

PINNACLE FINANCIAL PARTNERS INC

Form 8-K

July 21, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **July 20, 2004**

**PINNACLE FINANCIAL PARTNERS, INC.**

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(Exact Name of Registrant as Specified in Charter)

<b>Tennessee</b>	<b>000-31225</b>	<b>62-1812853</b>
<hr/>	<hr/>	<hr/>
(State of jurisdiction or incorporation)	(Commission file Number)	(IRS Employer Identification No.)
 <b>211 Commerce Street, Suite 300</b> <b>Nashville, Tennessee</b>		<b>37201</b>
<hr/>		<hr/>
(Address of Principal Executive Offices)		(Zip Code)
Registrant's telephone number, including area code: <b><u>(615) 744-3700</u></b>		

N/A

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(Former Name or Former Address; if Changed Since Last Report)

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SIGNATURE

EXHIBIT INDEX

Ex-99.1 Press Release

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits:

The following exhibit is furnished pursuant to Item 9 and Item 12.

- 99.1 The press release of Registrant, dated July 20, 2004, announcing results for the second quarter and first six months of 2004.

ITEM 9. REGULATION FD DISCLOSURE

This Current Report on Form 8-K is being furnished to disclose the press release issued by the Registrant on July 20, 2004. The press release, which is furnished as Exhibit 99.1 hereto pursuant to Item 9 of Form 8-K, was to announce results for the second quarter and first six months of 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

This Current Report on Form 8-K is being furnished to disclose the press release issued by the Registrant on July 20, 2004. The press release, which is furnished as Exhibit 99.1 hereto pursuant to Item 12 of Form 8-K, was to announce results for the second quarter and first six months of 2004.

\* \* \* \* \*

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PINNACLE FINANCIAL PARTNERS, INC

By: /s/ M. TERRY TURNER

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M. Terry Turner  
President and Chief Executive Officer

Date: July 21, 2004

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**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
99.1	The press release of Registrant, dated July 20, 2004, announcing results for the second quarter and first six months of 2004.

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ecklessness, and subject to the standards and restrictions, if any set forth in the articles of organization or operating agreement.

The operating agreement of Beazer Clarksburg, LLC provides that no member or manager shall be liable, responsible or accountable in damages or otherwise to any other member or to the company for any act or omission performed or omitted by such person except for acts of gross negligence or intentional wrongdoing. The operating agreement also provides that the company shall endeavor to obtain liability or other insurance payable to the company (or as otherwise agreed by the members) to protect the company and the members from the acts or omissions of each of the members.

The operating agreement of Clarksburg Arora LLC provides that the company will indemnify and defend the managers and members for all loss, liability, damage, cost or expense (including reasonable attorneys' fees) incurred by reason of any demands, claims, suits, actions or proceedings arising out of (i) the manager's or member's relationship to the company or (ii) the fact that the member or manager served in the capacity of a member or manager of the company, except of loss, liability, damage, cost or expense arising out theft, fraud, willful misconduct or gross negligence.

**Indemnification of the Officers and Directors of Beazer/Squires Realty, Inc.**

Beazer/Squires Realty, Inc. is a corporation organized under the laws of the State of North Carolina. Sections 55-8-50 through 55-8-58 of the North Carolina Business Corporation Act ( NCBA ) provide for the indemnification of officers and directors by the corporation under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been an officer or director of the corporation. Under the NCBA, a corporation may purchase insurance on behalf of an officer or director of the corporation for amounts incurred in his or her capacity as an officer or director regardless of whether the person could be indemnified under the NCBA.

The bylaws of Beazer/Squires Realty, Inc. provide that any person who serves or has served as a director or who while serving as a director serves or has served, at the request of the corporation as a director, officer, partner, trustee, employee or agent of another entity or trustee or administrator under an employee benefit plan,

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shall have the right to be indemnified by the corporation to the fullest extent of the law for reasonable expenses, including attorneys' fees, and reasonable payments for judgments, decrees, fines, penalties or settlements of proceedings seeking to hold him or her liable as a result of his or her service to the corporation.

