

Toll Southwest II LLC
Form POSASR
March 07, 2017

As filed with the Securities and Exchange Commission on March 7, 2017
Registration No. 333-202046

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

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Toll Brothers, Inc.*
(Exact name of registrant as specified in its charter)

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

23-2416878
(I.R.S.
Employer
Identification
No.)

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

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

John K. 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)

Copy to:

Joseph D. Zavaglia, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019

(212) 474-1724

Edgar Filing: Toll Southwest II LLC - Form POSASR

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

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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

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

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller 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) |
| Senior Debt Securities | (2) | (2) | (2) | (2) |
| Subordinated Debt Securities | (2) | (2) | (2) | (2) |
| Guarantees | (2), (3) | (2), (3) | (2), (3) | (2), (3) |

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

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

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

Edgar Filing: Toll Southwest II LLC - Form POSASR

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

Edgar Filing: Toll Southwest II LLC - Form POSASR

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

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| First Huntingdon Finance Corp. | Delaware | 23-2485787 |
| Toll Brothers Finance Corp. | Delaware | 23-3097271 |
| Toll Corp. | Delaware | 23-2485860 |

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

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| 110-112 Third Ave. Realty Corp. | New York | 13-1940046 |
| Amwell Chase, Inc. | Delaware | 23-2551304 |
| ESE Consultants, Inc. | Delaware | 23-2432981 |
| Fairway Valley, Inc. | Delaware | 23-2432976 |
| First Brandywine Investment Corp. II | Delaware | 23-2731790 |
| First Brandywine Investment Corp. IV | Delaware | 61-1443340 |
| Franklin Farms G.P., Inc. | Delaware | 23-2486303 |
| HQZ Acquisitions, Inc. | Michigan | 38-3149633 |
| MA Limited Land Corporation | Delaware | 23-2523560 |
| PRD Investors, Inc. | Delaware | 46-5522455 |
| SH Homes Corporation | Michigan | 38-3392296 |
| Shapell Homes, Inc. | Delaware | 94-3490626 |
| Shapell Industries, Inc. | Delaware | 95-2578030 |
| SI Investment Corporation | Michigan | 38-3298884 |
| TB Proprietary Corp. | Delaware | 23-2485790 |
| Tenby Hunt, Inc. | Delaware | 23-2682947 |
| The Silverman Building Companies, Inc. | Michigan | 38-3075345 |
| Toll Architecture I, P.A. | Delaware | 20-4889260 |
| Toll Architecture, Inc. | Delaware | 20-3532291 |
| Toll AZ GP Corp. | Delaware | 23-2815680 |
| Toll Bros. of Arizona, Inc. | Arizona | 23-2906398 |
| Toll Bros. of North Carolina, Inc. | North Carolina | 23-2777389 |
| Toll Bros. of North Carolina II, Inc. | North Carolina | 23-2990315 |
| Toll Bros. of North Carolina III, Inc. | North Carolina | 23-2993276 |
| Toll Bros., Inc. | Delaware | 23-2600117 |
| Toll Bros., Inc. | Pennsylvania | 23-2417123 |
| Toll Bros., Inc. | Texas | 23-2896374 |
| Toll Brothers AZ Construction Company | Arizona | 23-2832024 |
| Toll Brothers Canada USA, Inc. | Delaware | 61-1756936 |
| Toll Brothers Real Estate, Inc. | Pennsylvania | 23-2417116 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|------------------------|------------|------------|
| Toll Buckeye Corp. | Delaware | 56-2489916 |
| Toll CA GP Corp. | California | 23-2748091 |
| Toll CA Holdings, Inc. | Delaware | 45-4751630 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Toll Centennial Corp. | Delaware | 56-2489913 |
| Toll CO GP Corp. | Colorado | 23-2978190 |
| Toll Development Company, Inc. | Michigan | 38-3180742 |
| Toll Diamond Corp. | Delaware | 57-1195241 |
| Toll FL GP Corp. | Florida | 23-2796288 |
| Toll GA GP Corp. | Georgia | 20-5853882 |
| Toll Golden Corp. | Delaware | 56-2489904 |
| Toll Granite Corp. | Delaware | 57-1195215 |
| Toll Holdings, Inc. | Delaware | 23-2569047 |
| Toll IL GP Corp. | Illinois | 23-2967049 |
| Toll Land Corp. No. 6 | Pennsylvania | 23-2417134 |
| Toll Land Corp. No. 10 | Delaware | 23-2551776 |
| Toll Land Corp. No. 20 | Delaware | 23-2551793 |
| Toll Land Corp. No. 43 | Delaware | 23-2737488 |
| Toll Land Corp. No. 50 | Delaware | 23-2860513 |
| Toll MD Builder Corp. | Maryland | 20-0355148 |
| Toll MI GP Corp. | Michigan | 23-2917543 |
| Toll Mid-Atlantic LP Company, Inc. | Delaware | 57-1195257 |
| Toll Mid-Atlantic Note Company, Inc. | Delaware | 57-1195252 |
| Toll Midwest Note Company, Inc. | Delaware | 56-2489923 |
| Toll MN GP Corp. | Minnesota | 20-0099962 |
| Toll NC GP Corp. | North Carolina | 23-2760759 |
| Toll NH GP Corp. | New Hampshire | 23-3048998 |
| Toll NJX-I Corp. | Delaware | 51-0413821 |
| Toll Northeast LP Company, Inc. | Delaware | 57-1195250 |
| Toll Northeast Note Company, Inc. | Delaware | 57-1195240 |
| Toll Northeast Services, Inc. | Delaware | 20-3714378 |
| Toll NV GP Corp. | Nevada | 23-2928710 |
| Toll OH GP Corp. | Ohio | 23-2878722 |
| Toll PA Builder Corp. | Pennsylvania | 87-0693313 |
| Toll PA GP Corp. | Pennsylvania | 23-2687561 |
| Toll PA II GP Corp. | Pennsylvania | 03-0395069 |
| Toll PA III GP Corp. | Pennsylvania | 20-1934096 |
| Toll Palmetto Corp. | Delaware | 57-1195245 |
| Toll Peppertree, Inc. | New York | 23-2709097 |
| Toll Realty Holdings Corp. I | Delaware | 23-2954512 |
| Toll Realty Holdings Corp. II | Delaware | 23-2954511 |
| Toll RI GP Corp. | Rhode Island | 23-3020194 |
| Toll SC GP Corp. | South Carolina | 23-3094328 |
| Toll Southeast LP Company, Inc. | Delaware | 57-1195213 |
| Toll Southeast Note Company, Inc. | Delaware | 57-1195261 |
| Toll Southwest Note Company, Inc. | Delaware | 56-2489921 |
| Toll SW Holding I Corp. | Nevada | 26-3753963 |
| Toll TN GP Corp. | Tennessee | 23-2886926 |
| Toll TX GP Corp. | Delaware | 23-2796291 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|--------------------------|----------|------------|
| Toll VA GP Corp. | Delaware | 23-2551790 |
| Toll VA Member Two, Inc. | Delaware | 51-0385726 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Toll WA GP Corp. | Washington | 45-3717010 |
| Toll WestCoast Note Company, Inc. | Delaware | 59-3790049 |
| Toll WV GP Corp. | West Virginia | 20-3337780 |
| Toll YL, Inc. | California | 23-2898272 |
| Upper K Investors, Inc. | Delaware | 46-5531792 |
| Ashford Land Company, L.P. | Delaware | 20-8437831 |
| Audubon Ridge, L.P. | Pennsylvania | 23-2668976 |
| Belmont Land, L.P. | Virginia | 23-2810333 |
| Binks Estates Limited Partnership | Florida | 23-2796300 |
| Broad Run Associates, L.P. | Pennsylvania | 23-2979479 |
| Byers Commercial LP | Pennsylvania | 20-1606337 |
| CC Estates Limited Partnership | Massachusetts | 23-2748927 |
| Cold Spring Hunt, L.P. | Pennsylvania | 23-2702468 |
| Coleman-Toll Limited Partnership | Nevada | 23-2928708 |
| Dominion Country Club, L.P. | Virginia | 23-2984309 |
| Estates at Princeton Junction, L.P. | New Jersey | 23-2760779 |
| Fairfax Investment, L.P. | Virginia | 23-2982190 |
| First Brandywine Partners, L.P. | Delaware | 51-0385730 |
| Greens at Waynesborough, L.P. | Pennsylvania | 23-2740013 |
| Hoboken Land LP | New Jersey | 20-1466751 |
| Hockessin Chase, L.P. | Delaware | 23-2944970 |
| Laurel Creek, L.P. | New Jersey | 23-2796297 |
| Loudoun Valley Associates, L.P. | Virginia | 23-3025878 |
| NC Country Club Estates Limited Partnership | North Carolina | 23-2917299 |
| Porter Ranch Development Co. | California | 95-2952018 |
| Silverman-Toll Limited Partnership | Michigan | 23-2986323 |
| Sorrento at Dublin Ranch I LP | California | 20-3337641 |
| Sorrento at Dublin Ranch III LP | California | 20-3337665 |
| South Riding, L.P. | Virginia | 23-2994369 |
| South Riding Amberlea LP | Virginia | 20-0383954 |
| South Riding Partners Amberlea LP | Virginia | 20-0384024 |
| South Riding Partners, L.P. | Virginia | 23-2861890 |
| Southport Landing Limited Partnership | Connecticut | 23-2784609 |
| Springton Pointe, L.P. | Pennsylvania | 23-2810340 |
| Stone Mill Estates, L.P. | Pennsylvania | 23-3013974 |
| Swedesford Chase, L.P. | Pennsylvania | 23-2939504 |
| TBI/Palm Beach Limited Partnership | Florida | 23-2891601 |
| The Bird Estate Limited Partnership | Massachusetts | 23-2883360 |
| Toll at Brier Creek Limited Partnership | North Carolina | 23-2954264 |
| Toll at Westlake, L.P. | New Jersey | 23-2963549 |
| Toll at Whippoorwill, L.P. | New York | 23-2888554 |
| Toll Brooklyn L.P. | New York | 20-1941153 |
| Toll Brothers AZ Limited Partnership | Arizona | 23-2815685 |
| Toll CA, L.P. | California | 23-2963547 |
| Toll CA II, L.P. | California | 23-2838417 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

Toll CA III, L.P.

California

23-3031827

Toll CA IV, L.P.

