

Toll WV GP Corp.  
Form 8-A12B  
April 10, 2015

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

Toll Brothers Finance Corp. – Delaware  
Toll Brothers, Inc. – Delaware  
(State of incorporation or organization)

Toll Brothers Finance Corp. – 23-3097271  
Toll Brothers, Inc. – 23-2416878  
(I.R.S. Employer Identification No.)

250 Gibraltar Road, Horsham, Pennsylvania  
(Address of principal executive offices)

19044  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered                     | Name of each exchange on which<br>each class is to be so registered |
|--|---|
| 5.625% Senior Notes due 2024 of<br>Toll Brothers Finance Corp. | New York Stock Exchange   |

Guarantees of 5.625% Senior Notes due 2024 of Toll  
Brothers Finance Corp. by Toll Brothers, Inc. and  
certain subsidiaries of Toll Brothers, Inc.\*

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-178130 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

\*The co-registrants listed in the table attached hereto are also included in this Form 8-A Registration Statement as additional registrants.

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Company's Securities to be Registered.

The securities to be registered hereby are the 5.625% Senior Notes due 2024 (the "Notes") of Toll Brothers Finance Corp., which are fully and unconditionally guaranteed by Toll Brothers Finance Corp.'s indirect parent company, Toll Brothers, Inc., (the "Company"), and all of the Company's subsidiaries that are guarantors under its revolving credit facility. The description of the securities to be registered is contained in the Prospectus Supplement dated November 12, 2013 under "Description of the 2024 Notes," and the Prospectus dated November 23, 2011 under "Description of Senior Debt Securities and Guarantees," copies of which were electronically transmitted for filing with the Securities and Exchange Commission pursuant to Rule 424(b) on November 14, 2013, each of which forms a part of the Company's Registration Statement on Form S-3 (No. 333-178130), and each of which is incorporated herein by reference. Copies of such descriptions will be filed with the New York Stock Exchange, Inc.

### Item 2. Exhibits

- 4.1 Indenture, dated as of February 7, 2012, among Toll Brothers Finance Corp., the Company and the other guarantors named therein and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 7, 2012).
- 4.2 Authorizing Resolutions, dated as of November 21, 2013, relating to the \$250,000,000 principal amount of 5.625% Senior Notes due 2024 of Toll Brothers Finance Corp. guaranteed on a Senior Basis by the Company and certain of its subsidiaries (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 21, 2013).
- 4.3 Form of Global Note for Toll Brothers Finance Corp.'s 5.625% Senior Notes due 2024 (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 21, 2013).
- 4.4 First Supplemental Indenture dated as of April 27, 2012, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.3 of the Company's Form 10-Q for the quarter ended April 30, 2012).
- 4.5 Second Supplemental Indenture dated as of April 30, 2013, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.4 of the Company's Form 10-Q for the quarter ended April 30, 2013).
- 4.6 Third Supplemental Indenture dated as of April 30, 2014, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.1 of the Company's Form 10-Q for the quarter ended April 30, 2014).
- 4.7 Fourth Supplemental Indenture dated as of July 31, 2014, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.1 of the Company's Form 10-Q for the quarter ended July 31, 2014).
- 4.8 Fifth Supplemental Indenture dated as of October 31, 2014, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.55 of the Company's Form 10-K for the year ended October 31, 2014).
- 4.9 Sixth Supplemental Indenture dated as of January 30, 2015, to the Indenture dated as of February 7, 2012 by and among the parties listed on Schedule A thereto, and The Bank of New York Mellon, as successor Trustee (incorporated by reference to Exhibit 4.3 of the Company's Form 10-Q for the quarter ended January 31, 2015).



SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Toll Brothers Finance Corp.  
(Registrant)

Date: April 10, 2015

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

Toll Brothers, Inc.  
(Registrant)

Date: April 10, 2015

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

Additional Registrants (See Attached Table of  
Additional Registrants)

Date: April 10, 2015

By: /s/ Joseph R. Sicree  
Name: Joseph R. Sicree  
Title: Designated Officer

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## TABLE OF ADDITIONAL REGISTRANTS

The address, including zip code, and telephone number, including area code, for each of the additional registrants is 250 Gibraltar Road, Horsham, Pennsylvania 19044, (215) 938-8000.

| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| First Huntingdon Finance Corp.                          | Delaware  | 23-2485787                               |
| Toll Corp.  | Delaware  | 23-2485860                               |
| 110-112 Third Ave. Realty Corp.                         | New York  | 13-1940046                               |
| Amwell Chase, Inc.                                      | Delaware  | 23-2551304                               |
| ESE Consultants, Inc.                                   | Delaware  | 23-2432981                               |
| Fairway Valley, Inc.                                    | Delaware  | 23-2432976                               |
| First Brandywine Investment Corp. II                    | Delaware  | 23-2731790                               |
| First Brandywine Investment Corp. IV                    | Delaware  | 61-1443340                               |
| Franklin Farms G.P., Inc.                               | Delaware  | 23-2486303                               |
| HQZ Acquisitions, Inc.                                  | Michigan  | 38-3149633                               |
| MA Limited Land Corporation                             | Delaware  | 23-2523560                               |
| PRD Investors, Inc.                                     | Delaware  | 46-5522455                               |
| SH Homes Corporation                                    | Michigan  | 38-3392296                               |
| Shapell Homes, Inc.                                     | Delaware  | 94-3490626                               |
| Shapell Industries, Inc.                                | Delaware  | 95-2578030                               |
| SI Investment Corporation                               | Michigan  | 38-3298884                               |
| TB Proprietary Corp.                                    | Delaware  | 23-2485790                               |
| Tenby Hunt, Inc.  | Delaware  | 23-2682947                               |
| The Silverman Building Companies, Inc.                  | Michigan  | 38-3075345                               |
| Toll Architecture I, P.A.                               | Delaware  | 20-4889260                               |
| Toll Architecture, Inc.                                 | Delaware  | 20-3532291                               |
| Toll AZ GP Corp.  | Delaware  | 23-2815680                               |
| Toll Bros. of Arizona, Inc.                             | Arizona   | 23-2906398                               |
| Toll Bros. of North Carolina, Inc.                      | North Carolina  | 23-2777389                               |
| Toll Bros. of North Carolina II, Inc.                   | North Carolina  | 23-2990315                               |
| Toll Bros. of North Carolina III, Inc.                  | North Carolina  | 23-2993276                               |
| Toll Bros., Inc.  | Delaware  | 23-2600117                               |
| Toll Bros., Inc.  | Pennsylvania  | 23-2417123                               |
| Toll Bros., Inc.  | Texas   | 23-2896374                               |
| Toll Brothers AZ Construction Company                   | Arizona   | 23-2832024                               |
| Toll Brothers Real Estate, Inc.                         | Pennsylvania  | 23-2417116                               |
| Toll Buckeye Corp.                                      | Delaware  | 56-2489916                               |
| Toll CA GP Corp.  | California  | 23-2748091                               |
| Toll CA Holdings, Inc.                                  | Delaware  | 45-4751630                               |
| Toll Centennial Corp.                                   | Delaware  | 56-2489913                               |
| Toll CO GP Corp.  | Colorado  | 23-2978190                               |
| Toll Development Company, Inc.                          | Michigan  | 38-3180742                               |
| Toll Diamond Corp.                                      | Delaware  | 57-1195241                               |
| Toll FL GP Corp.  | Florida   | 23-2796288                               |
| Toll GA GP Corp.  | Georgia   | 20-5853882                               |
| Toll Golden Corp.                                       | Delaware  | 56-2489904                               |
| Toll Granite Corp.                                      | Delaware  | 57-1195215                               |

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Toll Holdings, Inc.  
Toll IL GP Corp.