### **Indemnification of the Officers and Directors of Beazer Realty, Inc.**

Beazer Realty, Inc. ( "Beazer Realty" ) is a corporation organized under the laws of the State of New Jersey. Section 14A:3-5 of the New Jersey Business Corporation Act ( "NJBCA" ) provides for the indemnification of officers and directors by the corporation under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been an officer or director of the corporation. Under the NJBCA, a corporation may purchase insurance on behalf of an officer or director of the corporation against incurred in his or her capacity as an officer or director regardless of whether the person could be indemnified under the NJBCA. The certificate of incorporation and the bylaws of Beazer Realty provide that Beazer Realty shall indemnify its officers and directors to the fullest extent allowed by law.

### **Indemnification of the Officers and Directors of the Beazer Homes Corp.**

Beazer Homes Corp. is a corporation organized under the laws of the State of Tennessee. Sections 48-18-501 through 48-18-509 of the Tennessee Business Corporation Act ( "TBCA" ) provide for the indemnification of officers and directors by the corporation under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been an officer or director of the corporation. Under the TBCA, a corporation may purchase insurance on behalf of an officer or director of the corporation against incurred in his or her capacity as an officer or director regardless of whether the person could be indemnified under the TBCA. The charter and bylaws of Beazer Homes Corp. do not address the indemnification of officers and directors.

### **Indemnification of the Officers and Directors of Homebuilders Title Services of Virginia, Inc.**

Homebuilders Title Services of Virginia Inc. is a corporation organized under the laws of the Commonwealth of Virginia. Sections 13.1-697 through 13.1-704 of the Virginia Stock Corporation Act ( "VSCA" ) provide for the indemnification of officers and directors by the corporation under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been an officer or director of the corporation. Under the VSCA, a corporation may purchase insurance on behalf of an officer or director of the corporation against any liability incurred in an official capacity regardless of whether the person could be indemnified under the VSCA. The bylaws of Homebuilders Title Services of Virginia Inc. provide that the corporation shall indemnify officers and directors to the fullest extent allowed by law.

### **Indemnification of the Members and Managers of Beazer Commercial Holdings, LLC, Beazer Homes Investments, LLC, Beazer Realty Services, LLC, Beazer Homes Michigan, LLC, Dove Barrington Development LLC and BH Procurement Services, LLC**

Beazer Commercial Holdings, LLC, Beazer Homes Investments, LLC, Beazer Realty Services, LLC, Beazer Homes Michigan, LLC, Dove Barrington Development LLC and BH Procurement Services, LLC are limited liability companies organized under the laws of the State 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 limited liability company may, and shall have the power to, indemnify and hold harmless

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any member or manager or other person from and against any and all claims and demands whatsoever. Neither the certificate of formation nor the operating agreement of any of Beazer Commercial Holdings, LLC, Beazer Homes Investments, LLC, Beazer Realty Services, LLC or BH Procurement Services, LLC address indemnification of members or managers.

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The operating agreement of Dove Barrington Development LLC provides that the company will indemnify, defend and hold harmless members and their partners, officers, directors, shareholders, members, managers, employees and agents from and against any and all claims, demands, obligations, damages, actions, causes of action, suits, losses, judgments, fines, penalties liabilities, costs and expenses (including, without limitation, attorneys' fees, court costs and other professional fees and costs incurred as a result of such claims) arising out of a good faith act or omission by such indemnified person.

### **Indemnification of the Members and Managers of Elysian Heights Potomia, LLC**

Elysian Heights Potomia, LLC is a limited liability company organized under the laws of the Commonwealth of Virginia. Section 13.1-1025 of the Virginia Limited Liability Company Act ( VLLCA ) provides for a limitation on the amount of damages that can be assessed against a member of manager to the lesser of (i) the monetary amount, including the elimination of liability, provided for in the articles of organization or operating agreement or (ii) or the greater of \$100,000 or the amount of compensation provided to the member or manager by the limited liability company in the preceding twelve months. However, under the VLLCA, the liability of a manager or member will not be limited if the manager or member engaged in willful misconduct or a knowing violation of criminal law.

The operating agreement of Elysian Heights Potomia, LLC provides that the company will indemnify and hold harmless members and their respective members, directors, officers, employees and agents from and against any cost, expense, claim, liability or damage incurred by reason of such individual's relationship to the company (including, without limitation, reasonable attorney's fees incurred in connection with defense of any such act or omission). However, the company will not indemnify members for any act or omission constituting willful misconduct or gross negligence.