California

23-3029688

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Toll CA V, L.P. | California | 23-3091624 |
| Toll CA VI, L.P. | California | 23-3091657 |
| Toll CA VII, L.P. | California | 20-1972440 |
| Toll CA VIII, L.P. | California | 20-2328888 |
| Toll CA IX, L.P. | California | 20-3454571 |
| Toll CA X, L.P. | California | 20-3454613 |
| Toll CA XI, L.P. | California | 20-3532036 |
| Toll CA XII, L.P. | California | 20-3733386 |
| Toll CA XIX, L.P. | California | 20-5853968 |
| Toll CA XX, L.P. | California | 47-3678669 |
| Toll CO, L.P. | Colorado | 23-2978294 |
| Toll CO II, L.P. | Colorado | 46-1812136 |
| Toll CO III, L.P. | Colorado | 47-2088497 |
| Toll CT Limited Partnership | Connecticut | 23-2963551 |
| Toll CT II Limited Partnership | Connecticut | 23-3041974 |
| Toll CT III Limited Partnership | Connecticut | 27-3790650 |
| Toll CT IV Limited Partnership | Connecticut | 45-4291419 |
| Toll DE LP | Delaware | 20-0660934 |
| Toll DE II LP | Delaware | 26-1358236 |
| 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 FL XII Limited Partnership | Florida | 46-5669537 |
| Toll FL XIII Limited Partnership | Florida | 47-2556249 |
| 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 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 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|----------------------------------|----------|------------|
| Toll Land IX Limited Partnership | Virginia | 23-2939502 |
| Toll Land X Limited Partnership | Virginia | 23-2774670 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| 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 XXV Limited Partnership | New Jersey | 23-2867694 |
| Toll MA Land Limited Partnership | Massachusetts | 20-4889176 |
| Toll MA Land III Limited Partnership | Massachusetts | 81-4230212 |
| Toll MD AF Limited Partnership | Maryland | 23-2740412 |
| 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 MI VI Limited Partnership | Michigan | 47-2837197 |
| 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 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 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|--------------------|------------|------------|
| Toll NJ VIII, L.P. | New Jersey | 20-3337736 |
| Toll NJ XI, L.P. | New Jersey | 20-5088496 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Toll NJ XII LP | New Jersey | 46-5647446 |
| Toll NV Limited Partnership | Nevada | 23-3010602 |
| Toll NY L.P. | New York | 20-3887115 |
| Toll NY III L.P. | New York | 26-3893230 |
| Toll NY IV L.P. | New York | 27-1500651 |
| Toll NY V L.P. | New York | 47-3281922 |
| Toll Orlando Limited Partnership | Florida | 20-2862679 |
| Toll PA Development LP | Pennsylvania | 47-3741797 |
| Toll PA Management LP | Pennsylvania | 47-3751893 |
| 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 |
| Toll PA XIII, L.P. | Pennsylvania | 20-4889135 |
| Toll PA XIV, L.P. | Pennsylvania | 26-1603357 |
| Toll PA XV, L.P. | Pennsylvania | 26-1415588 |
| Toll PA XVI, L.P. | Pennsylvania | 47-1237726 |
| Toll PA XVII, L.P. | Pennsylvania | 47-1248397 |
| Toll PA XVIII, L.P. | Pennsylvania | 47-1051800 |
| Toll PA XIX, L.P. | Pennsylvania | 47-2858350 |
| Toll Realty Holdings LP | Delaware | 23-2954509 |
| Toll RI, L.P. | Rhode Island | 23-3020191 |
| Toll RI II, L.P. | Rhode Island | 27-0043852 |
| Toll SC, L.P. | South Carolina | 23-3094632 |
| Toll SC II, L.P. | South Carolina | 82-0574725 |
| Toll SC III, L.P. | South Carolina | 20-4249465 |
| Toll SC IV, L.P. | South Carolina | 26-2314893 |
| Toll Stonebrae LP | California | 20-3192668 |
| Toll VA, L.P. | Virginia | 23-2952674 |
| Toll VA II, L.P. | Virginia | 23-3001131 |
| Toll VA III, L.P. | Virginia | 23-3001132 |
| Toll VA IV, L.P. | Virginia | 75-2972033 |
| Toll VA V, L.P. | Virginia | 47-0887401 |
| Toll VA VI, L.P. | Virginia | 20-1972394 |
| Toll VA VII, L.P. | Virginia | 20-3675918 |
| Toll VA VIII, L.P. | Virginia | 47-1670570 |
| Toll WA LP | Washington | 35-2425736 |
| Toll WV LP | West Virginia | 20-4249451 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|-------------------|------------|------------|
| Toll YL II, L.P. | California | 80-0014182 |
| Toll-Dublin, L.P. | California | 23-3070669 |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Village Partners, L.P. | Pennsylvania | 81-0594073 |
| 89 Park Avenue LLC | New York | 23-2796637** |
| 126-142 Morgan Street Urban Renewal LLC | New Jersey | 20-5088496** |
| 134 Bay Street LLC | Delaware | 20-2635402** |
| 1400 Hudson LLC | New Jersey | 20-1466751** |
| 1451 Hudson LLC | New Jersey | 20-1466751** |
| 1450 Washington LLC | New Jersey | 20-1466751** |
| 1500 Garden St. LLC | New Jersey | 20-1466751** |
| 353-357 Broadway LLC | New York | 47-1495579 |
| 353-357 Broadway Member LLC | New York | 57-1195250** |
| 700 Grove Street Urban Renewal, LLC | New Jersey | 20-0215496** |
| Arbor Hills Development LLC | Michigan | 20-1501161** |
| Arbors Porter Ranch, LLC | California | 95-2952018** |
| Belmont Country Club I LLC | Virginia | 23-2810333** |
| Belmont Country Club II LLC | Virginia | 23-2810333** |
| Block 255 LLC | New Jersey | 20-1466751** |
| Block 268 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** |
| Byers Commercial LLC | Delaware | 23-3063349** |
| Component Systems I LLC | Delaware | 23-2417123** |
| Component Systems II LLC | Delaware | 23-2417123** |
| CWG Construction Company LLC | New Jersey | 20-1104737 |
| Dominion Valley Country Club I LLC | Virginia | 23-2984309** |
| Dominion Valley Country Club II LLC | Virginia | 23-2984309** |
| Enclave at Long Valley I LLC | New Jersey | 23-3038827** |
| Enclave at Long Valley II LLC | New Jersey | 23-3038827** |
| First Brandywine LLC I | Delaware | 23-2731790** |
| First Brandywine LLC II | Delaware | 23-2731790** |
| Frenchman's Reserve Realty, LLC | Florida | 23-2417123** |
| Goshen Road Land Company LLC | Pennsylvania | 57-1195257** |
| Hatboro Road Associates LLC | Pennsylvania | 23-3097666** |
| Hoboken Cove LLC | New Jersey | 20-1466751** |
| Hoboken Land I LLC | Delaware | 20-1466751** |
| Jacksonville TBI Realty LLC | Florida | 23-2417123** |
| Liseter Land Company LLC | Pennsylvania | 23-2687561** |
| Liseter, LLC | Delaware | 23-2687561** |
| Long Meadows TBI, LLC | Maryland | 23-3044366** |
| Martinsburg Ventures, L.L.C. | Virginia | 23-2865738** |
| Mizner Realty, L.L.C. | Florida | 23-2417123** |
| Morgan Street JV LLC | Delaware | 20-5088496** |
| Naples TBI Realty, LLC | Florida | 23-2417123** |
| Orlando TBI Realty LLC | Florida | 23-2417123** |
| Placentia Development Company, LLC | California | 95-2578030** |
| Plum Canyon Master LLC | Delaware | 95-2578030** |

Edgar Filing: Toll Southwest II LLC - Form POSASR

PRD Investors, LLC
PT Maxwell Holdings, LLC

Delaware 95-2578030**
New Jersey 20-3153303

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| PT Maxwell, L.L.C. | New Jersey | 20-3153303** |
| Rancho Costera LLC | Delaware | 95-2578030** |
| Regency at Denville LLC | New Jersey | 23-2810344** |
| Regency at Dominion Valley LLC | Virginia | 23-2984309** |
| Regency at Washington I LLC | New Jersey | 23-3098583** |
| Regency at Washington II LLC | New Jersey | 23-3098583** |
| Shapell Hold Properties No. 1, LLC | Delaware | 95-2578030** |
| Shapell Land Company, LLC | Delaware | 95-2578030** |
| 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** |
| Toll Austin TX LLC | Texas | 26-0389752** |
| Toll Austin TX II LLC | Texas | 46-4823022 |
| Toll Austin TX III LLC | Texas | 47-2161571 |
| Toll BBC LLC | Texas | 26-0389704** |
| Toll BBC II LLC | Texas | 26-0389704** |
| Toll CA I LLC | California | 23-2838417** |
| Toll CA III LLC | California | 95-2578030** |
| 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 | 23-2963551** |
| Toll Dallas TX LLC | Texas | 26-0389704 |
| 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 FL V LLC | Florida | 27-3790713** |
| Toll Glastonbury LLC | Connecticut | 23-3041974** |
| Toll Henderson LLC | Nevada | 23-2417123** |
| Toll Hoboken LLC | Delaware | 20-0465460** |
| Toll Houston Land LLC | Texas | 27-0876926** |
| Toll Houston TX LLC | Texas | 27-0876926 |
| Toll ID I LLC | Idaho | 23-2417123** |
| Toll IN LLC | Indiana | 23-2417123** |
| Toll Jupiter LLC | Florida | 20-3368529** |
| Toll Land VII LLC | New York | 57-1195250** |
| Toll Lexington LLC | New York | 27-3767977 |
| Toll MA Development LLC | Massachusetts | 57-1195250** |
| Toll MA Holdings LLC | Delaware | 57-1195250** |
| Toll MA Land II GP LLC | Delaware | 57-1195250** |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| | | |
|------------------------|---------------|--------------|
| Toll MA Management LLC | Massachusetts | 57-1195250** |
| Toll MA I LLC | Massachusetts | 23-2748927** |