Delaware  
Illinois

23-2569047  
23-2967049

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| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| Toll Land Corp. No. 6                                   | Pennsylvania  | 23-2417134                               |
| Toll Land Corp. No. 10                                  | Delaware  | 23-2551776                               |
| Toll Land Corp. No. 20                                  | Delaware  | 23-2551793                               |
| Toll Land Corp. No. 43                                  | Delaware  | 23-2737488                               |
| Toll Land Corp. No. 50                                  | Delaware  | 23-2860513                               |
| Toll MD Builder Corp.                                   | Maryland  | 20-0355148                               |
| Toll MI GP Corp.  | Michigan  | 23-2917543                               |
| Toll Mid-Atlantic LP Company, Inc.                      | Delaware  | 57-1195257                               |
| Toll Mid-Atlantic Note Company, Inc.                    | Delaware  | 57-1195252                               |
| Toll Midwest Note Company, Inc.                         | Delaware  | 56-2489923                               |
| Toll MN GP Corp.  | Minnesota   | 20-0099962                               |
| Toll NC GP Corp.  | North Carolina  | 23-2760759                               |
| Toll NH GP Corp.  | New Hampshire   | 23-3048998                               |
| Toll NJX-I Corp.  | Delaware  | 51-0413821                               |
| Toll Northeast LP Company, Inc.                         | Delaware  | 57-1195250                               |
| Toll Northeast Note Company, Inc.                       | Delaware  | 57-1195240                               |
| Toll Northeast Services, Inc.                           | Delaware  | 20-3714378                               |
| Toll NV GP Corp.  | Nevada  | 23-2928710                               |
| Toll OH GP Corp.  | Ohio  | 23-2878722                               |
| Toll PA Builder Corp.                                   | Pennsylvania  | 87-0693313                               |
| Toll PA GP Corp.  | Pennsylvania  | 23-2687561                               |
| Toll PA II GP Corp.                                     | Pennsylvania  | 03-0395069                               |
| Toll PA III GP Corp.                                    | Pennsylvania  | 20-1934096                               |
| Toll Palmetto Corp.                                     | Delaware  | 57-1195245                               |
| Toll Peppertree, Inc.                                   | New York  | 23-2709097                               |
| Toll Realty Holdings Corp. I                            | Delaware  | 23-2954512                               |
| Toll Realty Holdings Corp. II                           | Delaware  | 23-2954511                               |
| Toll RI GP Corp.  | Rhode Island  | 23-3020194                               |
| Toll SC GP Corp.  | South Carolina  | 23-3094328                               |
| Toll Southeast LP Company, Inc.                         | Delaware  | 57-1195213                               |
| Toll Southeast Note Company, Inc.                       | Delaware  | 57-1195261                               |
| Toll Southwest Note Company, Inc.                       | Delaware  | 56-2489921                               |
| Toll SW Holding I Corp.                                 | Nevada  | 26-3753963                               |
| Toll TN GP Corp.  | Tennessee   | 23-2886926                               |
| Toll TX GP Corp.  | Delaware  | 23-2796291                               |
| Toll VA GP Corp.  | Delaware  | 23-2551790                               |
| Toll VA Member Two, Inc.                                | Delaware  | 51-0385726                               |
| Toll WA GP Corp   | Washington  | 45-3717010                               |
| Toll WestCoast Note Company, Inc.                       | Delaware  | 59-3790049                               |
| Toll WV GP Corp.  | West Virginia   | 20-3337780                               |
| Toll YL, Inc.   | California  | 23-2898272                               |
| Upper K Investors, Inc.                                 | Delaware  | 46-5531792                               |
| 51 N. 8th Street L.P.                                   | New York  | 23-2796304                               |
| Ashford Land Company, L.P.                              | Delaware  | 20-8437831                               |
| Audubon Ridge, L.P.                                     | Pennsylvania  | 23-2668976                               |



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Belmont Land, L.P.