### **Indemnification of the Members and Managers of Arden Park Ventures, LLC**

Arden Park Ventures, LLC is a limited liability company organized under the laws of the State of Florida. Section 608.4229 of the Florida Limited Liability Company Act (the FLLCA ) provides that, subject to such standards and restrictions, if any, as are set forth in its articles of organization or operating agreement, a limited liability company 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. Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to the act, of such person were material to the cause of action so adjudicated and certain additional requirements are met. The articles of organization of Arden Park Ventures, LLC do not address indemnification of members or managers. Arden Park Ventures, LLC does not currently have an operating agreement in place.

### **Item 21. Exhibits.**

The exhibits listed below in the Index to Exhibits are part of this Registration Statement on Form S-4 and are numbered in accordance with Item 601 of Regulation S-K.

### **Item 22. Undertakings.**



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The undersigned registrant hereby undertakes:

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

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

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

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

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

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

(4) 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.

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

(i) Each prospectus filed pursuant to Rule 424(b) as part of the registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

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

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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;

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(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.

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

To respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on November 20, 2012.

**BEAZER HOMES USA, INC.**

By: */s/ Allan P. Merrill*  
**Allan P. Merrill**  
**President and Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Allan P. Merrill</i> <b>Allan P. Merrill</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2012
<i>/s/ Robert L. Salomon</i> <b>Robert L. Salomon</b>	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<i>/s/ Brian C. Beazer</i> <b>Brian C. Beazer</b>	Non-Executive Chairman, Director	November 20, 2012
<i>/s/ Elizabeth S. Acton</i>	Director	November 20, 2012

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**Elizabeth S. Acton**

/s/ Laurent Alpert

Director

November 20, 2012

**Laurent Alpert**

/s/ Peter G. Leemputte

Director

November 20, 2012

**Peter G. Leemputte**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Norma A. Provencio	Director	November 20, 2012
<b>Norma A. Provencio</b>		
/s/ Larry T. Solari	Director	November 20, 2012
<b>Larry T. Solari</b>		
/s/ Stephen P. Zelnak, Jr.	Director	November 20, 2012
<b>Stephen P. Zelnak, Jr.</b>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, each of the following registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**APRIL CORPORATION**

**BEAZER ALLIED COMPANIES HOLDINGS, INC.**

**BEAZER GENERAL SERVICES, INC.**

**BEAZER HOMES CORP.**

**BEAZER HOMES HOLDINGS CORP.**

**BEAZER HOMES INDIANA HOLDINGS CORP.**

**BEAZER HOMES SALES, INC.**

**BEAZER HOMES TEXAS HOLDINGS, INC.**

**BEAZER REALTY CORP.**

**BEAZER REALTY, INC.**

**BEAZER REALTY LOS ANGELES, INC.**

**BEAZER REALTY SACRAMENTO, INC.**

**BEAZER/SQUIRES REALTY, INC.**

**HOMEBUILDERS TITLE SERVICES OF  
VIRGINIA, INC.**

**HOMEBUILDERS TITLE SERVICES, INC.**

By: */s/ Robert L. Salomon*  
**Robert L. Salomon**  
**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and



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agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill <b>Allan P. Merrill</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2012
/s/ Robert L. Salomon <b>Robert L. Salomon</b>	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
/s/ Brian C. Beazer <b>Brian C. Beazer</b>	Director	November 20, 2012

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, each of the following registrants has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BEAZER MORTGAGE CORPORATION**

By: */s/ Robert L. Salomon*  
**Robert L. Salomon**  
**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Allan P. Merrill</i>	President and Director (Principal Executive Officer)	November 20, 2012
<b>Allan P. Merrill</b>		
<i>/s/ Robert L. Salomon</i>	Executive Vice President	November 20, 2012
<b>Robert L. Salomon</b>	(Principal Financial Officer and Principal Accounting Officer)	