Edgar Filing: Toll Southwest II LLC - Form POSASR

| Exact Name of Registrant As Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Toll MA II LLC | Massachusetts | 23-2748927** |
| Toll MA III LLC | Massachusetts | 23-2748927** |
| Toll MA IV 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 NJ IV LLC | New Jersey | 57-1195250** |
| Toll NY II LLC | New York | 57-1195250** |
| Toll North LV LLC | Nevada | 23-2417123** |
| Toll North Reno LLC | Nevada | 23-2417123** |
| Toll NV GP I LLC | Nevada | 23-2928710** |
| Toll NV Holdings LLC | Nevada | 23-2417123** |
| Toll PA Twin Lakes LLC | Pennsylvania | 57-1195257** |
| Toll Prasada LLC | Arizona | 23-2417123** |
| Toll San Antonio TX LLC | Texas | 20-4888966** |
| Toll South LV LLC | Nevada | 23-2417123** |
| Toll South Reno LLC | Nevada | 23-2417123** |
| Toll Southwest LLC | Delaware | 23-2417123** |
| Toll Southwest II LLC | Delaware | 23-2417123** |
| Toll Stratford LLC | Virginia | 20-3116806 |
| Toll SW Holding LLC | Nevada | 26-3754027 |
| 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 II LLC | Rhode Island | 51-1195217** |
| Toll-Dublin, LLC | California | 23-3070669** |
| Toll West Coast LLC | Delaware | 23-2417123** |
| Toll West Coast II LLC | Delaware | 23-2417123** |
| Upper K Investors, LLC | Delaware | 95-2578030** |
| Upper K-Shapell, LLC | Delaware | 95-3017628 |
| 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. 2 to the Registration Statement on Form S-3 (Registration No. 333-202046) (the “Registration Statement”) is being filed for the following purposes:

i) adding the following subsidiaries of Toll Brothers, Inc. as co-registrants to the Registration Statement to allow such subsidiaries to guarantee the debt securities covered by the Registration Statement:

| | |
|--------------------------------------|------------------------|
| Byers Commercial LP | Toll NJ IV LLC |
| Toll MA Land III Limited Partnership | Toll PA Twin Lakes LLC |
| 1451 Hudson, LLC | Toll Prasada LLC |
| Byers Commercial LLC | Toll Southwest II LLC |
| Toll ID I LLC | Toll West Coast II LLC |

ii) adding such guarantees of debt securities to the Registration Statement; and

iii) removing the following subsidiaries a co-registrants to the Registration Statement due to their dissolution:

| | |
|--|--|
| 51 N. 8 th Street L.P. | 51 N. 8 th Street I LLC |
| Blue Bell County Club, L.P. | Arthur’s Woods, LLC |
| Estates at Rivers Edge, L.P. | C.B.A.Z. Construction Company, LLC |
| Farmwell Hunt, L.P. | C.B.A.Z. Holding Company, LLC |
| Great Falls Hunt, L.P. | First Brandywine LLC III |
| Greenwich Chase, L.P. | First Brandywine LLC IV |
| Huckins Farm Limited Partnership | Golf I Country Club Estates at Moorpark LLC |
| TBI/Naples Limited Partnership | Golf II Country Club Estates at Moorpark LLC |
| Toll at Honey Creek Limited Partnership | Hawthorn Woods Country Club II LLC |
| Toll Land XXVI Limited Partnership | Lighthouse Point Land Company, LLC |
| Toll Livingston at Naples Limited Partnership | Longmeadow Properties LLC |
| Toll NH Limited Partnership | Paramount Village LLC |
| Toll Northville Limited Partnership | Phillips Drive LLC |
| Toll YL, L.P. | Prince William Land I LLC |
| West Amwell Limited Partnership | Prince William Land II LLC |
| Wilson Concord, L.P. | Regency at Mansfield I LLC |
| 110-112 Third Ave, GC II LLC | Regency at Mansfield II LLC |
| 110-112 Third Ave, GC LLC | The Ridges at Belmont Country Club I LLC |
| 2301 Fallston Road, LLC | The Ridges at Belmont Country Club II LLC |
| 5-01 - 5-17 48 th Avenue, GC II LLC | Toll Realty L.L.C. |
| 5-01 - 5-17 48 th Avenue, GC LLC | Toll Vanderbilt I LLC |
| 5-01 - 5-17 48 th Avenue II LLC | |
| 5-01 - 5-17 48 th Avenue LLC | |
| 51 N. 8 th Street GC LLC | |
| 51 N. 8 th Street GC II LLC | |

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 Rules 456(b) and 457(r) 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

Arizona Registrants

Toll Bros. of Arizona, Inc. and Toll Brothers AZ Construction Company are incorporated under the laws of Arizona. Section 10-851 of the Arizona Corporations and Associations Act (“ACAA”) provides that, subject to certain limitations, a corporation may indemnify a director against liability incurred in the proceeding if all of certain specified conditions exist, or as provided in the corporation’s articles of incorporation. A corporation may not indemnify a director who was adjudged liable on the basis that financial benefit was improperly received by the director. Indemnification is limited to reasonable expenses incurred in connection with the proceeding. Section 10-851 of the ACAA permits an Arizona corporation to eliminate or limit in its articles of incorporation the liability of a director to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except under certain specified circumstances and permits an Arizona corporation to include in its articles of incorporation a provision permitting or making obligatory indemnification of a director for liability to any person for any action taken, or any failure to take any action, as a director, except for certain exceptions.

Toll Brothers AZ Limited Partnership is registered under the laws of Arizona.

A partnership shall indemnify a withdrawn general partner whose interest is being purchased against all partnership liabilities, whether incurred before or after the withdrawal, except: (a) liabilities incurred by an act of the withdrawn general partner under § 29-1062 of Arizona Revised Statutes (the “A.R.S.”) and (b) liabilities for which the partner was not liable pursuant to § 29-215 of A.R.S. or 29-1026 of A.R.S.

Toll Prasada LLC is registered under the laws of Arizona.

The Arizona Limited Liability Company Act (“ALLCA”).Section 29–610(A)(13) of the ALLCA permits a limited liability company to indemnify a member, manager, employee, officer, agent or any other person.

California Registrants

Toll CA GP Corp. and Toll YL, Inc. are incorporated under the laws of California.

Section 317 of the California Corporations Code provides that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding or action by reason of the fact that she is or was a

director, officer, employee or other agent of such corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise. The person must have (a) acted in good faith (b) reasonably believed her conduct was in the best interests of the corporation, and (c) in the case of criminal proceedings, had no reasonable cause to believe her conduct was unlawful. Section 317 also grants authority to a corporation to include in its articles of incorporation indemnification provisions in excess of that permitted in Section 317, subject to certain limitations.

Porter Ranch Development Co., Sorrento at Dublin Ranch I LP, Sorrento at Dublin Ranch III LP, Toll CA, L.P., Toll CA II, L.P., Toll CA III, L.P., Toll CA IV, L.P., Toll CA V, L.P., Toll CA VI, L.P., Toll CA VII, L.P., Toll CA VIII, L.P., Toll CA IX, L.P., Toll CA X, L.P., Toll CA XI, L.P., Toll CA XII, L.P., Toll CA XIX, L.P., Toll CA XX, L.P., Toll Land XIX Limited Partnership, Toll Land XX Limited Partnership, Toll Land XXII Limited Partnership, Toll Land XXIII Limited Partnership, Toll Stonebrae LP, Toll YL II, L.P., and Toll-Dublin, L.P. are registered under the laws of California.

Section 15904.06 of the 2008 California Revised Limited Partnership Act provides that a limited partnership shall reimburse a general partner for payments made, and indemnify a general partner for liabilities incurred by the general partner, in the ordinary course of the activities of the partnership or for the preservation of its activities or property. Arbors Porter Ranch, LLC, Placentia Development Company, LLC, Toll CA I LLC, Toll CA III LLC, Toll CA Note II LLC, and Toll-Dublin, LLC are registered under the laws of California.

Section 17701.05 of the California Revised Uniform Limited Liability Company Act provides, subject to any limitations contained in the articles of organization and to compliance with this title and any other applicable laws, a limited liability company shall have all the power to indemnify or hold harmless any person.

Colorado Registrants

Toll CO GP Corp is incorporated under the laws of Colorado.

Section 7-109-102 of the Colorado Business Corporation Act permits indemnification of a director of a Colorado corporation, in the case of a third party action, if the director (a) conducted himself in good faith, (b) reasonably believed that (i) in the case of conduct in his official capacity, his conduct was in the corporation's best interest, or (ii) in all other cases, his conduct was not opposed to the corporation's best interest, and (c) in the case of any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. The section further provides for mandatory indemnification of directors and officers who are successful on the merits or otherwise in litigation. The statute limits the indemnification that a corporation may provide to its directors in two key respects. A corporation may not indemnify a director in a derivative action in which the director is held liable to the corporation or in any proceeding in which the director is held liable on the basis of his improper receipt of a personal benefit. The statute permits a corporation to indemnify and advance litigation expenses to officers, employees and agents who are not directors to a greater extent than directors if consistent with law and provided for by the articles of incorporation, the bylaws, a resolution of directors or shareholders, or a contract between the corporation and the officer, employee or agent.

Toll CO, L.P., Toll CO II, L.P., and Toll CO III, L.P. are registered under the laws of the Colorado.

Section 7-64-401 of the Colorado Uniform Partnership Act (1997) provides that a partnership shall indemnify a partner for liabilities incurred by the partner in the ordinary course of the business of the partnership, unless the liabilities were incurred in violation of the partner's duties to the partnership or the other partners.

Toll CO I LLC is registered under the laws of Colorado.

Section 7-80-407 of the Colorado Limited Liability Company Act permits indemnification of a member or manager in respect of payments made and personal liabilities reasonably incurred by that member or manager in the ordinary and proper conduct of the company's business or for the preservation of the company's business or property.

Connecticut Registrants

Southport Landing Limited Partnership, Toll CT II Limited Partnership, Toll CT III Limited Partnership, Toll CT IV Limited Partnership, Toll CT Limited Partnership, and Toll Land XVIII Limited Partnership are registered under the laws of Connecticut.

Section 34-335 of the Connecticut Uniform Partnership Act provides that a partnership shall reimburse a partner for payments made and indemnify a partner for liabilities incurred by the partner in the ordinary course of the business of

the partnership or for the preservation of its business or property.

Toll Glastonbury LLC is registered under the laws of Connecticut.

Section 143 of the Connecticut General Statutes provides an operating agreement may: (1) Eliminate or limit the personal liability

of a member or manager for monetary damages for breach of any duty provided for in section 34-141; and (2) provide for indemnification of a member or manager for judgments, settlements, penalties, fines or expenses incurred in a proceeding to which an individual is a party because such individual is or was a member or manager.

Delaware Registrants

Amwell Chase, Inc., ESE Consultants, Inc., Fairway Valley, Inc., First Brandywine Investment Corp. II, First Brandywine Investment Corp. IV, First Huntingdon Finance Corp., Franklin Farms G.P., Inc. MA Limited Land Corporation, PRD Investors, Inc., Shapell Homes, Inc., Shapell Industries, Inc., TB Proprietary Corp., Tenby Hunt, Inc., Toll Architecture I, P.A., Toll Architecture, Inc., Toll AZ GP Corp., Toll Bros., Inc., Toll Brothers Canada USA, Inc. Toll Brothers Finance Corp., Toll Buckeye Corp., Toll CA Holdings, Inc., Toll Centennial Corp., Toll Corp., Toll Diamond Corp., Toll Golden Corp., Toll Granite Corp., Toll Holdings, Inc., Toll Land Corp. No. 10, Toll Land Corp. No. 20, Toll Land Corp. No. 43, Toll Land Corp. No. 50, Toll Mid-Atlantic LP Company, Inc., Toll Mid-Atlantic Note Company, Inc., Toll Midwest Note Company, Inc., Toll NJX-I Corp., Toll Northeast LP Company, Inc., Toll Northeast Note Company, Inc., Toll Northeast Services, Inc., Toll Palmetto Corp., Toll Realty Holdings Corp. I, Toll Realty Holdings Corp. II, Toll Southeast LP Company, Inc., Toll Southeast Note Company, Inc., Toll Southwest Note Company, Inc., Toll TX GP Corp., Toll VA GP Corp., Toll VA Member Two, Inc., Toll WestCoast Note Company, and Upper K Investors, Inc. are incorporated under the laws of Delaware.

