

Reserve @ Pleasant Grove LLC
Form POSASR
January 05, 2017

As filed with the Securities and Exchange Commission on January 5, 2017

Registration No. 333-199159

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

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

LENNAR CORPORATION

Co-registrants are listed on the following page.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

95-4337490

Incorporation or Organization)

**(I.R.S. Employer
Identification Number)**

700 Northwest 107th Avenue

Miami, Florida 33172

(305) 559-4000

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

Mark Sustana

General Counsel and Secretary

Lennar Corporation

700 Northwest 107th Avenue

Miami, Florida 33172

(305) 559-4000

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

Copies to:

David Boston, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019-6099

Approximate date of commencement of proposed sale to the public: From time to time after the date of this Post-Effective Amendment No. 3 to the Registration Statement.

Edgar Filing: Reserve @ Pleasant Grove LLC - Form POSASR

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, 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 Information 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.

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 |
| Title of Each Class of | Proposed Maximum Aggregate Offering Price |
| Securities to be Registered* | Amount of Registration Fee (1) |
| Class A Common Stock, Class B Common Stock, Preferred Stock, Participating Preferred Stock, Depositary Shares, Debt Securities, Warrants, Units | |

Guarantees of Debt Securities by direct and indirect

wholly-owned subsidiaries (2)