Binks Estates Limited Partnership

Virginia

Florida

23-2810333

23-2796300

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| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| Blue Bell Country Club, L.P.                            | Pennsylvania  | 23-2668975                               |
| Broad Run Associates, L.P.                              | Pennsylvania  | 23-2979479                               |
| CC Estates Limited Partnership                          | Massachusetts   | 23-2748927                               |
| Cold Spring Hunt, L.P.                                  | Pennsylvania  | 23-2702468                               |
| Coleman-Toll Limited Partnership                        | Nevada  | 23-2928708                               |
| Dominion Country Club, L.P.                             | Virginia  | 23-2984309                               |
| Estates at Princeton Junction, L.P.                     | New Jersey  | 23-2760779                               |
| Estates at Rivers Edge, L.P.                            | New Jersey  | 23-2748080                               |
| Fairfax Investment, L.P.                                | Virginia  | 23-2982190                               |
| Farmwell Hunt, L.P.                                     | Virginia  | 23-2822996                               |
| First Brandywine Partners, L.P.                         | Delaware  | 51-0385730                               |
| Great Falls Hunt, L.P.                                  | Virginia  | 23-2719371                               |
| Greens at Waynesborough, L.P.                           | Pennsylvania  | 23-2740013                               |
| Greenwich Chase, L.P.                                   | New Jersey  | 23-2709793                               |
| Hoboken Land LP   | New Jersey  | 20-1466751                               |
| Hockessin Chase, L.P.                                   | Delaware  | 23-2944970                               |
| Huckins Farm Limited Partnership                        | Massachusetts   | 23-2740411                               |
| Laurel Creek, L.P.                                      | New Jersey  | 23-2796297                               |
| Loudoun Valley Associates, L.P.                         | Virginia  | 23-3025878                               |
| NC Country Club Estates Limited Partnership             | North Carolina  | 23-2917299                               |
| Porter Ranch Development Co.                            | California  | 95-2952018                               |
| Silverman-Toll Limited Partnership                      | Michigan  | 23-2986323                               |
| Sorrento at Dublin Ranch I LP                           | California  | 20-3337641                               |
| Sorrento at Dublin Ranch III LP                         | California  | 20-3337665                               |
| South Riding, L.P.                                      | Virginia  | 23-2994369                               |
| South Riding Amberlea LP                                | Virginia  | 20-0383954                               |
| South Riding Partners Amberlea LP                       | Virginia  | 20-0384024                               |
| South Riding Partners, L.P.                             | Virginia  | 23-2861890                               |
| Southport Landing Limited Partnership                   | Connecticut   | 23-2784609                               |
| Springton Pointe, L.P.                                  | Pennsylvania  | 23-2810340                               |
| Stone Mill Estates, L.P.                                | Pennsylvania  | 23-3013974                               |
| Swedesford Chase, L.P.                                  | Pennsylvania  | 23-2939504                               |
| TBI/Naples Limited Partnership                          | Florida   | 23-2883354                               |
| TBI/Palm Beach Limited Partnership                      | Florida   | 23-2891601                               |
| The Bird Estate Limited Partnership                     | Massachusetts   | 23-2883360                               |
| Toll at Brier Creek Limited Partnership                 | North Carolina  | 23-2954264                               |
| Toll at Honey Creek Limited Partnership                 | Michigan  | 20-3675855                               |
| Toll at Westlake, L.P.                                  | New Jersey  | 23-2963549                               |
| Toll at Whippoorwill, L.P.                              | New York  | 23-2888554                               |
| Toll Brooklyn L.P.                                      | New York  | 20-1941153                               |
| Toll Brothers AZ Limited Partnership                    | Arizona   | 23-2815685                               |
| Toll CA, L.P.   | California  | 23-2963547                               |
| Toll CA II, L.P.  | California  | 23-2838417                               |
| Toll CA III, L.P.                                       | California  | 23-3031827                               |
| Toll CA IV, L.P.  | California  | 23-3029688                               |

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Toll CA V, L.P.  
Toll CA VI, L.P.