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.

Ashford Land Company, L.P., Byers Commercial LP, First Brandywine Partners, L.P., Hockessin Chase, L.P., Toll DE LP, Toll DE II LP, and Toll Realty Holdings LP.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act provides that a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions set forth in the partnership agreement.

134 Bay Street LLC, Component Systems I LLC, Component Systems II LLC, First Brandywine LLC I, First Brandywine LLC II, Hoboken Land I LLC, Liseter, LLC, Morgan Street JV LLC, Plum Canyon Master LLC, PRD Investors, LLC, Rancho Costera LLC, Shapell Hold Properties No. 1, LLC, Shapell Land Company, LLC, TB Kent Partners LLC, Toll Corners LLC, Toll EB, LLC, Toll Equipment, L.L.C., Toll Hoboken LLC, Toll MA Holdings LLC, Toll MA Land II GP LLC, Toll Midwest LLC, Toll Morgan Street LLC, Toll Southwest LLC, Toll Southwest II LLC, Toll VA L.L.C., Toll West Coast LLC, Toll West Coast II LLC, Upper K Investors, LLC, and Upper K-Shapell, LLC are registered under the laws of Delaware.

Section 18-108 of the Delaware Limited Liability Company Act provides that subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a company may indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Florida Registrants

Toll FL GP Corp. is incorporated under the laws of Florida.

Section 850 of the Florida Business Corporation Act provides that a Florida corporation may indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent if she acted in good faith and in a manner she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or

Edgar Filing: Toll Southwest II LLC - Form POSASR

proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, a Florida corporation is not permitted to indemnify any director, officer, employee, or agent if a judgment or other final adjudication establishes that her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe her conduct was lawful or had no reasonable cause to believe her conduct was unlawful; (b) a transaction from which the director, officer, employee, or agent derived an improper personal benefit; (c) in the case of a director, a circumstance

under which the liability provisions of Section 834 of the Florida Statute are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Binks Estates Limited Partnership, TBI/Palm Beach Limited Partnership, Toll Estero Limited Partnership, Toll FL Limited Partnership, Toll FL II Limited Partnership, Toll FL III Limited Partnership, Toll FL IV Limited Partnership, Toll FL V Limited Partnership, Toll FL VI Limited Partnership, Toll FL VII Limited Partnership, Toll FL VIII Limited Partnership, Toll FL X Limited Partnership, Toll FL XII Limited Partnership, Toll FL XIII Limited Partnership, Toll Ft. Myers Limited Partnership, Toll Jacksonville Limited Partnership, and Toll Orlando Limited Partnership are registered under the laws of Florida.

Section 620.1303 of the Florida Revised Uniform Limited Partnership Act provides that a limited partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for an obligation of the limited partnership solely by reason of being a limited partner, even if the limited partner participates in the management and control of the limited partnership.

Frenchman's Reserve Realty, LLC, Jacksonville TBI Realty LLC, Mizner Realty, L.L.C., Naples TBI Realty, LLC, Orlando TBI Realty LLC, Tampa TBI Realty LLC, Toll FL I, LLC, Toll FL IV LLC, Toll FL V LLC, and Toll Jupiter LLC are registered under the laws of Florida.

Section 605.0409 of the Florida Revised Limited Liability Company Act provides a limited liability company may indemnify and hold harmless a person with respect to a claim or demand against the person and a debt, obligation, or other liability incurred by the person by reason of the person's former or present capacity as a member or manager if the claim, demand, debt, obligation, or other liability does not arise from certain circumstances enumerated under the Act.

Georgia Registrants

Toll GA GP Corp. is incorporated under the laws of Georgia.

The Georgia Business Corporation Code permits a corporation to indemnify a director or officer if the director or officer seeking indemnification acted in good faith and reasonably believed: (a) in the case of conduct in his or her official capacity, that her action was in the best interest of the corporation, (b) in all other cases, that her action was at least not opposed to the best interests of the corporation, and (c) in the case of any criminal proceedings, that she had no reasonable cause to believe his or her conduct was unlawful, provided that indemnification in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding. The Georgia Business Corporation Code prohibits indemnification of a director in connection with a proceeding by or in the right of the corporation (other than for reasonable expenses) if it is determined that the director has not met the relevant standard of conduct, or with respect to conduct for which he or she was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity. The Georgia Business Corporation Code additionally prohibits indemnification of an officer for liability arising in connection with appropriation of a business opportunity of the corporation, intentional or knowing violation of law, improper distributions or improper personal benefit.

Toll GA LP is registered under the laws of Georgia.

Section 14-9-108 of the Georgia Revised Uniform Limited Partnership Act provides that a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever, provided that the partnership shall not indemnify any person: (a) for intentional misconduct or a knowing violation of law; or (b) for any transaction for which the person received a personal benefit in violation or breach of any provision of the partnership agreement.

Idaho Registrants

Toll ID I LLC is registered under the laws of Idaho.

Section 53-624 of the Idaho Limited Liability Company Act provides for indemnification of a member or manager for judgments, settlements, penalties, fines or expenses incurred in a proceeding to which a person is a party because the person is or was a member or manager.

Illinois Registrants

Edgar Filing: Toll Southwest II LLC - Form POSASR

Toll IL GP Corp. is incorporated under the laws of Illinois.

Section 8.75 of the Illinois Business Corporation Act (the “IBCA”) provides generally and in pertinent parts that an Illinois corporation may indemnify its directors, officers, employees and agents, or anyone serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (in the case of actions by or in the right of the corporation) or against expenses, judgments, fines, and settlements (in all other

cases) actually and reasonably incurred by them in connection with any action, suit, or proceeding if, in connection with the matters in issue, 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, in connection with any criminal suit or proceeding, if in connection with the matters in issue, they had no reasonable cause to believe their conduct was unlawful, provided that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to have been liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity. If a present or former director, officer or employee of an Illinois corporation has been successful in the defense of any such action, suit or proceeding, claim, issue or matter, such person shall be indemnified by the corporation against expenses.

Toll IL HWCC, L.P., Toll IL, L.P., Toll IL II, L.P., Toll IL III, L.P., Toll IL IV, L.P., and Toll IL WSB, L.P. are registered under the laws of Illinois.

Section 406 of the Illinois Uniform Limited Partnership Act (2001) provides that a limited partnership shall reimburse a general partner for payments made and indemnify a general partner for liabilities incurred by the general partner in the ordinary course of the activities of the partnership or for the preservation of its activities or property.

Toll IN LLC is registered under the laws of Illinois.

Section 180/15-7 of the Illinois Limited Liability Company Act provides that a limited liability company shall reimburse a member or manager for payments made and indemnify a member or manager for liabilities incurred by the member or manager in the ordinary course of the business the company or for the preservation of its business or property.

Indiana Registrants

Toll IN LLC is registered under the laws of Indiana.

Chapter 2 of the Indiana Business Flexibility Act provides that, subject to any standards and restrictions set forth in a company's operating agreement, a limited liability company may indemnify and hold harmless any member, manager, agent or employee from and against any and all claims and demands, unless the action or failure to act for which indemnification is sought constitutes willful misconduct or recklessness.

Maryland Registrants

Toll MD Builder Corp. is incorporated under the laws of Maryland.

The Maryland General Corporation Law (the "MGCL") requires a corporation (unless its charter provides otherwise) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he is made a party by reason of his service in that capacity. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party to, or witness in, by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under the MGCL, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses.

Toll MD AF Limited Partnership, Toll MD Builder I, L.P., Toll MD Limited Partnership, Toll MD II Limited Partnership, Toll MD III Limited Partnership, Toll MD IV Limited Partnership, Toll MD V Limited Partnership, Toll MD VI Limited Partnership, Toll MD VII Limited Partnership, Toll MD VIII Limited Partnership, Toll MD IX Limited Partnership, Toll MD X Limited Partnership, and Toll MD XI Limited Partnership are registered under the laws of Maryland.

Section 9A-401 of the Maryland Revised Uniform Partnership Act provides that a partnership shall reimburse a partner for payments made and indemnify a partner for liabilities incurred by the partner in the ordinary course of the business of the partnership or for the preservation of its business or property.

Edgar Filing: Toll Southwest II LLC - Form POSASR

Long Meadows TBI, LLC, Toll MD I, L.L.C., Toll MD II LLC, Toll MD III LLC, and Toll MD IV LLC are registered under the laws of Maryland.

Section 4A-203 of Maryland's Corporation and Associations statute provides a limited liability company may indemnify and hold harmless any member, agent or employee from and against any and all claims and demands, except in the case of action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness, and subject to the standards and restrictions, if any, set forth in the articles of organization or operating agreement.

Massachusetts Registrants

CC Estates Limited Partnership, The Bird Estate Limited Partnership, Toll MA Land Limited Partnership, and Toll MA Land III Limited Partnership are registered under the laws of Massachusetts.

Section 19 of Chapter 109 of the Massachusetts General Laws provides that a limited partner is not liable for the obligations of a limited partnership unless he is also a general partner or, in addition to the exercise of his rights and powers as a limited partner, he participates in the control of the business; provided, however, that if the limited partner participates in the control of the business, he is liable only to persons who transact business with the limited partnership reasonably believing, based upon the limited partner's conduct, that the limited partner is a general partner. Toll MA Development LLC, Toll MA Management LLC, Toll MA I LLC, Toll MA II LLC, Toll MA III LLC, and Toll MA IV LLC are registered under the laws of Massachusetts.

Section 8 of the Massachusetts Limited Liability Company Act provides that a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

Michigan Registrants

HQZ Acquisitions, Inc. SH Homes Corporation, SI Investment Corporation, The Silverman Building Companies, Inc., Toll Development Company, Inc., and Toll MI GP Corp. are incorporated under the laws of Michigan.

The Michigan Business Corporation Act (the "MBCA") contains provisions governing the indemnification of directors and officers by Michigan corporations. The MBCA provides that a corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation) by reason of the fact that she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Silverman-Toll Limited Partnership, Toll MI Limited Partnership, Toll MI II Limited Partnership, Toll MI III Limited Partnership, Toll MI IV Limited Partnership, Toll MI V Limited Partnership, and Toll MI VI Limited Partnership are registered under the laws of Michigan.