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

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|------------------------------------|--|---|
| 308 Furman, Ltd. | TX | 01-0757175 |
| 360 Developers, LLC | FL | 03-0469008 |
| Ann Arundel Farms, Ltd. | TX | 76-0594649 |
| Aquaterra Utilities, Inc. | FL | 59-3674555 |
| Asbury Woods L.L.C. | IL | 36-4491586 |
| Astoria Options, LLC | DE | 26-3838861 |
| Autumn Creek Development, Ltd. | TX | 76-0566381 |
| Aylon, LLC | DE | 74-3135055 |
| Bainebridge 249, LLC | FL | 45-5434000 |
| Bay Colony Expansion 369, Ltd. | TX | 01-0634897 |
| Bay River Colony Development, Ltd. | TX | None |
| BB Investment Holdings, LLC | NV | None |
| BCI Properties, LLC | NV | None |
| Bellagio Lennar, LLC | FL | 46-0560657 |
| Belle Meade LEN Holdings, LLC | FL | 27-1137331 |
| Belle Meade Partners, LLC | FL | 20-3287566 |
| BPH I, LLC | NV | None |
| Bramalea California, Inc. | CA | 95-3426206 |
| Bressi Gardenlane, LLC | DE | 47-0876961 |
| Builders LP, Inc. | DE | 43-1981685 |
| Cambria L.L.C. | IL | 36-4343919 |
| Cary Woods, LLC | IL | 36-4511011 |
| Casa Marina Development, LLC | FL | 55-0817596 |
| Caswell Acquisition Group, LLC | DE | None |
| Cherrytree II LLC | MD | 75-2988548 |
| CL Ventures, LLC | FL | 11-3728443 |
| Coco Palm 82, LLC | FL | None |
| Colonial Heritage LLC | VA | 20-0646289 |
| Concord Station, LLP | FL | 20-0986458 |
| Coventry L.L.C. | IL | 36-4511106 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| CP Red Oak Management, LLC | TX | None |
| CP Red Oak Partners, Ltd. | TX | 20-1064026 |
| CPFE, LLC | MD | 45-5433728 |
| Creekside Crossing, L.L.C. | IL | 43-2052256 |
| Danville Tassajara Partners, LLC | DE | 20-1461254 |
| Darcy-Joliet L.L.C. | IL | 20-1290431 |
| DBJ Holdings, LLC | NV | None |
| DTC Holdings of Florida, LLC | FL | 45-2118119 |
| Durrell 33, LLC | NJ | 46-2498666 |
| Estates Seven, LLC | DE | 52-2274380 |
| EV, LLC | MD | None |
| Evergreen Village LLC | DE | 59-3801488 |
| F&R Florida Homes, LLC | FL | 27-2136138 |
| F&R QVI Home Investments USA, LLC | DE | 20-8024189 |
| Fidelity Guaranty and Acceptance Corp. | DE | 76-0168225 |
| FLORDADE LLC | FL | 38-3832923 |
| Fox-Maple Associates, LLC | NJ | 43-1997377 |
| Friendswood Development Company, LLC | TX | 74-2859478 |
| Garco Investments, LLC | FL | 65-1151300 |
| Greystone Construction, Inc. | AZ | 86-0864245 |
| Greystone Homes of Nevada, Inc. | DE | 88-0412604 |
| Greystone Nevada, LLC | DE | 88-0412611 |
| Greywall Club L.L.C. | IL | 20-1083688 |
| Hammocks Lennar LLC | FL | None |
| Harveston, LLC | DE | 02-0613649 |
| Haverton L.L.C. | IL | 30-0057181 |
| HCC Investors, LLC | DE | 33-0770138 |
| Heathcote Commons LLC | VA | 20-1178932 |
| Heritage of Auburn Hills, L.L.C. | MI | 38-3395118 |
| Hewitts Landing Trustee, LLC | MA | 27-2909649 |
| Home Buyer s Advantage Realty, Inc. | TX | 76-0573246 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|---|--|---|
| Homecraft Corporation | TX | 76-0334090 |
| HTC Golf Club, LLC | CO | 26-0312522 |
| Inactive Companies, LLC | FL | 26-2094631 |
| Independence L.L.C. | VA | 76-0651137 |
| Isles at Bayshore Club, LLC | FL | 27-2304291 |
| Kendall Hammocks Commercial, LLC | FL | 30-0771295 |
| Lakelands at Easton, L.L.C. | MD | 03-0501970 |
| Lakeside Farm, LLC | MD | None |
| LCD Asante, LLC | DE | 26-1131090 |
| Legends Club, LLC | FL | 48-1259544 |
| Legends Golf Club, LLC | FL | 59-3691814 |
| LEN Belle Meade, LLC | FL | 27-1077754 |
| LEN Palm Vista, LLC | FL | 27-1077269 |
| LEN Paradise Cable, LLC | FL | 27-2559480 |
| LEN Paradise Operating, LLC | FL | 27-2559369 |
| Len Paradise, LLC | FL | 27-0950511 |
| LEN-CG South, LLC | FL | 45-4599963 |
| Lencraft, LLC | MD | 20-1749015 |
| LenFive, LLC | DE | 47-5614749 |
| LenFive Sub, LLC | DE | 37-1796755 |
| LenFive Sub II, LLC | DE | 81-1803170 |
| LenFive Sub III, LLC | DE | 37-1824677 |
| LENH I, LLC | FL | 56-2349820 |
| Len-Hawks Point, LLC | FL | 45-4049841 |
| Lennar BVHP, LLC | CA | 94-3332430 |
| Lennar Aircraft I, LLC | DE | 20-2424732 |
| Lennar Arizona Construction, Inc. | AZ | 20-5335712 |
| Lennar Arizona, Inc. | AZ | 20-5335505 |
| Lennar Associates Management Holding Company | FL | 31-1806357 |
| Lennar Associates Management, LLC | DE | 52-2257293 |
| Lennar Avenue One, LLC | DE | 46-1440494 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Lennar Bridges, LLC | CA | 33-0843355 |
| Lennar Buffington Colorado Crossing, L.P. | TX | 20-2002341 |
| Lennar Buffington Zachary Scott, L.P. | TX | 20-1577414 |
| Lennar Carolinas, LLC | DE | 20-3150607 |
| Lennar Central Park, LLC | DE | 20-1087322 |
| Lennar Central Region Sweep, Inc. | NV | 65-1111068 |
| Lennar Central Texas, L.P. | TX | 20-5336543 |
| Lennar Chicago, Inc. | IL | 36-3971759 |
| Lennar Colorado Minerals LLC | CO | None |
| Lennar Colorado, LLC | CO | 20-0451796 |
| Lennar Commercial Investors, LLC | FL | 46-2288424 |
| Lennar Communities Development, Inc. | DE | 86-0262130 |
| Lennar Communities Nevada, LLC | NV | 20-3035653 |
| Lennar Communities of Chicago L.L.C. | IL | 20-2036535 |
| Lennar Communities, Inc. | CA | 33-0855007 |
| Lennar Construction, Inc. | AZ | 86-0972186 |
| Lennar Courts, LLC | FL | 46-3122365 |
| Lennar Developers, Inc. | FL | 48-1259540 |
| Lennar Family of Builders GP, Inc. | DE | 43-1981691 |
| Lennar Family of Builders Limited Partnership | DE | 43-1981697 |
| Lennar Flamingo, LLC | FL | 46-3111056 |
| Lennar Fresno, Inc. | CA | 33-1008718 |
| Lennar Gardens, LLC | FL | 27-4501329 |
| Lennar Georgia, Inc. | GA | 20-8892316 |
| Lennar Greer Ranch Venture, LLC | CA | 33-0888370 |
| Lennar Heritage Fields, LLC | CA | 27-3194383 |
| Lennar Hingham Holdings, LLC | DE | 20-2866090 |
| Lennar Hingham JV, LLC | DE | 20-2866001 |
| Lennar Homes Holding, LLC | DE | 16-1641233 |
| Lennar Homes NJ, LLC | DE | 45-2921631 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Lennar Homes of Arizona, Inc. | AZ | 65-0163412 |
| Lennar Homes of California, Inc. | CA | 93-1223261 |
| Lennar Homes of Tennessee, LLC | DE | 32-0407237 |
| Lennar Homes of Texas Land and Construction, Ltd. | TX | 75-2792018 |
| Lennar Homes of Texas Sales and Marketing, Ltd. | TX | 75-2792019 |
| Lennar Homes, LLC | FL | 59-0711505 |
| Lennar Imperial Holdings Limited Partnership | DE | 20-2552367 |
| Lennar International Holding, LLC | DE | 46-1347038 |
| Lennar International, LLC | DE | 61-1697090 |
| Lennar Layton, LLC | DE | 26-3797850 |
| Lennar Long Beach Promenade Partners, LLC | DE | 20-1258506 |
| Lennar Lytle, LLC | DE | 20-2374724 |
| Lennar Mare Island, LLC | CA | 33-0789053 |
| Lennar Marina A Funding, LLC | DE | 27-0762082 |
| Lennar Massachusetts Properties, Inc. | DE | 20-2681100 |
| Lennar Middletown, LLC | NJ | 45-5441987 |
| Lennar Multifamily Communities, LLC | DE | 45-2701002 |
| Lennar New Jersey Properties, Inc. | DE | 20-2681142 |
| Lennar New York, LLC | NY | 20-3160452 |
| Lennar Northeast Properties LLC | NJ | 20-4874094 |
| Lennar Northeast Properties, Inc. | NV | 20-2552288 |
| Lennar Northwest, Inc. | DE | 45-2978961 |
| Lennar Pacific Properties Management, Inc. | DE | 30-0139878 |
| Lennar Pacific Properties, Inc. | DE | 88-0412607 |
| Lennar Pacific, Inc. | DE | 88-0412608 |
| Lennar PI Acquisition, LLC | NJ | 26-1531638 |
| Lennar PI Property Acquisition, LLC | NJ | 26-1531376 |
| Lennar PIS Management Company, LLC | DE | 26-3218984 |
| Lennar Point, LLC | NJ | 46-0534484 |
| Lennar Port Imperial South, LLC | DE | 20-2552353 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Lennar Realty, Inc. | FL | 76-0683361 |
| Lennar Reno, LLC | NV | 22-3895412 |
| Lennar Rialto Investment LP | DE | 27-1437879 |
| Lennar Riverside West Urban Renewal Company, L.L.C. | NJ | 20-2562043 |
| Lennar Riverside West, LLC | DE | 20-2552385 |
| Lennar Sacramento, Inc. | CA | 33-0794993 |
| Lennar Sales Corp. | CA | 95-4716082 |
| Lennar Southland I, Inc. | CA | 33-0801714 |
| Lennar Southwest Holding Corp. | NV | 91-1933536 |
| Lennar Spencer s Crossing, LLC | DE | 20-2906597 |
| Lennar Texas Holding Company | TX | 75-2788257 |
| Lennar Trading Company, LP | TX | 72-1574089 |
| Lennar Ventures, LLC | FL | 26-3103505 |
| Lennar West Valley, LLC | CA | 20-1342854 |
| Lennar.com Inc. | FL | 65-0980149 |
| Lennar/LNR Camino Palomar, LLC | CA | 90-0159727 |
| Lennar-Lantana Boatyard, Inc. | FL | 56-2321100 |
| LEN-Ryan 1, LLC | FL | None |
| Len-Verandahs, LLP | FL | 20-3021304 |
| LH Eastwind, LLC | FL | 20-0097714 |
| LH-EH Layton Lakes Estates, LLC | AZ | 04-3741040 |
| LHI Renaissance, LLC | FL | 02-0680656 |
| LMC Malden Station Investor, LLC | DE | 30-0754847 |
| LMI Contractors, LLC | DE | 80-0838150 |
| LMI Glencoe Dallas Investor, LLC | DE | 61-1706871 |
| LMI Lakes West Covina Investor, LLC | DE | 32-0414007 |
| LMI Las Colinas Station, LLC | DE | 32-0395213 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|----------------------------------|--|---|
| LMI Naperville Investor, LLC | DE | 37-1709704 |
| LMI Park Central Investor, LLC | DE | 35-2471697 |
| LMICS, LLC | DE | 36-4747722 |
| LMI-JC Developer, LLC | DE | 38-3875832 |
| LMI-JC, LLC | DE | 90-0843143 |
| LMI-West Seattle, LLC | DE | 37-1699874 |
| LNC at Meadowbrook, LLC | IL | 36-0026164 |
| LNC at Ravenna, LLC | IL | 41-2088272 |
| LNC Communities I, Inc. | CO | 84-1317557 |
| LNC Communities II, LLC | CO | 84-1317558 |
| LNC Communities III, Inc. | CO | 84-1361682 |
| LNC Communities IV, LLC | CO | 84-1512061 |
| LNC Communities V, LLC | CO | 84-1513989 |
| LNC Communities VI, LLC | CO | 84-1556776 |
| LNC Communities VII, LLC | CO | 84-1534329 |
| LNC Communities VIII, LLC | CO | 84-1553326 |
| LNC Pennsylvania Realty, Inc. | PA | 23-2991585 |
| Long Beach Development, LLC | TX | 26-2321011 |
| Lori Gardens Associates II, LLC | NJ | 20-1944492 |
| Lori Gardens Associates III, LLC | NJ | 20-1944674 |
| Lori Gardens Associates, L.L.C. | NJ | 76-0664697 |
| Lorton Station, LLC | VA | 76-0694499 |
| LW D Andrea, LLC | DE | 20-4489534 |
| Madrona Ridge L.L.C. | IL | 20-0278584 |
| Madrona Village L.L.C. | IL | 36-4343916 |
| Madrona Village Mews L.L.C. | IL | 36-0026266 |
| Majestic Woods, LLC | NJ | 74-3001871 |
| Mid-County Utilities, Inc. | MD | 76-0610395 |
| Mission Viejo 12S Venture, LP | CA | 33-0615197 |
| Mission Viejo Holdings, Inc. | CA | 33-0785862 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Moffett Meadows Partners, LLC | DE | 56-2320229 |
| NC Properties I, LLC | DE | 27-3443043 |
| NC Properties II, LLC | DE | 27-3443142 |
| North American Asset Development Corporation | CA | 68-0239180 |
| North American Title Company, Inc. | CA | 94-2900247 |
| Northbridge L.L.C. | IL | 36-4511102 |
| Northeastern Properties LP, Inc. | NV | 20-2552328 |
| OHC/Ascot Belle Meade, LLC | FL | 20-3276553 |
| One SR, L.P. | TX | 75-3030507 |
| Palm Gardens At Doral Clubhouse, LLC | FL | 26-0801736 |
| Palm Gardens at Doral, LLC | FL | 20-3959088 |
| Palm Vista Preserve, LLC | FL | 83-0426521 |
| PD-Len Boca Raton, LLC | DE | 20-8734358 |
| PD-Len Delray, LLC | DE | 20-8734555 |
| PG Properties Holding, LLC | NC | 26-4059800 |
| Pioneer Meadows Development, LLC | NV | 20-0939113 |
| Pioneer Meadows Investments, LLC | NV | 20-0939094 |
| POMAC, LLC | MD | 11-3708149 |
| Prestonfield L.L.C. | IL | 36-4511103 |
| Providence Lakes, LLP | FL | 20-1744772 |
| PT Metro, LLC | DE | 45-4508755 |
| Raintree Village II L.L.C. | IL | 20-2118282 |
| Raintree Village L.L.C. | IL | 20-0090390 |
| Renaissance Joint Venture | FL | 20-0035665 |
| Reserve @ Pleasant Grove II LLC | NJ | 90-0527127 |
| Reserve @ Pleasant Grove LLC | NJ | 90-0527123 |
| Reserve at River Park, LLC | NJ | 72-1537694 |
| Reserve at South Harrison, LLC | NJ | 76-0682273 |
| Rivendell Joint Venture | FL | 65-0843443 |
| Rivenhome Corporation | FL | 76-0569346 |
| RMV, LLC | MD | None |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|---|--|---|
| Rutenberg Homes of Texas, Inc. | TX | 76-0215995 |
| Rutenberg Homes, Inc. | FL | 76-0340291 |
| Rye Hill Company, LLC | NY | 20-0809495 |
| S. Florida Construction II, LLC | FL | 72-1567303 |
| S. Florida Construction III, LLC | FL | 72-1567302 |
| S. Florida Construction, LLC | FL | 71-0949799 |
| San Lucia, LLC | FL | 20-4372714 |
| Santa Ana Transit Village, LLC | CA | 45-0512621 |
| Savannah Development, Ltd. | TX | 76-0654193 |
| Savell Gulley Development, LLC | TX | 26-2592101 |
| Scarsdale, LTD. | TX | 27-0080619 |
| Schulz Ranch Developers, LLC | DE | 20-4092311 |
| Seminole/70th, LLC | FL | 56-2529886 |
| Siena at Old Orchard L.L.C. | IL | 20-1476765 |
| South Development, LLC | FL | 20-2581567 |
| Southbank Holding, LLC | FL | 45-2420546 |
| Spanish Springs Development, LLC | NV | 76-0672277 |
| St. Charles Active Adult Community, LLC | MD | 20-1659598 |
| Stoney Corporation | FL | 59-3374931 |
| Stoney Holdings, LLC | FL | 27-5428554 |
| Stoneybrook Clubhouse, Inc. | FL | 76-0555539 |
| Stoneybrook Joint Venture | FL | 59-3386329 |
| Strategic Holdings, Inc. | NV | 91-1770357 |
| Strategic Technologies, LLC | FL | 65-0523605 |
| Summerfield Venture L.L.C. | IL | 20-0753624 |
| Summerwood, LLC | MD | 27-0045425 |
| SunStreet Energy Group, LLC | DE | 90-0889251 |
| TCO QVI, LLC | DE | 45-3568663 |
| Temecula Valley, LLC | DE | 43-1971997 |
| Terra Division, LLC | MN | None |
| The Baywinds Land Trust | FL | 11-6591848 |

