on January 31, 2012.

* Except as otherwise provided herein, each of the following persons holds each of the positions listed next to his/her name for each Registrant listed on Schedule III of Additional Registrants. Where the Registrant is a limited liability company, this registration statement has been signed by the following persons on behalf of such entities corporate manager in the capacities indicated. Where the Registrant is a limited partnership, this registration statement has been signed by the following persons on behalf of such entities corporate general partner in the capacities indicated.

| Signature | Title |
|--------------------------|---|
| * | |
| Joseph R. DeSanto | President, Treasurer, Secretary and Director (as to corporate Registrants)/ Manager (as to limited liability company Registrants) (Principal Executive Officer) (Principal Financial Officer) (Principal Accounting Officer) |
| * | |
| Michael McDevitt | Director (as to corporate Registrants)/Manager (as to limited liability company Registrants) |
| * | |
| Ann DiFiore | Vice President and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants) |
| * | |
| Mark J. Warshauer | Vice President and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants) |

| Signature | Title |
|-------------------------|--|
| * | Assistant Secretary and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants), but only with respect to the following entities listed on Schedule III: TB Proprietary Corp., Toll Buckeye Corp., Toll Centennial Corp., Toll Diamond Corp., Toll Golden Corp., Toll Granite Corp., Toll Mid-Atlantic LP Company, Inc., Toll Mid-Atlantic Note Company, Inc., Toll Midwest LLC, Toll Midwest Note Company, Inc., Toll Northeast LP Company, Inc., Toll Northeast Note Company, Inc., Toll Palmetto Corp., Toll Southeast LP Company, Inc., Toll Southeast Note Company, Inc., Toll Southwest LLC, Toll Southwest Note Company, Inc., Toll West Coast LLC and Toll WestCoast Note Company, Inc. |
| Mary Alice Avery | |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule IV of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on Schedule IV
of Additional Registrants)

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---|---|
| * David H. Richey | President and Manager (Principal Executive Officer) |
| * Mitchell P. Laskowitz | Secretary and Manager |
| * David A. Larkin | Vice President and Manager |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule V of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on Schedule V of Additional Registrants)

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---|--|
| * Gary M. Mayo | President, Secretary and Manager (Principal Executive Officer) |
| Richard T. Hartman | Manager |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the Registrants, as listed on the attached Schedule VI of Additional Registrants, 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Registrants (As Listed on the Schedule VI of Additional Registrants)

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---|---|
| * James Manners | President and Manager (Principal Executive Officer) |
| * Jean Sweet | Manager and Secretary |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, ESE Consultants, Inc. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

ESE Consultants, Inc.

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---|---|
| * Barry Depew | Chief Executive Officer and Director (Principal Executive Officer) |
| * Christopher Stocke | President, Chief Operating Officer, and Director |
| * Javier Vega | Senior Vice President, Secretary and Director |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Architecture, Inc. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll Architecture, Inc.

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---|--|
| * Jed Gibson | President and Director (Principal Executive Officer) |
| * Edward D. Weber | Vice President and Director |
| * Lee J. Golanoski | Secretary and Director |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Architecture I, P.A. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll Architecture I, P.A.

By: /s/ Jed Gibson
Jed Gibson,
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------|--|
| * | President, Secretary, Treasurer and |
| Jed Gibson | Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Northeast Services, Inc. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll Northeast Services, Inc.

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|---|
| * | Vice President, Secretary and Director |
| Joseph DeSanto | |
| * | Director |
| Michael McDevitt | |
| * | Senior Vice President, Treasurer and Assistant Secretary |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, and Assistant Secretary (Principal Accounting Officer) |
| Joseph R. Sicree | |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, C.B.A.Z. Construction Company LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