Section 449.1303 of the Michigan Revised Uniform Limited Partnership Act provides that a limited partner is not liable for the obligations of the limited partnership unless the limited partner is also a general partner or the limited partner takes part in the control of the business.

Arbor Hills Development LLC is registered under the laws of Michigan.

Section 216 of the Michigan Limited Liability Company Act provides that, except as otherwise provided in an operating agreement, a limited liability company may indemnify, hold harmless, and defend a member, manager, or other person from and against any and all losses, expenses, claims, and demands sustained by that person, except that the company may not indemnify the person for liability in connection with the receipt of a financial benefit to which the person is not entitled, voting or assenting to a distribution in violation of the company's operating agreement or the law, or a knowing violation of the law.

Minnesota Registrants

Toll MN GP Corp. is incorporated under the laws of Minnesota.

Section 302A.521 of the Minnesota Business Corporation Act provides that a corporation shall indemnify any person who is made or is threatened to be made a party to any proceeding by reason of the former or present official capacity (as defined) of such person against judgments, penalties, fines (including, without limitation, excise taxes assessed against such person with respect to any employee benefit plan), settlements and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding if, with respect to the acts or omissions of such person complained of in the proceeding, such person: (a) has not been indemnified therefor

by another organization or employee benefit plan; (b) acted in good faith; (c) received no improper personal benefit and Section 302A.255 (with respect to director conflicts of

interest), if applicable, has been satisfied; (d) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (e) reasonably believed that the conduct was in the best interests of the corporation in the case of acts or omissions in such person's official capacity for the corporation or reasonably believed that the conduct was not opposed to the best interests of the corporation in the case of acts or omissions in such person's official capacity for other affiliated organizations.

Toll MN, L.P. and Toll MN II, L.P. are registered under the laws of Minnesota.

Section 321.0302 of the Minnesota Uniform Partnership Act (2001) provides limited partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for an obligation of the limited partnership solely by reason of being a limited partner, even if the limited partner participates in the management and control of the limited partnership.

Nevada Registrants

Toll NV GP Corp., and Toll SW Holding I Corp. are incorporated under the laws of Nevada.

Section 78.7502 of Chapter 78 of the Nevada Revised Statutes empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he: (a) acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful; or (b) is not liable under Section 78.138 of the Nevada Business Corporation Act. Under that Section, a director or officer is not liable to the corporation unless such person breached their fiduciary duty and such breach involved intentional misconduct, fraud or a knowing violation of law.

Coleman-Toll Limited Partnership, and Toll NV Limited Partnership are registered under the laws of Nevada.

Section 88.430 of the Nevada Revised Statutes provides that a limited partner is not liable for the obligations of a limited partnership unless the limited partner is also a general partner and participates in the control of the business.

Toll Henderson LLC, Toll North LV LLC, Toll North Reno LLC, Toll NV GP I LLC, Toll NV Holdings LLC, Toll South LV LLC, Toll South Reno LLC, and Toll SW Holding LLC are registered under the laws of Nevada.

Section 86.411 of the Nevada Limited Liability Company Act provides a limited-liability company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, subject to specific standards and restrictions.

New Hampshire Registrants

Toll NH GP Corp. is incorporated under the laws of New Hampshire.

Section 293-A:8.51 of the New Hampshire Business Corporation Act provides that a corporation may indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if: (a) he conducted himself in good faith and (b) he reasonably believed (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests and (ii) in all other cases, that his conduct was at least not opposed to its best interests and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

New Jersey Registrants

Estates at Princeton Junction, L.P., Hoboken Land LP, Laurel Creek, L.P., Toll at Westlake, L.P., Toll Grove LP, Toll Hudson LP, Toll Land IV Limited Partnership, Toll Land XI Limited Partnership, Toll Land XVI Limited Partnership, Toll Land XXV Limited Partnership, Toll NJ Builder I, L.P., Toll NJ, L.P., Toll NJ II, L.P., Toll NJ III, L.P., Toll NJ IV, L.P., Toll NJ V, L.P., Toll NJ VI, L.P., Toll NJ VII, L.P., Toll NJ VIII, L.P., Toll NJ XI, L.P., and Toll NJ XII LP are registered under the laws of New Jersey.

Section 42:2A-67 of New Jersey's Uniform Partnership Act (1996) provides that a domestic limited partnership may indemnify any general partner made a party to an action in the right of a limited partnership to procure a judgment in

its favor by reason of his being or having been a general partner in the limited partnership, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of the action, or in connection with an appeal therein if

the general partner acted in good faith and in a manner the general partner reasonably believed to be in or not opposed to the best interests of the limited partnership.

126-142 Morgan Street Urban Renewal LLC, 1400 Hudson LLC, 1450 Washington LLC, 1451 Hudson LLC, 1500 Garden St. LLC, 700 Grove Street Urban Renewal, LLC, Block 255 LLC, Block 268 LLC, CWG Construction Company LLC, Enclave at Long Valley I LLC, Enclave at Long Valley II LLC, Hoboken Cove LLC, PT Maxwell Holdings, LLC, PT Maxwell, L.L.C., Regency at Denville LLC, Regency at Washington I LLC, Regency at Washington II LLC, Toll NJ I, L.L.C., Toll NJ II, L.L.C., Toll NJ III, LLC, and Toll NJ IV LLC are registered under the laws of New Jersey.

Section 42: 2C-38 of the New Jersey Revised Uniform Limited Liability Company Act provides that a limited liability company shall indemnify a company agent against any debt, obligation, expense or other liability incurred by that company agent in the course of the company agent's activities on behalf of the limited liability company or another enterprise at the request of the limited liability company, if, in making the payment or incurring the debt, obligation, expense or other liability, the company agent complied with the duties.

New York Registrants

110-112 Third Ave. Realty Corp. and Toll Peppertree, Inc. are incorporated under the laws of New York.

Section 722 of the New York Business Corporation Law provides a corporation may indemnify any person made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the corporation to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other corporation or any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he, his testator or intestate, was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director officer acted, in good faith, for a purpose which he reasonably believed to be in the best interests of the corporation, and in criminal actions, had no reasonable cause to believe that his conduct was unlawful.

Toll at Whippoorwill, L.P., Toll Brooklyn L.P., Toll Land V Limited Partnership, Toll Land VI Limited Partnership, Toll NY L.P., Toll NY III L.P., Toll NY IV L.P., and Toll NY V L.P. are registered under the laws of New York.

Section 115-c of New York Code partnership law provides a limited partnership may indemnify any general partner, made a party to an action in the right of a limited partnership to procure a judgment in its favor by reason of the fact that he, his testator or intestate was a general partner in the limited partnership, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such general partner is adjudged to have breached his duty to the limited partnership.

89 Park Avenue LLC, 353-357 Broadway LLC, 353-357 Broadway Member LLC, Toll Land VII LLC, Toll Lexington LLC, Toll NY II LLC, and Toll Van Wyck, LLC are registered under the laws of New York.

Section 420 of the New York Limited Liability Company Law provides that, subject to such standards and restrictions, if any, as are set forth in its operating agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless, and advance expenses to, any member or manager or other person from and against any and all claims and demands whatsoever. However, no indemnification may be made to or on behalf of any member, manager or other person if a judgment or other final adjudication adverse to such member, manager or other person establishes that (i) such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (ii) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

North Carolina Registrants

Toll Bros. of North Carolina, Inc., Toll Bros. of North Carolina II, Inc., Toll Bros. of North Carolina III, Inc., and Toll NC GP Corp are incorporated under the laws of North Carolina.

Section 55-8-51 of the North Carolina General Statutes provides a corporation may indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if: (a) he conducted

Edgar Filing: Toll Southwest II LLC - Form POSASR

himself in good faith; and (b) he reasonably believed (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests; and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A corporation may not indemnify a director under if the director was adjudged liable to the corporation improperly received by him.

NC Country Club Estates Limited Partnership, Toll at Brier Creek Limited Partnership, Toll NC, L.P., Toll NC II LP, and Toll NC III LP are registered under the laws of North Carolina.

Section 45 of the North Carolina's Uniform Limited Partnership Act provides a partner in a registered limited liability partnership is not individually liable, directly or indirectly, including by indemnification, contribution, assessment, or otherwise, for the debts, obligations, and liabilities of, or chargeable to, the registered limited liability partnership that arise from errors, omissions, negligence, malpractice, incompetence, or malfeasance committed by another partner or by an employee, agent, or other representative of the partnership; provided, however, nothing in this Chapter shall affect the liability of a partner of a professional registered limited liability partnership for his or her own errors, omissions, negligence, malpractice, incompetence, or malfeasance committed in the rendering of professional services.

Brier Creek Country Club I LLC, Brier Creek Country Club II LLC, Toll NC I LLC, Toll NC IV LLC, Toll NC Note LLC, and Toll NC Note II LLC are registered under the laws of North Carolina.

Section 57D-3-31 of the North Carolina Limited Liability Company Act provides that a limited liability company must indemnify a person who is wholly successful on the merits or otherwise in the defense of any proceeding to which the person was a party because the person is or was a member, a manager, or other company official if the person also is or was an interest owner at the time to which the claim relates, acting within the person's scope of authority as a manager, member, or other company official against expenses incurred by the person in connection with the proceeding. A North Carolina limited liability company is required to reimburse a person who is or was a member for any payment made and indemnify the person for any obligation, including any judgment, settlement, penalty, fine, or other cost, incurred or borne in the authorized conduct of the business or preservation of the business or property, whether acting in the capacity of a manager, member, or other company official if, in making the payment or incurring the obligation, the person complied with the duties and standards of conduct (i) under General Statute 57D-3-21 (relating to duties and standards of conduct of managers), as modified or eliminated by the operating agreement or (ii) otherwise imposed by applicable law.

Ohio Registrants

Toll OH GP Corp. is incorporated under the laws of Ohio.

Pursuant to Section 1701.13(E) of the Ohio Revised Code, a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (i) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful.

Pennsylvania Registrants

Toll Bros., Inc., Toll Brothers Real Estate, Inc., Toll Land Corp. No. 6, Toll PA Builder Corp., Toll PA GP Corp., Toll PA II GP Corp., and Toll PA III GP Corp. are incorporate under the laws of Pennsylvania.

Section 1741 of the Pennsylvania Business Corporation Law provides that unless otherwise restricted in its bylaws, a business corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Edgar Filing: Toll Southwest II LLC - Form POSASR

Audubon Ridge, L.P., Broad Run Associates, L.P., Byers Commercial, LP, Cold Spring Hunt, L.P., Greens at Waynesborough, L.P., Springton Pointe, L.P., Stone Mill Estates, L.P., Swedesford Chase, L.P., Toll Naval Associates, Toll PA Development LP, Toll PA Management LP, Toll PA, L.P., Toll PA II, L.P., Toll PA III, L.P., Toll PA IV, L.P., Toll PA V, L.P., Toll PA VIII, L.P., Toll PA VI, L.P., Toll PA IX, L.P., Toll PA X, L.P., Toll PA XI, L.P., Toll PA XII, L.P., Toll PA XIII, L.P., Toll PA XIV, L.P., Toll PA XV, L.P., Toll PA XVI, L.P., Toll PA XVII, L.P., Toll PA XVIII, L.P., Toll PA XIX L.P., and Village Partners, L.P. are registered under the laws of Pennsylvania. Section 8510 of the Pennsylvania Revised Uniform Limited Partnership Act provides that subject to such standards and restrictions, if any, as are set forth in the partnership agreement, a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever.