California  
California

23-3091624  
23-3091657

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| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| Toll CA VII, L.P.                                       | California  | 20-1972440                               |
| Toll CA VIII, L.P.                                      | California  | 20-2328888                               |
| Toll CA IX, L.P.  | California  | 20-3454571                               |
| Toll CA X, L.P.   | California  | 20-3454613                               |
| Toll CA XI, L.P.  | California  | 20-3532036                               |
| Toll CA XII, L.P.                                       | California  | 20-3733386                               |
| Toll CA XIX, L.P.                                       | California  | 20-5853968                               |
| Toll CO, L.P.   | Colorado  | 23-2978294                               |
| Toll CO II, L.P.  | Colorado  | 46-1812136                               |
| Toll CO III, L.P.                                       | Colorado  | 47-2088497                               |
| Toll CT Limited Partnership                             | Connecticut   | 23-2963551                               |
| Toll CT II Limited Partnership                          | Connecticut   | 23-3041974                               |
| Toll CT III Limited Partnership                         | Connecticut   | 27-3790650                               |
| Toll CT IV Limited Partnership                          | Connecticut   | 45-4291419                               |
| Toll DE LP  | Delaware  | 20-0660934                               |
| Toll DE II LP   | Delaware  | 26-1358236                               |
| Toll Estero Limited Partnership                         | Florida   | 72-1539292                               |
| Toll FL Limited Partnership                             | Florida   | 23-3007073                               |
| Toll FL II Limited Partnership                          | Florida   | 73-1657686                               |
| Toll FL III Limited Partnership                         | Florida   | 20-0135814                               |
| Toll FL IV Limited Partnership                          | Florida   | 20-1158717                               |
| Toll FL V Limited Partnership                           | Florida   | 20-2862720                               |
| Toll FL VI Limited Partnership                          | Florida   | 20-3161585                               |
| Toll FL VII Limited Partnership                         | Florida   | 20-3482591                               |
| Toll FL VIII Limited Partnership                        | Florida   | 20-4232188                               |
| Toll FL X Limited Partnership                           | Florida   | 27-1476302                               |
| Toll FL XII Limited Partnership                         | Florida   | 46-5669537                               |
| Toll FL XIII Limited Partnership                        | Florida   | 47-2556249                               |
| Toll Ft. Myers Limited Partnership                      | Florida   | 82-0559443                               |
| Toll GA LP  | Georgia   | 20-5854013                               |
| Toll Grove LP   | New Jersey  | 20-0215496                               |
| Toll Hudson LP  | New Jersey  | 20-0465460                               |
| Toll IL HWCC, L.P.                                      | Illinois  | 75-2985312                               |
| Toll IL, L.P.   | Illinois  | 23-2963552                               |
| Toll IL II, L.P.  | Illinois  | 23-3041962                               |
| Toll IL III, L.P.                                       | Illinois  | 03-0382404                               |
| Toll IL IV, L.P.  | Illinois  | 20-3733446                               |
| Toll IL WSB, L.P.                                       | Illinois  | 20-1000885                               |
| Toll Jacksonville Limited Partnership                   | Florida   | 20-0204373                               |
| Toll Land IV Limited Partnership                        | New Jersey  | 23-2737490                               |
| Toll Land V Limited Partnership                         | New York  | 23-2796637                               |
| Toll Land VI Limited Partnership                        | New York  | 23-2796640                               |
| Toll Land IX Limited Partnership                        | Virginia  | 23-2939502                               |
| Toll Land X Limited Partnership                         | Virginia  | 23-2774670                               |
| Toll Land XI Limited Partnership                        | New Jersey  | 23-2796302                               |

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Toll Land XV Limited Partnership  
Toll Land XVI Limited Partnership