| Name of Co-Registrant (1) | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| The Bridges at Rancho Santa Fe Sales Company, Inc. | CA | 33-0886703 |
| The Bridges Club at Rancho Santa Fe, Inc. | CA | 33-0867612 |
| The LNC Northeast Group, Inc. | DE | 54-1774997 |
| The Preserve at Coconut Creek, LLC | FL | 20-3287825 |
| Treasure Island Holdings, LLC | DE | 38-3984534 |
| Treviso Holding, LLC | FL | 45-1961704 |
| U.S. Home Corporation | DE | 52-2227619 |
| U.S. Home of Arizona Construction Co. | AZ | 74-2402824 |
| U.S. Home Realty, Inc. | TX | 76-0136964 |
| U.S.H. Los Prados, Inc. | NV | 88-0232393 |
| U.S.H. Realty, Inc. | MD | 74-2765031 |
| USH Flag, LLC | FL | 26-3984776 |
| USH Equity Corporation | NV | 76-0450341 |
| USH LEE, LLC | FL | 27-5368263 |
| USH Woodbridge, Inc. | TX | 76-0561576 |
| UST Lennar Collateral Sub, LLC | DE | 35-2560088 |
| UST Lennar GP PIS 10, LLC | DE | 26-3219799 |
| UST Lennar GP PIS 7, LLC | DE | 26-3219172 |
| UST Lennar HW Scala SF Joint Venture | DE | 26-3262077 |
| Valencia at Doral, LLC | FL | 20-3959040 |
| Vineyard Point 2009, LLC | CA | 26-4562548 |
| WCP, LLC | SC | 51-0461143 |
| West Chocolate Bayou Development, LLC | TX | 26-2320867 |
| West Lake Village, LLC | NJ | 23-2861558 |
| West Seattle Project X, LLC | DE | 35-2460935 |
| West Van Buren L.L.C. | IL | 36-4347398 |
| Westchase, Inc. | NV | 91-1954138 |
| Willowbrook Investors, LLC | NJ | 76-0687252 |
| Woodbridge Multifamily Developer I, LLC | DE | 45-2921413 |
| Wright Farm, L.L.C. | VA | 76-0629136 |

Edgar Filing: Reserve @ Pleasant Grove LLC - Form POSASR

(1) The address, including zip code, and telephone number, including area code, for each of the additional registrants is 700 Northwest 107th Avenue, Miami, Florida 33172, (305) 559-4000.

Note: The following entities that were originally included in the Registration Statement on Form S-3 filed on October 3, 2014 (Registration No. 333-199159) have been merged out of existence into one of the other co-registrants: Greystone Homes, Inc., Coto de Caza Ltd., Limited Partnership, Lennar Coto Holdings, L.L.C., Lennar PNW, Inc., Lennar Renaissance, Inc., Lennar San Jose Holdings, Inc., LFS Holding Company, LLC, LMI (150 Ocean) Investor, LLC and LNC Northeast Mortgage, Inc.

EXPLANATORY NOTE

This Amendment No. 3 to the Registration Statement on Form S-3 (Registration No. 333-199159) is being filed for the purposes of (i) adding LenFive Sub II, LLC, LenFive Sub III, LLC and UST Lennar Collateral Sub, LLC, each a wholly (i.e., 100%) owned subsidiary of Lennar Corporation, as a co-registrant to the Registration Statement with regard to issuances by these subsidiaries of guarantees of debt securities issued by Lennar Corporation, (ii) adding to the securities to which the Registration Statement may relate guarantees by the additional subsidiaries of debt securities issued by Lennar Corporation, and (iii) noting that certain entities that were originally co-registrants under the Registration Statement have been merged out of existence. No changes or additions are being made to the base prospectus that already forms part of the Registration Statement. Accordingly, the base prospectus is not included in this filing.

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

| | |
|---|---------------------|
| SEC Registration Fees | \$ (1)(2) |
| Accounting Fees and Expenses | 5,000(3) |
| Trustees Fees and Expenses (including counsel fees) | (2) |
| Printing Fees | 5,000(3) |
| Rating Agency Fees | (2) |
| Legal Fees and Expenses | 5,000(3) |
| Miscellaneous | 5,000(3) |
| Total | \$ 20,000(2)(3) |

- (1) Deferred in accordance with Rule 456(b) and 457(r) of the Securities Act of 1933, as amended. Pursuant to Rule 457(n), no separate registration fee is payable with regard to the guarantees.
- (2) Because an indeterminate amount of securities are covered by this Registration Statement, certain expenses in connection with the issuance and distribution of securities are not currently determinable. An estimate of the aggregate expenses in connection with each sale of the securities being offered will be included in the applicable prospectus supplement.
- (3) Estimated.