Goshen Road Land Company LLC, Hatboro Road Associates LLC, Liseter Land Company LLC, and Toll PA Twin Lakes LLC are registered under the laws of Pennsylvania.

Section 8945 of the Pennsylvania Limited Liability Company Law of 1994 provides that a Pennsylvania limited liability company may and shall have the power to indemnify and hold harmless any member or manager or other person from and

against any and all claims and demands whatsoever provided, however, that a limited liability company may not indemnify a manager, member or other person for an act that is determined by a court to constitute willful misconduct or recklessness.

Rhode Island Registrants

Toll RI GP Corp. is incorporated under the laws of Rhode Island.

Under Section 7-1.2-814 of the Rhode Island Business Corporation Act ("RIBCA"), a Rhode Island corporation has the power, under specified circumstances, to indemnify any individual made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was an officer or director if: (a) she conducted herself in good faith (b) she reasonably believe , in the case of conduct of her official capacity with the corporation, that her actions were in the corporation's best interest, and in all other cases, that her conduct was at least not opposed to the corporation's best interests (c) in criminal proceedings, she had no reasonable cause to believe that her conduct was unlawful or (d) she engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation.

Toll RI, L.P. and Toll RI II, L.P. are registered under the laws of Rhode Island.

Chapter 7-13-66 of Rhode Island General Laws provides that subject to any standards and restrictions that are set forth in the partnership agreement, a limited partnership has the power to indemnify and hold harmless any partner or other person from any claims and demands.

Toll Vanderbilt II LLC and Vanderbilt Capital LLC are registered under the laws of Rhode Island.

Section 7-16-4 of the Rhode Island Limited Liability Company Act provides subject to any standards and restrictions that are set forth in its partnership agreement, a limited partnership has the power to indemnify and hold harmless any partner or other person from any claims and demands.

South Carolina Registrants

Toll SC GP Corp. is incorporated under the laws of South Carolina.

Section 33-8-510 of South Carolina Code of Laws provides that a corporation may indemnify an individual made a party to a proceeding because she is a or was a director against liability incurred in the proceeding if: (a) she conducted herself in good faith; (b) reasonably believed (i) in the case of conduct in her official capacity with the corporation that her conduct was in its best interest; and (ii) in all other cases, that her conduct was at least not opposed to its best interests; and (c) in case of any criminal proceeding, she had no reason to believe her conduct was wrong. A corporation may not indemnify a director under this section if the director in connection with the proceeding was adjudged liable to the corporation or the director was adjudged liable on the basis that she improperly received a personal benefit.

Toll SC, L.P., Toll SC II, L.P., Toll SC III, L.P., and Toll SC IV, L.P. are registered under the laws of South Carolina.

Section 33-42-430 of South Carolina's Uniform Limited Partnership Act provides that a limited partner is not liable for the obligations of a limited partnership unless he is also a general partner, or in addition to the exercise of his rights and powers as a limited partner, he takes part in the control of the business.

Tennessee Registrants

Toll TN GP Corp. is incorporated under the laws of Tennessee.

Section 48-18-507 of the Tennessee Business Corporation Act provides a corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if: (a) the individual's conduct was in good faith; and (b) the individual reasonably believed: (i) in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interest; and (ii) In all other cases, that the individual's conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section. A corporation may not indemnify a director if in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in

which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

Virginia Registrants

Belmont Land, L.P., Dominion Country Club, L.P., Fairfax Investment, L.P., Loudoun Valley Associates, L.P., South Riding, L.P., South Riding Amberlea LP, South Riding Partners Amberlea LP, South Riding Partners, L.P., Toll Land IX Limited Partnership, Toll Land X Limited Partnership, Toll Land XV Limited Partnership, Toll Land XXI Limited Partnership, Toll VA, L.P., Toll VA II, L.P., Toll VA III, L.P., Toll VA IV, L.P., Toll VA V, L.P., Toll VA VI, L.P., Toll VA VII, L.P., and Toll VA VIII, L.P. are registered under the laws of Virginia.

The Virginia Revised Uniform Limited Partnership Act provides a limited partner is not liable for the obligations of a limited partnership unless he is also a general partner or, in addition to the exercise of his rights and powers as a limited partner, he participates in the control of the business.

Belmont Country Club I LLC, Belmont Country Club II LLC, Dominion Valley Country Club I LLC, Dominion Valley Country Club II LLC, Martinsburg Ventures, L.L.C., Regency at Dominion Valley LLC, South Riding Realty LLC, SR Amberlea LLC, SRLP II LLC, The Regency Golf Club I LLC, The Regency Golf Club II LLC, Toll Cedar Hunt LLC, Toll Stratford LLC, Toll VA III L.L.C., Virginia Construction Co. I, LLC, and Virginia Construction Co. II, LLC are registered under the laws of Virginia.

Section 13.1-1009 of the Virginia Limited Liability Company Act permits a Virginia limited liability company, subject to the standards and restrictions set forth in its articles of organization or operating agreement, to indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever, and to pay for or reimburse any member, manager or other person for reasonable expenses incurred by such a person who is party to a proceeding in advance of final disposition of the proceeding.

Texas Registrants

Toll Bros., Inc. is incorporated under the laws of Texas.

Under Article 2.02-1 of the Texas Business Corporation Act, a corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined that the person: (a) conducted himself in good faith; (b) reasonably believed: (i) in the case of conduct in his official capacity as a director of the corporation, that his conduct was in the corporation's best interests; and (ii) in all other cases, that his conduct was at least not opposed to the corporation's best interests; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. A director may not be indemnified if the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity; or the person is found liable to the corporation. Toll Austin TX LLC, Toll Austin TX II LLC, Toll Austin TX III LLC, Toll BBC LLC, Toll BBC II LLC, Toll Dallas TX LLC, Toll Houston Land LLC, Toll Houston TX LLC, Toll San Antonio TX LLC, and Toll TX Note LLC are registered under the laws of Texas.

Article 2.20 of the Texas Limited Liability Company Act authorizes a limited liability company to indemnify members and managers, officers, and other persons and purchase and maintain liability insurance for such persons. To the extent that at law or in equity, a member, manager, officer, or other person has duties (including fiduciary duties) and liabilities relating thereto to a limited liability company or to another member or manager, such duties and liabilities may be expanded or restricted by provisions in the regulations.

Washington Registrants

Toll WA GP Corp. is incorporated under the laws of Washington.

Section 23B.08.510 of the Washington business corporation act permits a corporation to indemnify an individual who is a party to a proceeding because she is a director or officer against liability incurred in the proceeding if she conducted herself or herself in good faith and reasonably believed that her conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation; and in the case of any criminal proceeding, she had no reasonable cause to believe his or her conduct was unlawful; or engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation. A director may not be indemnified if the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity; or the person is found liable to the corporation.

Toll WA LP is registered under the laws of Washington.

Section 421 of Washington's Uniform Limited Partnership provides a limited partnership shall reimburse a general partner for payments made and indemnify a general partner for liabilities incurred by the general partner in the ordinary course of activities of the partnership or for the preservation of its activities or property.

West Virginia Registrants

Toll WV GP Corp. is incorporated under the laws of West Virginia.

Section 31D-8-851 of the West Virginia Business Corporation Act provides that a corporation may indemnify an individual made a party to a proceeding because she is or was a director against liability incurred in the proceeding if: (a) she conducted herself in good faith; (b) reasonably believed (i) in the case of conduct in her official capacity with the corporation that her conduct was in its best interest; and (ii) in all other cases, that her conduct was at least not opposed to its best interests; and (c) in case of any criminal proceeding, she had no reason to believe her conduct was wrong. A corporation may not indemnify a director under this section if the director in connection with the proceeding was adjudged liable to the corporation or the director was adjudged liable on the basis that she improperly received a personal benefit.

Toll WV LP is registered under the laws of West Virginia.

West Virginia's Uniform Limited Partnership Act provides that a limited partner is not liable for the obligations of a limited partnership unless she is a general partner or exercises the rights and powers of a limited partner in addition to taking part in controlling the business.

The Company carries directors' and officers' liability insurance that covers certain liabilities and expenses of its directors and officers. We have also entered into individual indemnification agreements with each of our directors.

Item 16. Exhibits

1.1*** Underwriting Agreement.

3.1 Second Restated Certificate of Incorporation of the Registrant, dated September 8, 2005, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Form 10-Q for the quarter ended July 31, 2005.

3.2 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.

3.3 Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, as amended, 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 18, 2011.

3.4 Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, dated as of March 8, 2016, is hereby incorporated by reference to Annex B to the Registrant's definitive proxy statement on Schedule 14A its 2016 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on February 2, 2016.

3.5 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.

3.6 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.

3.7 Amendment to the By-laws of the Registrant, dated as of June 15, 2011, 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 June 16, 2011.

3.8 Amendment to the By-laws of the Registrant, dated as of January 20, 2016, 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 January 20, 2016.

3.9 Amendment to the By-laws of the Registrant, dated as of September 20, 2016, 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 20, 2016.

4.1 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.

4.2 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.

4.3*** Form of stock certificate for the Preferred Stock of the Registrant.

4.4*** Form of Debt Securities.

4.5*** Form of Warrant Agreement.

4.6*** Form of Warrant Certificate.

4.7*** Form of Guarantee of Debt Securities.

4.8 Form of Indenture for Senior Debt Securities is hereby incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on February 7, 2012.

4.9 Form of Indenture for Subordinated Debt Securities is hereby incorporated by reference to Exhibit 4.11 to the Registrant's Form S-3ASR filed on October 29, 2008.

4.10 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.

5.1* Opinion of Cravath, Swaine & Moore LLP, New York, New York.

Edgar Filing: Toll Southwest II LLC - Form POSASR

- 5.2* Opinion of John K. McDonald, Esq., Senior Vice President and General Counsel.
 - 12** Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
 - 23.1* Consent of Cravath, Swaine & Moore LLP (included as part of Exhibit 5.1).
 - 23.2* Consent of John K. McDonald, Esq., Senior Vice President and General Counsel (included as part of Exhibit 5.2).
 - 23.3* Consent of Ernst & Young LLP Independent Registered Public Accounting Firm.
 - 24** Power of Attorney (included in signature pages hereto).
 - 25.1* Statement of Eligibility of The Bank of New York Mellon on Form T-1 under the Trust Indenture Act of 1939, of the trustee for the form of senior debt indenture.
-

25.2* Statement of Eligibility of the Bank of New York Mellon on Form T-1 under the Trust Indenture Act of 1939, of the trustee for the form of subordinated debt indenture.