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BEAZER HOMES INDIANA LLP**

By: BEAZER HOMES INVESTMENTS, LLC,  
its Managing Partner

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

Signature	Title	Date
/s/ Allan P. Merrill  <b>Allan P. Merrill</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2012
/s/ Robert L. Salomon  <b>Robert L. Salomon</b>	Executive Vice President  (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
/s/ Brian C. Beazer	Director	November 20, 2012

**Brian C. Beazer**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**ARDEN PARK VENTURES, LLC**

**BEAZER CLARKSBURG, LLC**

**BEAZER COMMERCIAL HOLDINGS, LLC**

**DOVE BARRINGTON DEVELOPMENT LLC**

**BEAZER HOMES INVESTMENTS, LLC**

**BEAZER HOMES MICHIGAN, LLC**

**ELYSIAN HEIGHTS POTOMIA, LLC**

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill		November 20, 2012

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**Allan P. Merrill** President, Chief Executive Officer and  
Director (Principal Executive Officer)

/s/ Robert L. Salomon Executive Vice President November 20, 2012

**Robert L. Salomon** (Principal Financial Officer and Principal  
Accounting Officer)

/s/ Brian C. Beazer Director November 20, 2012

**Brian C. Beazer**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BEAZER HOMES TEXAS, L.P.**

By: BEAZER HOMES TEXAS HOLDINGS, INC.,  
its General Partner

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive	November 20, 2012
<b>Allan P. Merrill</b>	Officer and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President	November 20, 2012
<b>Robert L. Salomon</b>	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Brian C. Beazer	Director	November 20, 2012
<b>Brian C. Beazer</b>		

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BEAZER REALTY SERVICES, LLC**

By: BEAZER HOMES INVESTMENTS, LLC,  
its Sole Member

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive	November 20, 2012
<b>Allan P. Merrill</b>	Officer and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President	November 20, 2012
<b>Robert L. Salomon</b>	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Brian C. Beazer	Director	November 20, 2012



**Brian C. Beazer**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BEAZER SPE, LLC**

By: BEAZER HOMES HOLDINGS CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill <b>Allan P. Merrill</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2012
/s/ Robert L. Salomon <b>Robert L. Salomon</b>	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
/s/ Brian C. Beazer <b>Brian C. Beazer</b>	Director	November 20, 2012

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BH BUILDING PRODUCTS, LP**

By: BH PROCUREMENT SERVICES, LLC,  
its General Partner

By: BEAZER HOMES TEXAS, L.P.,  
its Sole Member

By: BEAZER HOMES TEXAS HOLDINGS, INC.,  
its General Partner

By: /s/ Robert L. Salomon  
**Robert L. Salomon**  
**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive Officer	November 20, 2012
<b>Allan P. Merrill</b>	and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<b>Robert L. Salomon</b>		
/s/ Brian C. Beazer	Director	November 20, 2012

**Brian C. Beazer**

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**BH PROCUREMENT SERVICES, LLC**

By: BEAZER HOMES TEXAS, L.P.,  
its Sole Member

By: BEAZER HOMES TEXAS HOLDINGS, INC.,  
its General Partner

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Allan P. Merrill	President, Chief Executive Officer	November 20, 2012
<b>Allan P. Merrill</b>	and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<b>Robert L. Salomon</b>		
/s/ Brian C. Beazer	Director	November 20, 2012
<b>Brian C. Beazer</b>		

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**PARAGON TITLE, LLC**

By: BEAZER HOMES INVESTMENTS, LLC,  
its Sole Member and Manager

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive Officer	November 20, 2012
<b>Allan P. Merrill</b>	and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<b>Robert L. Salomon</b>		
/s/ Brian C. Beazer	Director	November 20, 2012
<b>Brian C. Beazer</b>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**TRINITY HOMES, LLC**

By: BEAZER HOMES INVESTMENTS, LLC,  
its Member

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive Officer	November 20, 2012
<b>Allan P. Merrill</b>	and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<b>Robert L. Salomon</b>		
/s/ Brian C. Beazer	Director	November 20, 2012
<b>Brian C. Beazer</b>		

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 20, 2012.