Item 15. *Indemnification of Directors and Officers.*

As permitted by Section 145 of the Delaware General Corporation Law (DGCL), our Certificate of Incorporation provides that we shall indemnify any person who is made a party or who 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 such person 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 if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the such person's conduct was unlawful.

As also permitted by Section 145 of the DGCL, our Certificate of Incorporation further provides that we shall 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 suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person 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) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be 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 but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper. Our Certificate of Incorporation does not include a provision permitting a person's rights to indemnification to be eliminated after the occurrence of the act or omission giving rise to a claim in respect of which indemnification is sought, and therefore, under Section 145 of the DGCL, the right to indemnification may not be eliminated after the occurrence of the act or omission giving rise to a claim in respect of which indemnification is sought.

Our Certificate of Incorporation provides, as permitted by Section 145 of the DGCL, that the indemnification provided in our Certificate of Incorporation is not exclusive of other rights to which those indemnified may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise. Our Certificate of Incorporation permits us to purchase and maintain insurance on behalf of persons who are entitled to indemnification, and we maintain directors' and officers' liability insurance for our directors and officers.

The states in which many of the guarantor registrants are incorporated permit or, under some circumstances, require indemnification of directors or officers. However, Lennar Corporation applies the provisions of its Certificate of Incorporation to indemnification of directors and officers of its wholly-owned subsidiaries, including the guarantor registrants.

Item 16. Exhibits.

| Number | Description |
|--------|--|
| 4.1 | Indenture dated as of December 31, 1997, between the Company and The First National Bank of Chicago Incorporated by reference to the Company's Registration Statement on Form S-3, File No. 333-45527. |
| 5.1 | Opinion of K&L Gates LLP (counsel).* |
| 12.1 | Calculation of Ratio of Earnings to Fixed Charges.** |
| 23.1 | Consent of Deloitte & Touche LLP.* |
| 23.2 | Consent of K&L Gates LLP (included in Exhibit 5.1).* |
| 24.1 | Power of Attorney.* |
| 25.1 | Statement of Eligibility of Trustee on Form T-1 of The Bank of New York Mellon, as trustee with respect to the Indenture, dated as of December 31, 1997.* |

* Filed previously with the Company's Registration Statement on Form S-3, on October 3, 2014.

** Filed herewith.

Item 17. Undertakings.

The undersigned Registrant hereby undertakes:

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

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

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

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

provided, however, that the undertakings set forth in subparagraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those subparagraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

Edgar Filing: Reserve @ Pleasant Grove LLC - Form POSASR

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

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

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

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

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

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

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

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

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

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

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

(8) 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 in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

(9) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 of the registration statement, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Miami, State of Florida, on January 5, 2017.

LENNAR CORPORATION

By: /s/ Stuart A. Miller
Name: Stuart A. Miller

Title: Chief Executive Officer

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

308 Furman, Ltd.

360 Developers, LLC

Ann Arundel Farms, Ltd.

Aquaterra Utilities, Inc.

Asbury Woods L.L.C.

Astoria Options, LLC

Autumn Creek Development, Ltd.

Aylon, LLC

Bainebridge 249, LLC

Bay Colony Expansion 369, Ltd.

Bay River Colony Development, Ltd.

BB Investment Holdings, LLC

BCI Properties, LLC

Bellagio Lennar, LLC

Belle Meade LEN Holdings, LLC

Belle Meade Partners, LLC

BPH I, LLC

Bramalea California, Inc.

Bressi Gardenlane, LLC

Builders LP, Inc.

Cambria L.L.C.

Cary Woods LLC

Casa Marina Development, LLC

Caswell Acquisition Group, LLC

Cherrytree II LLC

CL Ventures, LLC

Coco Palm 82, LLC

Colonial Heritage LLC

Concord Station, LLP

Coventry L.L.C.

CPFE, LLC

CP Red Oak Management, LLC

CP Red Oak Partners, Ltd.

Creekside Crossing, L.L.C.

Danville Tassajara Partners, LLC

Darcy-Joliet, LLC

DBJ Holdings, LLC

Durrell 33, LLC

DTC Holdings of Florida, LLC

Estates Seven, LLC

EV, LLC

Evergreen Village LLC

F&R Florida Homes, LLC

F&R QVI Home Investments USA, LLC

Fidelity Guaranty and Acceptance Corp.

FLORDADE LLC

Fox-Maple Associates, LLC

Friendswood Development Company, LLC

Garco Investments, LLC

Greystone Construction, Inc.

Greystone Homes of Nevada, Inc.

Greystone Nevada, LLC

Greywall Club L.L.C.

Hammocks Lennar LLC

Harveston, LLC

Haverton L.L.C.

HCC Investors, LLC

Heathcote Commons LLC

Heritage of Auburn Hills, L.L.C.

Hewitts Landing Trustee, LLC

Home Buyer s Advantage Realty, Inc.

Homecraft Corporation

HTC Golf Club, LLC

Inactive Companies, LLC

Independence L.L.C.

Isles at Bayshore Club, LLC

Kendall Hammocks Commercial, LLC

Lakelands at Easton, L.L.C.

Lakeside Farm, LLC

LCD Asante, LLC

Legends Club, LLC

Legends Golf Club, LLC

LEN Belle Meade, LLC

LEN CG South, LLC

LEN Palm Vista, LLC

LEN Paradise Cable, LLC

LEN Paradise Operating, LLC

Len Paradise, LLC

Lencraft, LLC

LenFive, LLC

LenFive Sub, LLC

LenFive Sub II, LLC

LenFive Sub III, LLC

LENH I, LLC

Len Hawks Point, LLC

Lennar BVHP, LLC

Lennar Aircraft I, LLC

Lennar Arizona, Inc.

Lennar Arizona Construction, Inc.

Lennar Associates Management, LLC

Lennar Associates Management Holding Company

Lennar Avenue One, LLC

Lennar Bridges, LLC

Lennar Buffington Colorado Crossing, L.P.

Lennar Buffington Zachary Scott, L.P.

Lennar Carolinas, LLC

Lennar Central Park, LLC

Lennar Central Region Sweep, Inc.

Lennar Central Texas, L.P.

Lennar Chicago, Inc.

Lennar Colorado Minerals LLC

Lennar Colorado, LLC

Lennar Commercial Investors, LLC

Lennar Communities, Inc.

Lennar Communities Development, Inc.

Lennar Communities Nevada, LLC

Lennar Communities of Chicago L.L.C.

Lennar Construction, Inc.

Lennar Courts, LLC

Lennar Developers, Inc.

Lennar Family of Builders GP, Inc.

Lennar Family of Builders Limited Partnership

Lennar Flamingo, LLC

Lennar Fresno, Inc.

Lennar Gardens, LLC

Lennar Georgia, Inc.

Lennar Greer Ranch Venture, LLC

Lennar Heritage Fields, LLC

Lennar Hingham Holdings, LLC

Lennar Hingham JV, LLC

Lennar Homes Holding, LLC

Lennar Homes NJ, LLC

Lennar Homes, LLC

Lennar Homes of Arizona, Inc.

Lennar Homes of California, Inc.

Lennar Homes of Tennessee, LLC

Lennar Homes of Texas Land and Construction, Ltd.

Lennar Homes of Texas Sales and Marketing, Ltd.

Lennar Imperial Holdings Limited Partnership

Lennar International Holding, LLC

Lennar International, LLC

Lennar Layton, LLC

Lennar Long Beach Promenade Partners, LLC

Lennar Lytle, LLC

Lennar Mare Island, LLC

Lennar Marina A Funding, LLC

Lennar Massachusetts Properties, Inc.

Lennar Middletown, LLC

Lennar Multifamily Communities, LLC

Lennar New Jersey Properties Inc.

Lennar New York, LLC

Lennar Northeast Properties, Inc.

Lennar Northeast Properties LLC

Lennar Northwest, Inc.