* Previously filed.

** Filed herewith.

*** To be filed by amendment or as an exhibit to a report filed under the Exchange Act and 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;

(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 Exchange Act 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, 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 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 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 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, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 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 March 7, 2017.

TOLL BROTHERS, INC.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Richard T. Hartman, Martin P. Connor, John K. McDonald, Joseph R. Sicree and Kevin J. McMaster, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 March 7, 2017.

| Signature | Title |
|--|--|
| * Robert I. Toll | Executive Chairman of the Board of Directors |
| * Douglas C. Yearley, Jr. | Chief Executive Officer and Director (Principal Executive Officer) |
| * Richard T. Hartman | Chief Operating Officer and President |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| * Edward G. Boehne | Director |

* Director
Richard J. Braemer

* Director
Christine N. Garvey

* Director
Carl B. Marbach

/s/ John A. McLean Director
John A. McLean

* Director
Stephen A. Novick

* Director
Paul E. Shapiro

* By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Registrants (As Listed on Schedule I of Additional Registrants)

By: /s/ Richard T. Hartman

Name: Richard T. Hartman

Title: President of each Registrant listed on Schedule I of Additional Registrants that is a corporation or limited liability company and President of the corporate general partner or corporate managing partner or limited liability company general partner of each Registrant listed on Schedule I of Additional Registrants that is a general or limited partnership

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 March 7, 2017.

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) |
| /s/ Richard T. Hartman 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, 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/ Richard T. Hartman

Name: Richard T. Hartman

Title: 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 March 7, 2017.

Registrants (As Listed on Schedule II of Additional Registrants)

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

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 (as to corporate Registrants)/Manager (as to limited liability company Registrants (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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Registrants (As Listed on Schedule III of Additional Registrants)

By: /s/ Joseph R. DeSanto

Name: Joseph R. DeSanto

Title: 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 March 7, 2017.

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 |
|--|--|
| /s/ Joseph R. DeSanto 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) |

Edgar Filing: Toll Southwest II LLC - Form POSASR

Signature

Title

*

Mark J.
Warshauer

Vice President and Director (as to corporate Registrants)/Manager (as to limited liability company Registrants)

* By: /s/ Joseph R. Sicree

Name: Joseph R. Sicree

Title: 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 March 7, 2017.

Registrants (As Listed on Schedule IV of Additional Registrants)

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Richard T. Hartman, Martin P. Connor, John K. McDonald, Joseph R. Sicree and Kevin J. McMaster, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 March 7, 2017.

| Signature | Title |
|---|---|
| * Maurice Darbyshire | President and Manager (Principal Executive Officer) |
| /s/ Donald A. Smith Donald A. Smith | Vice President, Secretary, Treasurer 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Registrants (As Listed on Schedule V of Additional Registrants)

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

| 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Registrants (As Listed on Schedule VI of Additional Registrants)

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Richard T. Hartman, Martin P. Connor, John K. McDonald, Joseph R. Sicree and Kevin J. McMaster, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 March 7, 2017.

| Signature | Title |
|--|---|
| /s/ Kevin R. Brown Kevin R. Brown | 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

ESE Consultants, Inc.

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

| Signature | Title |
|---|---|
| * Barry Depew | Chief Executive Officer and Director (Principal Executive Officer) |
| * Martin P. Connor | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| * Timothy Gibbon | Vice President, Secretary and Director |
| /s/ Joseph R. Sicree Joseph R. Sicree | Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer) |
| * By: /s/ Joseph R. Sicree Name: Joseph R. Sicree Title: 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 March 7, 2017.

Toll Architecture, Inc.

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

| Signature | Title |
|---|---|
| * Jed Gibson | President, Secretary, Treasurer and Director (Principal Executive Officer) |
| * 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Toll Architecture I,
P.A.

By: /s/ Jed Gibson
Name: Jed Gibson
Title: 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 March 7, 2017.

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

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 March 7, 2017.

Toll Northeast Services, Inc.

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

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

* By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Frenchman's Reserve Realty, LLC

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Richard T. Hartman, Martin P. Connor, John K. McDonald, Joseph R. Sicree and Kevin J. McMaster, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 March 7, 2017.

| Signature | Title |
|--|---|
| /s/ Fredrick W. Pfister Fredrick W. Pfister | President and Manager (Principal Executive Officer) |
| * Mark Smietana | Secretary 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Jacksonville TBI Realty, LLC

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

| Signature | Title |
|---|---|
| * Kelly Hofelt | President and Manager (Principal Executive Officer) |
| * 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Mizner Realty L.L.C.

By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

| Signature | Title |
|---|---|
| * Robert Parahus | President, Secretary and Manager (Principal Executive Officer) |
| * 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
Name: Joseph R. Sicree
Title: 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 March 7, 2017.

Orlando TBI Realty, LLC

By: /s/ Joseph R. Sicree

Name: Joseph R. Sicree

Title: 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 March 7, 2017.

| Signature | Title |
|-----------|-------|
|-----------|-------|

| | |
|---------------------|--|
| * Lynda Stephens | President, Secretary and Manager (Principal Executive Officer) |
|---------------------|--|

| | |
|-----------------------|---|
| * 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

Name: Joseph R. Sicree

Title: 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 March 7, 2017.

Toll Jupiter LLC

By: /s/ Joseph R. Sicree

Name: Joseph R. Sicree

Title: Senior Vice President and Chief Accounting Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Richard T. Hartman, Martin P. Connor, John K. McDonald, Joseph R. Sicree and Kevin J. McMaster, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 March 7, 2017.

Signature

Title

*
Robert Parahus Manager and President (Principal Executive Officer)

/s/ Fredrick W.
Pfister Manager and Vice President
Fredrick W. Pfister

*
Michael I. Snyder Senior Vice President and Secretary

*
Martin P. Connor Senior Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ Joseph R. Sicree Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal
Joseph R. Sicree Accounting Officer)

* By: /s/ Joseph R. Sicree
Name: Joseph R. Sicree
Title: Attorney-in-Fact

Schedule I of Additional Registrants

Exact Name of Registrant as Specified in its Charter

110-112 Third Ave. Realty Corp.

Fairway Valley, Inc.

First Huntingdon Finance Corp.

Franklin Farms G.P., Inc.

HQZ Acquisitions, Inc.

MA Limited Land Corporation

PRD Investors, Inc.

SH Homes Corporation

Shapell Homes, Inc.

Shapell Industries, Inc.

SI Investment Corporation

The Silverman Building Companies, Inc.

Tenby Hunt, Inc.

Toll AZ GP Corp.

Toll Bros. of Arizona, Inc.

Toll Bros. of North Carolina, Inc.

Toll Bros. of North Carolina II, Inc.

Toll Bros. of North Carolina III, Inc.

Toll Bros., Inc.

Toll Bros., Inc.

Toll Bros., Inc.

Toll Brothers AZ Construction Company

Toll Brothers Canada USA, Inc.

Toll Brothers Finance Corp.

Toll Brothers Real Estate, Inc.

Toll CA GP Corp.

Toll CA Holdings, Inc.

Toll CO GP Corp.

Toll Corp.

Toll Development Company, Inc.

Toll FL GP Corp.

Toll GA GP Corp.

Toll Holdings, Inc.

Toll IL GP Corp.

Toll Land Corp. No. 20

Toll Land Corp. No. 43

Toll Land Corp. No. 50

Toll MD Builder Corp.

Toll MI GP Corp.

Toll MN GP Corp.

Toll NC GP Corp.

Toll NH GP Corp.

Toll NV GP Corp.

Toll OH GP Corp.

Toll PA Builder Corp.

Toll PA GP Corp.

Toll PA II GP Corp.

Toll PA III GP Corp.
Toll Peppertree, Inc.
Toll Realty Holdings Corp. I
Toll Realty Holdings Corp. II
Toll RI GP Corp.
Toll SC GP Corp.
Toll TN GP Corp.
Toll TX GP Corp.
Toll VA GP Corp.

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll WA GP Corp.

Toll WV GP Corp.

Toll YL, Inc.

Upper K Investors, Inc.

Ashford Land Company, L.P.

Audubon Ridge, L.P.

Belmont Land, L.P.

Binks Estates Limited Partnership

The Bird Estate Limited Partnership

Broad Run Associates, L.P.

Byers Commercial LP

CC Estates Limited Partnership

Cold Spring Hunt, L.P.

Coleman-Toll Limited Partnership

Dominion Country Club, L.P.

Fairfax Investment, L.P.

Greens at Waynesborough, L.P.

Hockessin Chase, L.P.

Loudoun Valley Associates, L.P.

NC Country Club Estates Limited Partnership

Porter Ranch Development Co.

Silverman-Toll Limited Partnership

Sorrento at Dublin Ranch I LP

Sorrento at Dublin Ranch III LP

South Riding Amberlea LP

South Riding, L.P.

South Riding Partners Amberlea LP

South Riding Partners, L.P.

Southport Landing Limited Partnership

Springton Pointe, L.P.

Stone Mill Estates, L.P.

Swedesford Chase, L.P.

TBI/Palm Beach Limited Partnership

Toll at Brier Creek Limited Partnership

Toll at Whippoorwill, L.P.

Toll Brooklyn L.P.

Toll Brothers AZ Limited Partnership

Toll CA, L.P.

Toll CA II, L.P.

Toll CA III, L.P.

Toll CA IV, L.P.

Toll CA V, L.P.

Toll CA VI, L.P.

Toll CA VII, L.P.

Toll CA VIII, L.P.

Toll CA IX, L.P.

Toll CA X, L.P.

Toll CA XI, L.P.

Toll CA XIX, L.P.

Toll CA XX, L.P.

Toll CO, L.P.

Toll CO II, L.P.

Toll CO III, L.P.