Virginia  
New Jersey

23-2810342  
23-2810344

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|---|---|--|
| Toll Land XVIII Limited Partnership                     | Connecticut   | 23-2833240                               |
| Toll Land XIX Limited Partnership                       | California  | 23-2833171                               |
| Toll Land XX Limited Partnership                        | California  | 23-2838991                               |
| Toll Land XXI Limited Partnership                       | Virginia  | 23-2865738                               |
| Toll Land XXII Limited Partnership                      | California  | 23-2879949                               |
| Toll Land XXIII Limited Partnership                     | California  | 23-2879946                               |
| Toll Land XIV Limited Partnership                       | New York  | 23-2796295                               |
| Toll Land XXV Limited Partnership                       | New Jersey  | 23-2867694                               |
| Toll Land XXVI Limited Partnership                      | Ohio  | 23-2880687                               |
| Toll Livingston at Naples Limited Partnership           | Florida   | 71-0902794                               |
| Toll MA Land Limited Partnership                        | Massachusetts   | 20-4889176                               |
| Toll MD AF Limited Partnership                          | Maryland  | 23-2740412                               |
| Toll MD Builder I, L.P.                                 | Maryland  | 20-0355209                               |
| Toll MD Limited Partnership                             | Maryland  | 23-2963546                               |
| Toll MD II Limited Partnership                          | Maryland  | 23-2978195                               |
| Toll MD III Limited Partnership                         | Maryland  | 23-3044366                               |
| Toll MD IV Limited Partnership                          | Maryland  | 71-0890813                               |
| Toll MD V Limited Partnership                           | Maryland  | 81-0610742                               |
| Toll MD VI Limited Partnership                          | Maryland  | 20-1756721                               |
| Toll MD VII Limited Partnership                         | Maryland  | 20-2101938                               |
| Toll MD VIII Limited Partnership                        | Maryland  | 20-3675884                               |
| Toll MD IX Limited Partnership                          | Maryland  | 20-3733408                               |
| Toll MD X Limited Partnership                           | Maryland  | 20-5469282                               |
| Toll MD XI Limited Partnership                          | Maryland  | 20-8406566                               |
| Toll MI Limited Partnership                             | Michigan  | 23-2999200                               |
| Toll MI II Limited Partnership                          | Michigan  | 23-3015611                               |
| Toll MI III Limited Partnership                         | Michigan  | 23-3097778                               |
| Toll MI IV Limited Partnership                          | Michigan  | 20-1501161                               |
| Toll MI V Limited Partnership                           | Michigan  | 20-2489523                               |
| Toll MI VI Limited Partnership                          | Michigan  | 47-2837197                               |
| Toll MN, L.P.   | Minnesota   | 20-0099987                               |
| Toll MN II, L.P.  | Minnesota   | 20-4804528                               |
| Toll Naval Associates                                   | Pennsylvania  | 23-2454576                               |
| Toll NC, L.P.   | North Carolina  | 20-2087335                               |
| Toll NC II LP   | North Carolina  | 20-5208447                               |
| Toll NC III LP  | North Carolina  | 27-1931828                               |
| Toll NH Limited Partnership                             | New Hampshire   | 23-3048999                               |
| Toll NJ Builder I, L.P.                                 | New Jersey  | 41-2089798                               |
| Toll NJ, L.P.   | New Jersey  | 23-2963550                               |
| Toll NJ II, L.P.  | New Jersey  | 23-2991953                               |
| Toll NJ III, L.P.                                       | New Jersey  | 23-2993263                               |
| Toll NJ IV, L.P.  | New Jersey  | 23-3038827                               |
| Toll NJ V, L.P.   | New Jersey  | 23-3091620                               |
| Toll NJ VI, L.P.  | New Jersey  | 23-3098583                               |
| Toll NJ VII, L.P.                                       | New Jersey  | 20-2635402                               |

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Toll NJ VIII, L.P.  
Toll NJ XI, L.P.