Lennar Pacific, Inc.

Lennar Pacific Properties, Inc.

Lennar Pacific Properties Management, Inc.

Lennar PI Acquisition, LLC

Lennar PI Property Acquisition, LLC

Lennar PIS Management Company, LLC

Lennar Point, LLC

Lennar Port Imperial South, LLC

Lennar Realty, Inc.

Lennar Reno, LLC

Lennar Rialto Investment LP

Lennar Riverside West, LLC

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

Lennar Sacramento, Inc.

Lennar Sales Corp.

II-6

Lennar Southland I, Inc.

Lennar Southwest Holding Corp.

Lennar Spencer s Crossing, LLC

Lennar Texas Holding Company

Lennar Trading Company, LP

Lennar Ventures, LLC

Lennar West Valley, LLC

Lennar.com Inc.

Lennar/LNR Camino Palomar, LLC

Lennar-Lantana Boatyard, Inc.

LEN-Ryan I, LLC

Len-Verandahs, LLP

LH Eastwind, LLC

LH-EH Layton Lakes Estates, LLC

LHI Renaissance, LLC

LMC Malden Station Investor, LLC

LMI Glencoe Dallas Investor, LLC

LMI Lakes West Covina Investor, LLC

LMI Las Colinas Station, LLC

LMI Naperville Investor, LLC

LMI Park Central Investor, LLC

LMICS, LLC

LMI Contractors, LLC

LMI-JC Developer, LLC

LMI-JC, LLC

LMI-West Seattle, LLC

LNC at Meadowbrook, LLC

LNC at Ravenna, LLC

LNC Communities I, Inc.

LNC Communities II, LLC

LNC Communities III, Inc.

LNC Communities IV, LLC

LNC Communities V, LLC

LNC Communities VI, LLC

LNC Communities VII, LLC

LNC Communities VIII, LLC

LNC Pennsylvania Realty, Inc.

Long Beach Development, LLC

Lori Gardens Associates, L.L.C.

Lori Gardens Associates II, LLC

Lori Gardens Associates III, LLC

Lorton Station, LLC

LW D Andrea, LLC

Madrona Ridge L.L.C.

Madrona Village L.L.C.

Madrona Village Mews L.L.C.

Majestic Woods, LLC

Mid-County Utilities, Inc.

Mission Viejo 12S Venture, LP

Mission Viejo Holdings, Inc.

Moffett Meadows Partners, LLC

NC Properties I, LLC

NC Properties II, LLC

North American Asset Development Corporation

North American Title Company, Inc.

Northbridge L.L.C.

Northeastern Properties LP, Inc.

OHC/Ascot Belle Meade, LLC

II-7

One SR, L.P.

Palm Gardens At Doral Clubhouse, LLC

Palm Gardens at Doral, LLC

Palm Vista Preserve, LLC

PD-Len Boca Raton, LLC

PD-Len Delray, LLC

PG Properties Holding, LLC

Pioneer Meadows Development, LLC

Pioneer Meadows Investments, LLC

POMAC, LLC

Prestonfield L.L.C.

Providence Lakes, LLP

PT Metro, LLC

Raintree Village, L.L.C.

Raintree Village II L.L.C.

Renaissance Joint Venture

Reserve @ Pleasant Grove II LLC

Reserve @ Pleasant Grove LLC

Reserve at River Park, LLC

Reserve at South Harrison, LLC

Rivendell Joint Venture

Rivenhome Corporation

RMV, LLC

Rutenberg Homes, Inc.

Rutenberg Homes of Texas, Inc.

Rye Hill Company, LLC

S. Florida Construction, LLC

S. Florida Construction II, LLC

S. Florida Construction III, LLC

San Lucia, LLC

Santa Ana Transit Village, LLC

Savannah Development, Ltd.

Savell Gulley Development, LLC

Scarsdale, LTD

Schulz Ranch Developers, LLC

Seminole/70th, LLC

Siena at Old Orchard, LLC

South Development, LLC

Southbank Holding, LLC

Spanish Springs Development, LLC

St. Charles Active Adult Community, LLC

Stoney Corporation

Stoney Holdings, LLC

Stoneybrook Clubhouse, Inc.

Stoneybrook Joint Venture

Strategic Holdings, Inc.

Strategic Technologies, LLC

Summerfield Venture L.L.C.

Summerwood L.L.C.

SunStreet Energy Group, LLC

TCO QVI, LLC

Temecula Valley, LLC

Terra Division, LLC

The Baywinds Land Trust

The Bridges at Rancho Santa Fe Sales Company, Inc.

The Bridges Club at Rancho Santa Fe, Inc.

The LNC Northeast Group, Inc.

The Preserve at Coconut Creek, LLC

Treasure Island Holdings, LLC

Treviso Holding, LLC

U.S. Home Corporation

U.S. Home of Arizona Construction Co.

U.S. Home Realty, Inc.

U.S.H. Los Prados, Inc.

U.S.H. Realty, Inc.

USH Equity Corporation

USH Flag, LLC

USH LEE, LLC

USH Woodbridge, Inc.

UST Lennar Collateral Sub, LLC

UST Lennar GP PIS 10, LLC

UST Lennar GP PIS 7, LLC

UST Lennar HW Scala SF Joint Venture

Valencia at Doral, LLC

Vineyard Point 2009, LLC

WCP, LLC

West Chocolate Bayou Development, LLC

West Lake Village, LLC

West Seattle Project X, LLC

West Van Buren L.L.C.

Westchase, Inc.

Willowbrook Investors, LLC

Woodbridge Multifamily Developer I, LLC

Wright Farm, L.L.C.

AS GUARANTORS

By: /s/ Mark Sustana

Name: Mark Sustana

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

II-9

On Behalf of Lennar Corporation:

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and as of the dates indicated.

| Signature | Title | Date |
|---------------------------|--|-----------------|
| /s/ STUART A. MILLER* | Chief Executive Officer and Director | January 5, 2017 |
| Stuart A. Miller | (Principal Executive Officer) | |
| /s/ BRUCE GROSS* | Vice President and Chief Financial Officer | January 5, 2017 |
| Bruce Gross | (Principal Financial Officer) | |
| /s/ DAVID M. COLLINS* | Controller (Principal Accounting | January 5, 2017 |
| David M. Collins | Officer) | |
| /s/ IRVING BOLOTIN* | Director | January 5, 2017 |
| Irving Bolotin | | |
| /s/ THERON I. GILLIAM* | Director | January 5, 2017 |
| Theron I. Gilliam | | |
| /s/ STEVEN L. GERARD* | Director | January 5, 2017 |
| Steven L. Gerard | | |
| /s/ SHERRILL W. HUDSON* | Director | January 5, 2017 |
| Sherrill W. Hudson | | |
| /s/ SIDNEY LAPIDUS* | Director | January 5, 2017 |
| Sidney Lapidus | | |
| /s/ TERI P. McCLURE* | Director | January 5, 2017 |
| Teri P. McClure | | |
| /s/ Armando Olivera* | Director | January 5, 2017 |
| Armando Olivera | | |
| /s/ JEFFREY SONNENFELD* | Director | January 5, 2017 |

Jeffrey Sonnenfeld

*By:

/s/ MARK SUSTANA

Name: Mark Sustana

Title: Attorney-in-Fact

II-10

On Behalf of the Following Co-Registrants:

308 Furman, Ltd.(1)

360 Developers, LLC(2)

Ann Arundel Farms, Ltd.(1)

Aquaterra Utilities, Inc.(i)(xiii)

Asbury Woods L.L.C.(3)

Astoria Options, LLC(4)

Autumn Creek Development, Ltd.(1)

Aylon, LLC(5)

Bainebridge 249, LLC(6)

Bay Colony Expansion 369, Ltd.(1)

Bay River Colony Development, Ltd.(1)

BB Investment Holdings, LLC(7)

BCI Properties, LLC(7)

Bellagio Lennar, LLC(6)

Belle Meade LEN Holdings, LLC(6)

Belle Meade Partners, LLC(8)