C.B.A.Z. Construction Company LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|---------------------------|--|
| Richard T. Hartman | President and Manager (Principal Executive Officer) |
| * | Manager and Secretary, |
| Charles W. Bowie | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and |
| Joseph R. Sicree | Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Frenchman s Reserve Realty, LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Frenchman s Reserve Realty, LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|--|
| * | President and Manager (Principal Executive Officer) |
| Jason Snyder | |
| * | Secretary and Manager |
| Mark Smietana | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary |
| Joseph R. Sicree | (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Hoboken Land I LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Hoboken Land I LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|--------------------------------|--|
| * | Chief Executive Officer and Manager (Principal Executive Officer) |
| Douglas C. Yearley, Jr. | |
| * | Manager |
| Roger A. Brush | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary |
| Joseph R. Sicree | (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Jacksonville TBI Realty, LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Jacksonville TBI Realty, LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree
Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|--|
| * | President and Manager (Principal Executive Officer) |
| Kelly Hofelt | |
| * | Secretary and Manager |
| James McDade | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary |
| Joseph R. Sicree | (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Mizner Realty L.L.C. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Mizner Realty L.L.C.

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|--|
| * | President, Secretary and Manager (Principal Executive Officer) |
| Edward D. Weber | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary |
| Joseph R. Sicree | (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Orlando TBI Realty, LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Orlando TBI Realty, LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|---|
| * | President, Secretary and Manager (Principal Executive Officer) |
| Lynda Stephens | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | |
| Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, South Riding Realty LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

South Riding Realty LLC

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|---|
| * | President, Secretary and Manager (Principal Executive Officer) |
| William Gilligan | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | |
| Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Jupiter LLC 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll Jupiter LLC,

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|----------------------------|---|
| * | President, Secretary and Manager (Principal Executive Officer) |
| Edward D. Weber | |
| * | |
| James McDade | Vice President and Manager |
| * | |
| Alexandre DeChabert | Assistant Vice President and Manager |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | |
| Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Realty L.L.C. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll TX Note LLC

By: /s/ Thomas J. Murray
Thomas J. Murray, Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|--------------|
| * | Manager |
| Thomas J. Murray | |
| * | Manager |
| Robert G Paul | |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toll Realty L.L.C. 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 Township of Horsham, Commonwealth of Pennsylvania, on January 31, 2012.

Toll Realty L.L.C.

By: /s/ Joseph R. Sicree
Joseph R. Sicree

Senior Vice President and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2012.

| Signature | Title |
|-------------------------|--|
| * | President, Secretary and Manager (Principal Executive Officer) |
| Edward D. Weber | |
| * | Senior Vice President and Chief Financial Officer |
| Martin P. Connor | (Principal Financial Officer) |
| /s/ Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary |
| Joseph R. Sicree | (Principal Accounting Officer) |

*By: /s/ Joseph R. Sicree
Joseph R. Sicree
Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 1.1** | Underwriting Agreement. |
| 4.1 | Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, filed with the Secretary of State of the State of Delaware, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 22, 2010. |
| 4.2 | By-laws of the Registrant, as Amended and Restated June 11, 2008, are hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2008. |
| 4.3 | Amendment to the By-laws of the Registrant, dated as of September 24, 2009, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2009. |
| 4.4 | Specimen Common Stock Certificate is hereby incorporated by reference to Exhibit 4.1 of the Registrant's Form 10-K for the fiscal year ended October 31, 1991. |
| 4.5 | Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock of the Registrant is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on June 18, 2007. |
| 4.6** | Form of stock certificate for the Preferred Stock of the Registrant. |
| 4.7** | Form of Debt Securities. |
| 4.8** | Form of Warrant Agreement. |
| 4.9** | Form of Warrant Certificate. |
| 4.10** | Form of Guarantee of Debt Securities. |
| 4.11 | Form of Indenture for Senior Debt Securities. |
| 4.12* | Form of Indenture for Subordinated Debt Securities. |
| 4.13 | Rights Agreement dated as of June 13, 2007, by and between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, is hereby incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on June 18, 2007. |
| 5* | Form of Opinion of Simpson Thacher & Bartlett, New York, New York. |
| 12* | Statement Regarding Computation of Ratio of Earnings to Fixed Charges. |
| 23.1* | Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1). |
| 23.2* | Consent of Ernst & Young LLP Independent Registered Public Accounting Firm. |
| 24* | Power of Attorney (included in signature pages hereto). |
| 25.1 | Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, of the Bank of New York Mellon, as trustee for the Senior Indenture. |
| 25.2** | Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, of trustee for the Subordinated Indenture. |

Filed herewith.

* Previously filed.

** To be filed by amendment or as an exhibit to a report filed under the Exchange Act and incorporated herein by reference.