New Jersey  
New Jersey

20-3337736  
20-5088496

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| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| Toll NJ XII LP  | New Jersey  | 46-5647446                               |
| Toll Northville Limited Partnership                     | Michigan  | 23-2918130                               |
| Toll NV Limited Partnership                             | Nevada  | 23-3010602                               |
| Toll NY LP  | New York  | 20-3887115                               |
| Toll NY III L.P.  | New York  | 26-3893230                               |
| Toll NY IV L.P.   | New York  | 27-1500651                               |
| Toll Orlando Limited Partnership                        | Florida   | 20-2862679                               |
| Toll PA, L.P.   | Pennsylvania  | 23-2879956                               |
| Toll PA II, L.P.  | Pennsylvania  | 23-3063349                               |
| Toll PA III, L.P.                                       | Pennsylvania  | 23-3097666                               |
| Toll PA IV, L.P.  | Pennsylvania  | 23-3097672                               |
| Toll PA V, L.P.   | Pennsylvania  | 03-0395087                               |
| Toll PA VI, L.P.  | Pennsylvania  | 47-0858909                               |
| Toll PA VIII, L.P.                                      | Pennsylvania  | 20-0969010                               |
| Toll PA IX, L.P.  | Pennsylvania  | 20-0969053                               |
| Toll PA X, L.P.   | Pennsylvania  | 20-2172994                               |
| Toll PA XI, L.P.  | Pennsylvania  | 20-3733420                               |
| Toll PA XII, L.P.                                       | Pennsylvania  | 20-1934037                               |
| Toll PA XIII, L.P.                                      | Pennsylvania  | 20-4889135                               |
| Toll PA XIV, L.P.                                       | Pennsylvania  | 26-1603357                               |
| Toll PA XV, L.P.  | Pennsylvania  | 26-1415588                               |
| Toll PA XVI, L.P.                                       | Pennsylvania  | 47-1237726                               |
| Toll PA XVII, L.P.                                      | Pennsylvania  | 47-1248397                               |
| Toll PA XVIII, L.P.                                     | Pennsylvania  | 47-1051800                               |
| Toll PA XIX, L.P.                                       | Pennsylvania  | 47-2858350                               |
| Toll Realty Holdings LP                                 | Delaware  | 23-2954509                               |
| Toll RI, L.P.   | Rhode Island  | 23-3020191                               |
| Toll RI II, L.P.  | Rhode Island  | 27-0043852                               |
| Toll SC, L.P.   | South Carolina  | 23-3094632                               |
| Toll SC II, L.P.  | South Carolina  | 82-0574725                               |
| Toll SC III, L.P.                                       | South Carolina  | 20-4249465                               |
| Toll SC IV, L.P.  | South Carolina  | 26-2314893                               |
| Toll Stonebrae LP                                       | California  | 20-3192668                               |
| Toll VA, L.P.   | Virginia  | 23-2952674                               |
| Toll VA II, L.P.  | Virginia  | 23-3001131                               |
| Toll VA III, L.P.                                       | Virginia  | 23-3001132                               |
| Toll VA IV, L.P.  | Virginia  | 75-2972033                               |
| Toll VA V, L.P.   | Virginia  | 47-0887401                               |
| Toll VA VI, L.P.  | Virginia  | 20-1972394                               |
| Toll VA VII, L.P.                                       | Virginia  | 20-3675918                               |
| Toll VA VIII, L.P.                                      | Virginia  | 47-1670570                               |
| Toll WA LP  | Washington  | 35-2425736                               |
| Toll WV LP  | West Virginia   | 20-4249451                               |
| Toll YL, L.P.   | California  | 23-3016250                               |
| Toll YL II, L.P.  | California  | 80-0014182                               |



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Toll-Dublin, L.P.  
Village Partners, L.P.