**CLARKSBURG ARORA LLC**

By: BEAZER CLARKSBURG, LLC,  
its Sole Member

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**  
**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Allan P. Merrill	President, Chief Executive Officer	November 20, 2012
<b>Allan P. Merrill</b>	and Director (Principal Executive Officer)	
/s/ Robert L. Salomon	Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	November 20, 2012
<b>Robert L. Salomon</b>		
/s/ Brian C. Beazer	Director	November 20, 2012
<b>Brian C. Beazer</b>		



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**CLARKSBURG SKYLARK, LLC**

By: CLARKSBURG ARORA LLC,  
its Sole Member

By: BEAZER CLARKSBURG, LLC,  
its Sole Member

By: BEAZER HOMES CORP.,  
its Sole Member

By: /s/ Robert L. Salomon  
**Robert L. Salomon**

**Executive Vice President**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Allan P. Merrill, Robert L. Salomon and Kenneth F. Khoury his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Allan P. Merrill	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2012
<b>Allan P. Merrill</b>		
/s/ Robert L. Salomon	Executive Vice President	November 20, 2012
<b>Robert L. Salomon</b>	(Principal Financial Officer and Principal Accounting Officer)	

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/s/ Brian C. Beazer

Director

November 20, 2012

**Brian C. Beazer**

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<b>Exhibit No.</b>	<b>Description</b>
4.1(a)	Section 382 Rights Agreement, dated as of November 12, 2010, between Beazer and American Stock Transfer & Trust Company, LLC, as rights agent incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on November 16, 2010 (File No. 001-12822).
4.1(b)	First Amendment to Section 382 Rights Agreement, dated December 6, 2010, between Beazer and American Stock Transfer & Trust Company, LLC, as rights agent incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on December 8, 2010 (File No. 001-12822).
4.2(a)	Indenture, dated as of April 17, 2002, among Beazer, the Guarantors party thereto and U.S. Bank Trust National Association, as trustee incorporated herein by reference to Exhibit 4.11 of the Company's Registration Statement on Form S-4 (Registration No. 333-92470) filed on July 16, 2002.
4.2(b)	Form of Fifth Supplemental Indenture, dated as of June 8, 2005, by and among Beazer, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee, related to Beazer's 6 7/8% Senior Notes due 2015 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 13, 2005 (File No. 001-12822).
4.2(c)	Seventh Supplement Indenture, dated as of January 9, 2006, to the Trust Indenture dated as of April 17, 2002 incorporated herein by reference to Exhibit 99.2 of the Company's Form 8-K filed on January 17, 2006 (File No. 001-12822).
4.2(d)	Form of Eighth Supplemental Indenture, dated June 6, 2006, by and among Beazer, the guarantors named therein and UBS Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities, Inc., Wachovia Capital Markets, LLC, Deutsche Bank Securities Inc., BNP Paribas Securities Corp. and Greenwich Capital Markets, related to Beazer's 8.125% Senior Notes due 2016 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 8, 2006 (File No. 001-12822).
4.2(e)	Ninth Supplemental Indenture, dated October 26, 2007, amending and supplementing the Indenture, dated April 17, 2002, among Beazer, US Bank National Association, as trustee, and the subsidiary guarantors party thereto incorporated herein by reference to Exhibit 10.3 of the Company's Form 8-K filed on October 30, 2007 (File No. 001-12822).
4.2(f)	Twelfth Supplemental Indenture, dated May 10, 2010, between Beazer and U.S. Bank National Association, as trustee, related to Beazer's 7.00% Senior Amortizing Notes due 2013 incorporated herein by reference to Exhibit 4.4 of the Company's Form 8-K filed on May 10, 2010 (File No. 001-12822).
4.2(g)	Thirteenth Supplemental Indenture, dated May 20, 2010, between Beazer, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee, related to Beazer's 9.125% Senior Notes due 2018 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on May 20, 2010 (File No. 001-12822).
4.2(h)	Fourteenth Supplemental Indenture, dated November 12, 2010, between Beazer, the subsidiary guarantors party thereto and U.S. Bank National Association, as trustee, related to Beazer's 9.125% Senior Notes due 2019 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on November 18, 2010 (File No. 001-12822).
4.2(i)	Fifteenth Supplemental Indenture, dated July 22, 2011, between Beazer and U.S. Bank National Association, as trustee, amending and supplementing the Thirteenth Supplemental Indenture, dated May 20, 2010, and the Fourteenth Supplemental Indenture, dated November 12, 2010 incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2011 (File No. 001-12822).