BPH I, LLC(7)

Bramalea California, Inc.(ii)(xiii)

Bressi Gardenlane, LLC(9)

Builders LP, Inc.(i)(xiv)

Cambria L.L.C.(3)

Cary Woods LLC(3)

Casa Marina Development, LLC(2)

Caswell Acquisition Group, LLC(iii)(xiii)

Cherrytree II LLC(4)

CL Ventures, LLC(4)

Coco Palm 82, LLC(6)

Colonial Heritage LLC(4)

Concord Station, LLP(10)

Coventry L.L.C.(3)

CPFE, LLC(4)

CP Red Oak Management, LLC(12)

CP Red Oak Partners, Ltd.(13)

Creekside Crossing, L.L.C.(3)

Danville Tassajara Partners, LLC(14)

Darcy-Joliet, LLC(15)

DBJ Holdings, LLC(7)

Durrell 33, LLC(4)

DTC Holdings of Florida, LLC(6)

Estates Seven, LLC(16)

EV, LLC(iii)

Evergreen Village LLC(4)

F&R Florida Homes, LLC(i)(xiii)

F&R QVI Home Investments USA, LLC(iii)(xiii)

Fidelity Guaranty and Acceptance Corp.(i)(xiii)

FLORDADE LLC(6)

Fox-Maple Associates, LLC(4)

Friendswood Development Company, LLC(12)

Garco Investments, LLC(2)

Greystone Construction, Inc.(i)(xiii)

Greystone Homes of Nevada, Inc.(i)(xiii)

Greystone Nevada, LLC(17)

Greywall Club L.L.C.(3)

Hammocks Lennar LLC(6)

Harveston, LLC(14)

Haverton L.L.C.(3)

HCC Investors, LLC(14)

Heathcote Commons LLC(4)

Heritage of Auburn Hills, L.L.C.(4)

Hewitts Landing Trustee, LLC(iii)(xiii)

Home Buyer s Advantage Realty, Inc.(i)(xiii)

Homecraft Corporation(i)(xiii)

HTC Golf Club, LLC(18)

Inactive Companies, LLC(6)

Independence L.L.C.(4)

Isles at Bayshore Club, LLC(6)

Kendall Hammocks Commercial, LLC(6)

Lakelands at Easton, L.L.C.(4)

Lakeside Farm, LLC (4)

LCD Asante, LLC(iii)(xiv)

Legends Club, LLC(i)(xiv)

Legends Golf Club, LLC(i)(xiv)

LEN Belle Meade, LLC(6)

LEN CG South, LLC(6)

LEN Palm Vista, LLC(6)

LEN Paradise Cable, LLC(6)

LEN Paradise Operating, LLC(6)

Len Paradise, LLC(6)

Lencraft, LLC(4)

LenFive, LLC(14)

LenFive Sub, LLC(49)

LenFive Sub II, LLC(49)

LenFive Sub III, LLC(49)

LENH I, LLC(6)

Len Hawks Point, LLC(6)

Lennar BVHP, LLC(19)

Lennar Aircraft I, LLC(20)

Lennar Arizona, Inc.(i)(xiii)

Lennar Arizona Construction, Inc.(i)(xiii)

Lennar Associates Management, LLC(i)(xiv)

Lennar Associates Management Holding Company(i)(xiii)

Lennar Avenue One, LLC(14)

Lennar Bridges, LLC(14)

Lennar Buffington Colorado Crossing, L.P.(1)

Lennar Buffington Zachary Scott, L.P.(1)

Lennar Carolinas, LLC(i)(xiii)

Lennar Central Park, LLC(14)

Lennar Central Region Sweep, Inc.(i)(xiv)

Lennar Central Texas, L.P.(1)

Lennar Chicago, Inc.(i)(xiii)

Lennar Colorado Minerals LLC(18)

Lennar Colorado, LLC(iv)

Lennar Commercial Investors, LLC(iii)(xiii)

Lennar Communities, Inc.(i)(xiv)

Lennar Communities Development, Inc.(i)(xiv)

Lennar Communities Nevada, LLC(17)

Lennar Communities of Chicago L.L.C.(iii)(xiv)

Lennar Construction, Inc.(i)(xiii)

Lennar Courts, LLC(6)

Lennar Developers, Inc.(i)(xiv)

Lennar Family of Builders GP, Inc.(i)(xiv)

Lennar Family of Builders Limited Partnership(21)

Lennar Flamingo, LLC(6)

Lennar Fresno, Inc.(i)(xiii)

Lennar Gardens, LLC(6)

Lennar Georgia, Inc.(i)(xiii)

Lennar Greer Ranch Venture, LLC(14)

Lennar Heritage Fields, LLC(14)

Lennar Hingham Holdings, LLC(iii)(xiii)
Lennar Hingham JV, LLC(22)
Lennar Homes Holding, LLC(iii)(xiv)
Lennar Homes NJ, LLC(4)
Lennar Homes, LLC(iii)(xiii)
Lennar Homes of Arizona, Inc.(i)(xiii)
Lennar Homes of California, Inc.(i)(xiii)
Lennar Homes of Tennessee, LLC(iii)(xiv)
Lennar Homes of Texas Land and Construction, Ltd.(1)
Lennar Homes of Texas Sales and Marketing, Ltd.(1)
Lennar Imperial Holdings Limited Partnership(23)
Lennar International Holding, LLC(24)
Lennar International, LLC(25)
Lennar Layton, LLC(iii)(xiii)
Lennar Long Beach Promenade Partners, LLC(14)
Lennar Lytle, LLC(26)
Lennar Mare Island, LLC(14)
Lennar Marina A Funding, LLC(22)
Lennar Massachusetts Properties, Inc.(i)(xiii)
Lennar Middletown, LLC(4)
Lennar Multifamily Communities, LLC(iii)(xiii)
Lennar New Jersey Properties Inc.(i)(xiii)
Lennar New York, LLC(iii)(xiii)
Lennar Northeast Properties, Inc.(i)(xiii)
Lennar Northeast Properties LLC(iii)(xiii)

Lennar Northwest, Inc.(i)(xiii)

Lennar Pacific, Inc.(i)(xiii)

Lennar Pacific Properties, Inc.(i)(xiii)

Lennar Pacific Properties Management, Inc.(i)(xiii)

Lennar PI Acquisition, LLC(iii)(xiv)

Lennar PI Property Acquisition, LLC(iii)(xiv)

Lennar PIS Management Company, LLC(27)

Lennar Point, LLC(4)

Lennar Port Imperial South, LLC(28)

Lennar Realty, Inc.(v)

Lennar Reno, LLC(vi)

Lennar Rialto Investment LP(vii)

Lennar Riverside West, LLC(28)

Lennar Riverside West Urban Renewal Company, L.L.C.(29)

Lennar Sacramento, Inc.(i)(xiii)

Lennar Sales Corp.(i)(xiii)

Lennar Southland I, Inc.(i)(xiv)

Lennar Southwest Holding Corp.(i)(xiv)

Lennar Spencer s Crossing, LLC(14)

Lennar Texas Holding Company(i)(xiv)

Lennar Trading Company, LP(1)

Lennar Ventures, LLC(viii)

Lennar West Valley, LLC(14)

Lennar.com Inc.(i)(xiv)

Lennar/LNR Camino Palomar, LLC(14)

Lennar-Lantana Boatyard, Inc.(i)(xiv)

LEN-Ryan I, LLC(6)

Len-Verandahs, LLP(8)

LH Eastwind, LLC(6)

LH-EH Layton Lakes Estates, LLC(31)

LHI Renaissance, LLC(6)

LMC Malden Station Investor, LLC(32)

II-13

LMI Glencoe Dallas Investor, LLC(33)

LMI Lakes West Covina Investor, LLC(33)

LMI Las Colinas Station, LLC(33)

LMI Naperville Investor, LLC(33)

LMI Park Central Investor, LLC(33)

LMICS, LLC(iii)(xiii)

LMI Contractors, LLC(iii)(xiii)