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll CT Limited Partnership
Toll CT II Limited Partnership
Toll CT III Limited Partnership
Toll CT IV Limited Partnership
Toll DE LP
Toll DE II LP
Toll-Dublin, L.P.
Toll Estero Limited Partnership
Toll FL Limited Partnership
Toll FL II Limited Partnership
Toll FL III Limited Partnership
Toll FL IV Limited Partnership
Toll FL V Limited Partnership
Toll FL VI Limited Partnership
Toll FL VII Limited Partnership
Toll FL VIII Limited Partnership
Toll FL X Limited Partnership
Toll FL XII Limited Partnership
Toll FL XIII Limited Partnership
Toll Ft. Myers Limited Partnership
Toll GA LP
Toll IL HWCC, L.P.
Toll IL, L.P.
Toll IL II, L.P.
Toll IL III, L.P.
Toll IL IV, L.P.
Toll IL WSB, L.P.
Toll Jacksonville Limited Partnership
Toll Land V Limited Partnership
Toll Land VI Limited Partnership
Toll Land IX Limited Partnership
Toll Land X Limited Partnership
Toll Land XV Limited Partnership
Toll Land XVIII Limited Partnership
Toll Land XIX Limited Partnership
Toll Land XX Limited Partnership
Toll Land XXI Limited Partnership
Toll Land XXII Limited Partnership
Toll Land XXIII Limited Partnership
Toll MA Land Limited Partnership
Toll MA Land III Limited Partnership
Toll MD AF Limited Partnership
Toll MD Builder I, L.P.
Toll MD Limited Partnership
Toll MD II Limited Partnership
Toll MD III Limited Partnership

Toll MD IV Limited Partnership
Toll MD V Limited Partnership
Toll MD VI Limited Partnership
Toll MD VII Limited Partnership
Toll MD VIII Limited Partnership
Toll MD IX Limited Partnership

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll MD X Limited Partnership
Toll MD XI Limited Partnership
Toll MI Limited Partnership
Toll MI II Limited Partnership
Toll MI III Limited Partnership
Toll MI IV Limited Partnership
Toll MI V Limited Partnership
Toll MI VI Limited Partnership
Toll MN, L.P.
Toll MN II, L.P.
Toll Naval Associates
Toll NC, L.P.
Toll NC II LP
Toll NC III LP
Toll NV Limited Partnership
Toll NY L.P.
Toll NY III L.P.
Toll NY IV L.P.
Toll NY V L.P.
Toll Orlando Limited Partnership
Toll PA, L.P.
Toll PA II, L.P.
Toll PA III, L.P.
Toll PA IV, L.P.
Toll PA V, L.P.
Toll PA VI, L.P.
Toll PA VIII, L.P.
Toll PA IX, L.P.
Toll PA X, L.P.
Toll PA XI, L.P.
Toll PA XII, L.P.
Toll PA XIII, L.P.
Toll PA XIV, L.P.
Toll PA XV, L.P.
Toll PA XVI, L.P.
Toll PA XVII, L.P.
Toll PA XVIII, L.P.
Toll PA XIX, L.P.
Toll PA Development LP
Toll PA Management LP
Toll Realty Holdings LP
Toll RI, L.P.
Toll RI II, L.P.
Toll SC, L.P.
Toll SC II, L.P.
Toll SC III, L.P.

Toll SC IV, L.P.
Toll Stonebrae LP
Toll VA, L.P.
Toll VA II, L.P.
Toll VA III, L.P.

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll VA IV, L.P.
Toll VA V, L.P.
Toll VA VI, L.P.
Toll VA VII, L.P.
Toll VA VIII, L.P.
Toll WA LP
Toll WV, L.P.
Toll YL II, L.P.
Village Partners, L.P.
353-357 Broadway LLC
353-357 Broadway Member LLC
89 Park Avenue LLC
Arbor Hills Development LLC
Arbors Porter Ranch, LLC
Block 268 LLC
Byers Commercial LLC
Component Systems I LLC
Component Systems II LLC
Goshen Road Land Company LLC
Hatboro Road Associates LLC
Hoboken Land I LLC
Liseter Land Company LLC
Liseter, LLC
Long Meadows TBI, LLC.
Martinsburg Ventures, L.L.C.
Placentia Development Company LLC
Plum Canyon LLC
PRD Investors, LLC
Rancho Costera LLC
Regency at Dominion Valley LLC
Shapell Hold Properties No. 1, LLC
Shapell Land Company, LLC
SR Amberlea LLC
SRLP II LLC
TB Kent Partners LLC
Toll Austin TX LLC
Toll Austin TX II LLC
Toll Austin TX III LLC
Toll BBC LLC
Toll BBC II LLC
Toll CA I LLC
Toll CA III LLC
Toll CA Note II LLC
Toll Cedar Hunt LLC
Toll CO I LLC
Toll Corners LLC

Toll Dallas TX LLC
Toll-Dublin, LLC
Toll Equipment, L.L.C.
Toll FL I, LLC
Toll FL IV LLC
Toll FL V LLC
Toll Glastonbury LLC

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll Houston Land LLC
Toll Houston TX LLC
Toll ID I LLC
Toll IN LLC
Toll Land VII LLC
Toll Lexington LLC
Toll MA I LLC
Toll MA II LLC
Toll MA III LLC
Toll MA IV LLC
Toll MD I, L.L.C.
Toll MD II LLC
Toll MD III LLC
Toll MD IV LLC
Toll MA Development LLC
Toll MA Holdings LLC
Toll MA Land II GP LLC
Toll MA Management LLC
Toll NC I LLC
Toll NC IV LLC
Toll NC Note LLC
Toll NC Note II LLC
Toll NY II LLC
Toll PA Twin Lakes LLC
Toll Prasada LLC
Toll San Antonio TX LLC
Toll Southwest II LLC
Toll Stratford LLC
Toll TX Note LLC
Toll VA L.L.C.
Toll VA III L.L.C.
Toll Van Wyck, LLC
Toll Vanderbilt II LLC
Toll West Coast LLC
Toll West Coast II LLC
Upper K Investors, LLC
Upper K-Shapell, LLC
Vanderbilt Capital LLC
Virginia Construction Co. I, LLC
Virginia Construction Co. II, LLC

Schedule II of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Amwell Chase, Inc.
Toll Land Corp. No. 6
Toll Land Corp. No. 10
Estates at Princeton Junction, L.P.
Hoboken Land LP
Laurel Creek, L.P.
Toll at Westlake, L.P.
Toll Grove LP
Toll Hudson LP
Toll Land IV Limited Partnership
Toll Land XI Limited Partnership
Toll Land XVI Limited Partnership
Toll Land XXV Limited Partnership
Toll NJ, L.P.
Toll NJ II, L.P.
Toll NJ III, L.P.
Toll NJ IV, L.P.
Toll NJ V, L.P.
Toll NJ VI, L.P.
Toll NJ VII, L.P.
Toll NJ VIII, L.P.
Toll NJ XI, L.P.
Toll NJ XII LP
126-142 Morgan Street Urban Renewal LLC
134 Bay Street LLC
700 Grove Street Urban Renewal, LLC
1400 Hudson LLC
1451 Hudson LLC
1450 Washington LLC
1500 Garden St. LLC
Block 255 LLC
CWG Construction Company LLC
Enclave at Long Valley I LLC
Enclave at Long Valley II LLC
Hoboken Cove LLC
Morgan Street JV LLC
PT Maxwell Holdings, LLC
PT Maxwell, L.L.C.
Regency at Denville, LLC
Regency at Washington I LLC
Regency at Washington II LLC
Toll EB, LLC
Toll Hoboken LLC
Toll Morgan Street LLC
Toll NJ I, L.L.C.
Toll NJ II, L.L.C.
Toll NJ III, LLC

Toll NJ IV LLC

Schedule III of Additional Registrants

Exact Name of Registrant as Specified in its Charter

First Brandywine Investment Corp. II
First Brandywine Investment Corp. IV
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 Note Company, Inc.
Toll NJX-I Corp.
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 Note Company, Inc.
Toll VA Member Two, Inc.
Toll WestCoast Note Company, Inc.
First Brandywine Partners, L.P.
Toll NJ Builder I, L.P.
First Brandywine LLC I
First Brandywine LLC II
Toll Midwest LLC
Toll Southwest LLC

Schedule IV of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Belmont Country Club I LLC

Belmont Country Club II LLC

Brier Creek Country Club I LLC

Brier Creek Country Club II LLC

Dominion Valley Country Club I LLC

Dominion Valley Country Club II LLC

The Regency Golf Club I LLC

The Regency Golf Club II LLC

Schedule V of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Toll SW Holding I Corp.

Toll Henderson LLC

Toll North LV LLC

Toll North Reno LLC

Toll NV GP I LLC

Toll NV Holdings LLC

Toll SW Holding LLC

Toll South LV LLC

Toll South Reno LLC

Schedule VI of Additional Registrants

Naples TBI Realty, LLC

Tampa TBI Realty LLC

EXHIBIT INDEX

- 1.1*** Underwriting Agreement.
- 3.1 Second Restated Certificate of Incorporation of the Registrant, dated September 8, 2005, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Form 10-Q for the quarter ended July 31, 2005.
- 3.2 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.
- 3.3 Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, as amended, 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 18, 2011.
- 3.4 Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, dated as of March 8, 2016, is hereby incorporated by reference to Annex B to the Registrant's definitive proxy statement on Schedule 14A its 2016 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on February 2, 2016.
- 3.5 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.
- 3.6 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.
- 3.7 Amendment to the By-laws of the Registrant, dated as of June 15, 2011, 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 June 16, 2011.
- 3.8 Amendment to the By-laws of the Registrant, dated as of January 20, 2016, 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 January 20, 2016.
- 3.9 Amendment to the By-laws of the Registrant, dated as of September 20, 2016, 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 20, 2016.
- 4.1 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.
- 4.2 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.
- 4.3*** Form of stock certificate for the Preferred Stock of the Registrant.
- 4.4*** Form of Debt Securities.
- 4.5*** Form of Warrant Agreement.
- 4.6*** Form of Warrant Certificate.
- 4.7*** Form of Guarantee of Debt Securities.
- 4.8 Form of Indenture for Senior Debt Securities is hereby incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on February 7, 2012.
- 4.9 Form of Indenture for Subordinated Debt Securities is hereby incorporated by reference to Exhibit 4.11 to the Registrant's Form S-3ASR filed on October 29, 2008.
- 4.10 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.

Edgar Filing: Toll Southwest II LLC - Form POSASR

- 5.1* Opinion of Cravath, Swaine & Moore LLP, New York, New York.
 - 5.2* Opinion of John K. McDonald, Esq., Senior Vice President and General Counsel.
 - 12** Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
 - 23.1* Consent of Cravath, Swaine & Moore LLP (included as part of Exhibit 5.1).
 - 23.2* Consent of John K. McDonald, Esq., Senior Vice President and General Counsel (included as part of Exhibit 5.2).
 - 23.3* Consent of Ernst & Young LLP Independent Registered Public Accounting Firm.
 - 24** Power of Attorney (included in signature pages hereto).
 - 25.1* Statement of Eligibility of The Bank of New York Mellon on Form T-1 under the Trust Indenture Act of 1939, of the trustee for the form of senior debt indenture.
-

25.2* Statement of Eligibility of the Bank of New York Mellon on Form T-1 under the Trust Indenture Act of 1939, of the trustee for the form of subordinated debt indenture.

* Previously filed.

** Filed herewith.

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