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<b>Exhibit No.</b>	<b>Description</b>
4.2(j)	Sixteenth Supplemental Indenture, dated July 16, 2012, between Beazer and U.S. Bank National Association, as trustee, related to Beazer's 6.00% Senior Amortizing Notes due 2015 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on July 16, 2012 (File No. 001-12822).
4.3(a)	Form of Junior Subordinated indenture between Beazer and JPMorgan Chase Bank, National Association, dated June 15, 2006 incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on June 21, 2006 (File No. 001-12822).
4.3(b)	Form of the Amended and Restated Trust Agreement among Beazer, JPMorgan Chase Bank, National Association, Chase Bank USA, National Association and certain individuals named therein as Administrative Trustees, dated June 15, 2006 incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on June 21, 2006 (File No. 001-12822).
4.4(a)	Indenture, dated January 12, 2010, between Beazer Homes USA, Inc. and the U.S. Bank National Association, as trustee incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on January 12, 2010 (File No. 001-12822).
4.4(b)	First Supplemental Indenture, dated January 12, 2010, between Beazer and U.S. Bank National Association, as trustee, related to Beazer's 7 1/2% Mandatory Convertible Subordinated Notes due 2013 incorporated herein by reference to Exhibit 4.2 of the Company's Form 8-K filed on January 12, 2010 (File No. 001-12822).
4.5(a)	Indenture, dated July 18, 2012, for 6.625% Senior Secured Notes due 2018, between Beazer Homes USA, Inc., the subsidiary guarantors party thereto, U.S. Bank National Association, as trustee, and Wilmington Trust, National Association, as collateral trustee incorporated herein by reference to Exhibit 4.1 of the Company's Form 8-K filed on July 20, 2012 (File No. 001-12822).
4.5(b)	Form of 6.625% Senior Secured Note due 2018 (included in Exhibit 4.5(a) hereto)
4.5(c)	Registration Rights Agreement for 6.625% Senior Secured Notes due 2018, dated July 18, 2012, by and among Beazer, the subsidiary guarantors party thereto, and the Initial Purchasers incorporated herein by reference to Exhibit 4.3 of the Company's Form 8-K filed on July 19, 2012 (File No. 001-12822).
5.1	Opinion of King & Spalding LLP
5.2	Opinion of Tune, Entrekin & White, P.C.
5.3	Opinion of Barnes & Thornburg LLP
5.4	Opinion of Holland & Knight LLP
5.5	Opinion of Hogan Lovells US LLP
5.6	Opinion of Greenbaum, Rowe, Smith & Davis LLP
5.7	Opinion of Walsh, Colucci, Lubeley, Emrich & Walsh PC
5.8	Opinion of Troutman Sanders LLP
12.1	Statement of Computation of Ratio of Earnings to Fixed Charges
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2	Consent of King & Spalding LLP (included in Exhibit 5.1 hereto)
23.3	Consent of Tune, Entrekin & White, P.C. (included in Exhibit 5.2 hereto)
23.4	Consent of Barnes & Thornburg LLP (included in Exhibit 5.3 hereto)
23.5	Consent of Holland & Knight LLP (included in Exhibit 5.4 hereto)
23.6	Consent of Hogan Lovells US LLP (included in Exhibit 5.5 hereto)

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<b>Exhibit No.</b>	<b>Description</b>
23.7	Consent of Greenbaum, Rowe, Smith & Davis LLP (included in Exhibit 5.6 hereto)
23.8	Consent of Walsh, Colucci, Lubeley, Emrich & Walsh PC (included in Exhibit 5.7 hereto)
23.9	Consent of Troutman Sanders LLP (included in Exhibit 5.8 hereto)
24.1	Powers of Attorney (included on the signature pages hereto)
25.1	Form T-1 Statement of Eligibility and Qualification of the Trustee with respect to the 6.625% Senior Secured Notes due 2018
99.1	Form of Letter of Transmittal
99.2	Form of Notice of Guaranteed Delivery