LMI-JC Developer, LLC(33)

LMI-JC, LLC(33)

LMI-West Seattle, LLC(iii)(xiii)

LNC at Meadowbrook, LLC(3)

LNC at Ravenna, LLC(3)

LNC Communities I, Inc.(i)(xiv)

LNC Communities II, LLC(4)

LNC Communities III, Inc.(i)(xiv)

LNC Communities IV, LLC(4)

LNC Communities V, LLC(4)

LNC Communities VI, LLC(4)

LNC Communities VII, LLC(4)

LNC Communities VIII, LLC(4)

LNC Pennsylvania Realty, Inc.(i)(xiv)

Long Beach Development, LLC(iii)(xiii)

Lori Gardens Associates, L.L.C.(4)

Lori Gardens Associates II, LLC(4)

Lori Gardens Associates III, LLC(4)

Lorton Station, LLC(4)

LW D Andrea, LLC(35)

Madrona Ridge L.L.C.(3)

Madrona Village L.L.C.(3)

Madrona Village Mews L.L.C.(3)

Majestic Woods, LLC(4)

Mid-County Utilities, Inc.(i)(xiii)

Mission Viejo 12S Venture, LP(36)

Mission Viejo Holdings, Inc.(i)(xiii)

Moffett Meadows Partners, LLC(37)

NC Properties I, LLC(iii)(xiii)

NC Properties II, LLC(iii)(xiii)

North American Asset Development Corporation(xvi)

North American Title Company, Inc.(xvii)

Northbridge L.L.C.(3)

Northeastern Properties LP, Inc.(i)(xiii)

OHC/Ascot Belle Meade, LLC(8)

One SR, L.P.(1)

Palm Gardens At Doral Clubhouse, LLC(38)

Palm Gardens at Doral, LLC(6)

Palm Vista Preserve, LLC(4)

PD-Len Boca Raton, LLC(6)

PD-Len Delray, LLC(6)

PG Properties Holding, LLC(5)

Pioneer Meadows Development, LLC(35)

Pioneer Meadows Investments, LLC(35)

POMAC, LLC(4)

Prestonfield L.L.C.(3)

Providence Lakes, LLP(8)

PT Metro, LLC(14)

Raintree Village, L.L.C.(3)

Raintree Village II L.L.C.(15)

Renaissance Joint Venture(39)

Reserve @ Pleasant Grove II LLC(4)

Reserve @ Pleasant Grove LLC(4)
Reserve at River Park, LLC(4)
Reserve at South Harrison, LLC(4)
Rivendell Joint Venture(40)
Rivenhome Corporation(i)(xiii)
RMV, LLC(4)
Rutenberg Homes, Inc.(i)(xiii)
Rutenberg Homes of Texas, Inc.(i)(xiii)
Rye Hill Company, LLC(4)
S. Florida Construction, LLC(6)
S. Florida Construction II, LLC(6)
S. Florida Construction III, LLC(6)
San Lucia, LLC(38)
Santa Ana Transit Village, LLC(41)
Savannah Development, Ltd.(1)
Savell Gulley Development, LLC(42)
Scarsdale, LTD.(1)
Schulz Ranch Developers, LLC(35)
Seminole/70th, LLC(6)
Siena at Old Orchard, LLC(3)
South Development, LLC(4)
Southbank Holding, LLC(6)
Spanish Springs Development, LLC(4)
St. Charles Active Adult Community, LLC(4)
Stoney Corporation(i)(xiii)

Stoney Holdings, LLC(4)
Stoneybrook Clubhouse, Inc.(ix)
Stoneybrook Joint Venture(43)
Strategic Holdings, Inc.(x)
Strategic Technologies, LLC(x)
Summerfield Venture L.L.C.(3)
Summerwood L.L.C.(4)
SunStreet Energy Group, LLC(xi)(xiii)
TCO QVI, LLC(4)
Temecula Valley, LLC(41)
Terra Division, LLC(4)
The Baywinds Land Trust(6)
The Bridges at Rancho Santa Fe Sales Company, Inc.(i)(xiii)
The Bridges Club at Rancho Santa Fe, Inc.(xii)
The LNC Northeast Group, Inc.(i)(xiv)
The Preserve at Coconut Creek, LLC(6)
Treasure Island Holdings, LLC(14)
Treviso Holding, LLC(iv)
U.S. Home Corporation(i)(xiii)
U.S. Home of Arizona Construction Co.(i)(xiii)
U.S. Home Realty, Inc.(i)(xiii)
U.S.H. Los Prados, Inc.(i)(xiii)
U.S.H. Realty, Inc.(i)(xiii)
USH Equity Corporation(i)
USH Flag, LLC(i)(xiii)
USH LEE, LLC(45)

USH Woodbridge, Inc.(i)(xiii)

UST Lennar Collateral Sub, LLC(47)

UST Lennar GP PIS 10, LLC(46)

UST Lennar GP PIS 7, LLC(46)

UST Lennar HW Scala SF Joint Venture(48)

Valencia at Doral, LLC(6)

Vineyard Point 2009, LLC(14)

WCP, LLC(5)

West Chocolate Bayou Development, LLC(1)(xiii)

West Lake Village, LLC(6)

West Seattle Project X, LLC(33)

West Van Buren L.L.C.(3)

Westchase, Inc.(i)(xiv)

Willowbrook Investors, LLC(4)

Woodbridge Multifamily Developer I, LLC(33)

Wright Farm, L.L.C.(4)

- (i) Stuart A. Miller is the Chief Executive Officer (Principal Executive Officer), and Bruce Gross is the Chief Financial Officer (Principal Financial Officer) of this company. Mark Sustana and Diane J. Bessette are Directors/Managers of this company.
- (ii) Richard Beckwitt is the President (Principal Executive Officer), and Bruce Gross is the Chief Financial Officer (Principal Financial Officer) of this company. Mark Sustana and Diane J. Bessette are the Directors of this company.
- (iii) Stuart A. Miller is the Chief Executive Officer (Principal Executive Officer), and Bruce Gross is the Chief Financial Officer (Principal Financial Officer) of this company.
- (iv) Highest ranking officers of this company are Vice Presidents.
- (v) Mark Sustana is the President (Principal Executive Officer), and David Collins is the Treasurer (Principal Financial Officer) of this company. Mark Sustana and Diane J. Bessette are Directors of this company.
- (vi) Mark Sustana and Diane J. Bessette are Managers of this company. Highest ranking officers of this company are Vice Presidents.
- (vii) Executed by Rialto Capital Partners, LLC as the General Partner. Jeffrey P. Krasnoff is the Chief Executive Officer (Principal Executive Officer), and Cheryl Baizan is the Chief Financial Officer (Principal Financial Officer) of Rialto Capital Partners, LLC.
- (viii) David Kaiserman is the Chief Executive Officer (Principal Executive Officer), and Diane Bessette is the Treasurer (Principal Financial Officer). Mark Sustana, Diane J. Bessette, and David Kaiserman are Managers of this company.
- (ix) Darin L. McMurray is the President (Principal Executive Officer) of this company. Mark Sustana and Diane J. Bessette are the Directors of this company.
- (x) Bruce Gross is the Chief Executive Officer (Principal Executive Officer), and Cristina Pardo is the Controller of this company. Mark Sustana, Diane J. Bessette, and Bruce Gross are the Directors/Managers of this company.
- (xi) Richard Beckwitt is the President (Principal Executive Officer), and Bruce Gross is the Chief Financial Officer (Principal Financial Officer) of this company.
- (xii) Officers of this company are all Authorized Agents. Mark Sustana and Diane J. Bessette are the Directors of this company.
- (xiii) Diane Bessette is the Controller of this company.
- (xiv) David Collins is the Controller of this company.
- (xv) Reserved.
- (xvi) Thomas Fischer is the President (Principal Executive Officer), Clotilde Keller is the Senior Vice President (Principal Financial Officer), and Donnis Benson is the Treasurer (Controller) of this company. Emilio Fernandez, Thomas Fischer, and Clotilde Keller are directors of this company.
- (xvii) Thomas Fischer is the Executive Vice President (Principal Executive Officer), Clotilde Keller is the Senior Vice President (Principal Financial Officer), and Donnis Benson is the Treasurer (Controller) of this company. Emilio Fernandez, Thomas Fischer, and Clotilde Keller are directors of this company.

Edgar Filing: Reserve @ Pleasant Grove LLC - Form POSASR

- (1) Executed by Lennar Texas Holding Company as General Partner
- (2) Executed by S. Florida Construction, LLC its Sole Member, by Lennar Homes, LLC its Sole Member
- (3) Executed by Lennar Chicago, Inc. as Sole Member
- (4) Executed by U.S. Home Corporation as Sole Member
- (5) Executed by Lennar Carolinas, LLC as Sole Member
- (6) Executed by Lennar Homes, LLC as Sole Member
- (7) Executed by Pioneer Meadows Investments, LLC, its Sole Member, by Lennar Reno, LLC, its Sole Member
- (8) Executed by Lennar Homes, LLC as Managing Member
- (9) Executed by Lennar Homes of California, Inc. as Managing Member
- (10) Executed by Lennar Homes, LLC as Managing Partner
- (11) (Reserved)
- (12) Executed by Lennar Homes of Texas Land and Construction, Ltd., its Sole Member, by Lennar Texas Holding Company, its General Partner
- (13) Executed by CO Red Oak Management, LLC, its General Partner, by Lennar Homes of Texas Land and Construction, Ltd., its Sole Member, by Lennar Texas Holding Company, its General Partner
- (14) Executed by Lennar Homes of California, Inc. as Sole Member
- (15) Executed by Lennar Communities of Chicago L.L.C. as Sole Member
- (16) Executed by HHC Investors, LLC, its Sole Member, by Lennar Homes of California, Inc., its Sole Member
- (17) Executed by Lennar Pacific Properties Management, Inc. as Sole Member
- (18) Executed by Lennar Colorado, LLC as Sole Member
- (19) Executed by Lennar Southland I, Inc. as Sole Member
- (20) Executed by Lennar Corporation as Sole Member
- (21) Executed by Lennar Family of Builders GP, Inc. as General Partner
- (22) Executed by Lennar Massachusetts Properties, Inc. as Sole Member

- (23) Executed by Lennar Northeast Properties, Inc. as General Partner
- (24) Executed by Lennar Pacific, Inc. as Sole Member
- (25) Executed by Lennar International Holding, LLC, its Sole Member, by Lennar Pacific, Inc., its Sole Member
- (26) Executed by Lennar Fresno, Inc. as Sole Member
- (27) Executed by Lennar Northeast Properties, Inc. as Sole Member
- (28) Executed by Lennar Northeast Properties, Inc. as Managing Member
- (29) Executed by Lennar Riverside West, LLC, its Sole Member, by Lennar Northeast Properties, Inc., its Managing Member
- (30) (Reserved)
- (31) Executed by Lennar Communities Development, Inc. as Sole Member
- (32) Executed by Lennar MF Holdings, LLC, its Sole Member, by Lennar Multifamily Communities, LLC, its Sole Member
- (33) Executed by Lennar Multifamily Communities, LLC as Sole Member
- (34) (Reserved)
- (35) Executed by Lennar Reno, LLC as Sole Member
- (36) Executed by Mission Viejo Holdings, Inc. as Sole Member
- (37) Executed by Marble Mountain Partners, LLC, its Sole Member, by Lennar Homes of California, Inc., its Managing Member
- (38) Executed by Palm Gardens at Doral, LLC, its Sole Member, by Lennar Homes, LLC, its Sole Member
- (39) Executed by U.S. Home Corporation as Managing Member
- (40) Executed by Rivenhome Corporation as Managing Member
- (41) Executed by Lennar Homes of California, Inc. as Sole Member
- (42) Executed by Lennar Texas Holding Company as Sole Member
- (43) Executed by Stoney Corporation as General Partner
- (44) (Reserved)
- (45) Executed by Lennar Homes Holding, LLC as Sole Member
- (46) Executed by UST Lennar PIS Joint Venture, LP its Sole Member, by Lennar Imperial Holdings Limited Partnership, its General Partner, by Lennar Northeast Properties, Inc., its General Partner
- (47) Executed by Lennar HW Scala SF GP, LLC, its Managing General Partner, by Lennar BVHP, LLC, its Administrative Member, by Lennar Southland I, Inc., its Sole Member
- (48) Executed by UST Lennar HW Scala SF Joint Venture, its Sole Member, by Lennar Southland I, Inc., its Managing General Partner
- (49) Executed by LenFive, LLC, its Sole Member, by Lennar Homes of California, Inc., its Sole Member

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and as of the dates indicated.

| Signature | Title | Date |
|--------------------------|---|-----------------|
| /s/ CHERYL BAIZAN* | Chief Financial Officer (Principal Financial Officer) | January 5, 2017 |
| Cheryl Baizan | | |
| /s/ RICHARD BECKWITT* | President (Principal Executive Officer) | January 5, 2017 |
| Richard Beckwitt | | |
| /s/ DIANE J. BESSETTE* | Director, Manager, Treasurer (Principal Financial Officer), Controller | January 5, 2017 |
| Diane J. Bessette | | |
| /s/ DAVID COLLINS* | Treasurer (Principal Financial Officer), Controller | January 5, 2017 |
| David Collins | | |
| /s/ BRUCE GROSS* | Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer), Director, Manager | January 5, 2017 |
| Bruce Gross | | |
| /s/ DAVID KAISERMAN* | Director, Chief Executive Officer (Principal Executive Officer), Manager | January 5, 2017 |
| David Kaiserman | | |
| /s/ JEFFREY KRASNOFF* | Chief Executive Officer (Principal Executive Officer) | January 5, 2017 |
| Jeffrey Krasnoff | | |
| /s/ DARIN L. McMURRAY* | President (Principal Executive Officer) | January 5, 2017 |
| Darin L. McMurray | | |
| /s/ STUART A. MILLER* | Director, Chief Executive Officer (Principal Executive Officer) | January 5, 2017 |
| Stuart A. Miller | | |
| /s/ CRISTINA PARDO* | Controller | January 5, 2017 |
| Cristina Pardo | | |
| /s/ THOMAS FISCHER* | Director, President, Executive Vice President (Principal Executive Officer) | January 5, 2017 |
| Cristina Pardo | | |

Edgar Filing: Reserve @ Pleasant Grove LLC - Form POSASR

| | | |
|-------------------------|---|-----------------|
| /s/ CLOTILDE KELLER* | Director, Senior Vice President (Principal Financial Officer) | January 5, 2017 |
| Clotilde Keller | | |
| /s/ DONNIS BENSON* | Treasurer (Controller) | January 5, 2017 |
| Donnis Benson | | |
| /s/ EMILIO FERNANDEZ* | Director | January 5, 2017 |
| Emilio Fernandez | | |
| /s/ MARK SUSTANA | Director, Manager, President (Principal Executive Officer) | January 5, 2017 |
| Mark Sustana | | |

*By:

/s/ MARK SUSTANA

Name: Mark Sustana

Title: Attorney-in-Fact

EXHIBIT INDEX

- 4.1 Indenture dated as of December 31, 1997, between the Company and The First National Bank of Chicago Incorporated by reference to the Company's Registration Statement on Form S-3, File No. 333-45527.
- 5.1 Opinion of K&L Gates LLP (counsel).*
- 12.1 Calculation of Ratio of Earnings to Fixed Charges.**
- 23.1 Consent of Deloitte & Touche LLP.*
- 23.2 Consent of K&L Gates LLP (included in Exhibit 5.1).*
- 24.1 Power of Attorney.*
- 25.1 Statement of Eligibility of Trustee on Form T-1 of The Bank of New York Mellon, as trustee with respect to the Indenture, dated as of December 31, 1997.*

* Filed previously with the Company's Registration Statement on Form S-3, on October 3, 2014.

** Filed herewith.