California  
Pennsylvania

23-3070669  
81-0594073

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| Exact Name of Registrant<br>As Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | I.R.S. Employer<br>Identification Number |
|---|---|--|
| West Amwell Limited Partnership                         | New Jersey  | 23-2570825                               |
| Wilson Concord, L.P.                                    | Tennessee   | 23-2887824                               |
| 89 Park Avenue LLC                                      | New York  | 23-2796637**                             |
| 110-112 Third Ave. GC II LLC                            | New York  | 13-1940046**                             |
| 110-112 Third Ave. GC LLC                               | New York  | 13-1940046**                             |
| 126-142 Morgan Street Urban Renewal LLC                 | New Jersey  | 20-5088496**                             |
| 134 Bay Street LLC                                      | Delaware  | 20-2635402**                             |
| 1400 Hudson LLC   | New Jersey  | 20-1466751**                             |
| 1450 Washington LLC                                     | New Jersey  | 20-1466751**                             |
| 1500 Garden St. LLC                                     | New Jersey  | 20-1466751**                             |
| 2301 Fallston Road LLC                                  | Maryland  | 23-2963546**                             |
| 353-357 Broadway LLC                                    | New York  | 47-1495579                               |
| 353-357 Broadway Member LLC                             | New York  | 57-1195250**                             |
| 5-01 - 5-17 48th Avenue GC II LLC                       | New York  | 23-2796295**                             |
| 5-01 - 5-17 48th Avenue GC LLC                          | New York  | 23-2796295**                             |
| 5-01 - 5-17 48th Avenue II LLC                          | New York  | 23-2796295**                             |
| 5-01 - 5-17 48th Avenue LLC                             | New York  | 23-2796295**                             |
| 51 N. 8th Street GC LLC                                 | New York  | 23-2796304**                             |
| 51 N. 8th Street GC II LLC                              | New York  | 23-2796304**                             |
| 51 N. 8th Street I LLC                                  | New York  | 23-2709097**                             |
| 700 Grove Street Urban Renewal, LLC                     | New Jersey  | 20-0215496**                             |
| Arbor Hills Development LLC                             | Michigan  | 20-1501161**                             |
| Arbors Porter Ranch, LLC                                | California  | 95-2952018**                             |
| Arthur's Woods, LLC                                     | Maryland  | 23-2963546**                             |
| Belmont Country Club I LLC                              | Virginia  | 23-2810333**                             |
| Belmont Country Club II LLC                             | Virginia  | 23-2810333**                             |
| Block 255 LLC   | New Jersey  | 20-1466751**                             |
| Brier Creek Country Club I LLC                          | North Carolina  | 23-2954264**                             |
| Brier Creek Country Club II LLC                         | North Carolina  | 23-2954264**                             |
| C.B.A.Z. Construction Company LLC                       | Arizona   | 51-0385729**                             |
| C.B.A.Z. Holding Company LLC                            | Delaware  | 51-0385729                               |
| Component Systems I LLC                                 | Delaware  | 23-2417123**                             |
| Component Systems II LLC                                | Delaware  | 23-2417123**                             |
| CWG Construction Company LLC                            | New Jersey  | 20-1104737                               |
| Dominion Valley Country Club I LLC                      | Virginia  | 23-2984309**                             |
| Dominion Valley Country Club II LLC                     | Virginia  | 23-2984309**                             |
| Enclave at Long Valley I LLC                            | New Jersey  | 23-3038827**                             |
| Enclave at Long Valley II LLC                           | New Jersey  | 23-3038827**                             |
| First Brandywine LLC I                                  | Delaware  | 23-2731790**                             |
| First Brandywine LLC II                                 | Delaware  | 23-2731790**                             |
| First Brandywine LLC III                                | Delaware  | 61-1443340**                             |
| First Brandywine LLC IV                                 | Delaware  | 61-1443340**                             |
| Frenchman's Reserve Realty, LLC                         | Florida   | 23-2417123**                             |
| Golf I Country Club Estates at Moorpark LLC             | California  | 23-2963547**                             |
| Golf II Country Club Estates at Moorpark LLC            | California  | 23-2963547**                             |

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Goshen Road Land Company LLC  
Hatboro Road Associates LLC

Pennsylvania  
Pennsylvania

57-1195257\*\*  
23-3097666\*\*

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|---|---|--|
| Hawthorn Woods Country Club II LLC                      | Illinois  | 75-2985312**                             |
| Hoboken Cove LLC  | New Jersey  | 20-1466751**                             |
| Hoboken Land I LLC                                      | Delaware  | 20-1466751**                             |
| Jacksonville TBI Realty LLC                             | Florida   | 23-2417123**                             |
| Liseter Land Company LLC                                | Pennsylvania  | 23-2687561**                             |
| Liseter, LLC  | Delaware  | 23-2687561**                             |
| Lighthouse Point Land Company, LLC                      | Florida   | 20-0135814                               |
| Long Meadows TBI, LLC                                   | Maryland  | 23-3044366**                             |
| Longmeadow Properties LLC                               | Maryland  | 23-3044366**                             |
| Martinsburg Ventures, L.L.C.                            | Virginia  | 23-2865738**                             |
| Mizner Realty, L.L.C.                                   | Florida   | 23-2417123**                             |
| Morgan Street JV LLC                                    | Delaware  | 20-5088496**                             |
| Naples TBI Realty, LLC                                  | Florida   | 23-2417123**                             |
| Orlando TBI Realty LLC                                  | Florida   | 23-2417123**                             |
| Placentia Development Company, LLC                      | California  | 95-2578030**                             |
| Plum Canyon Master LLC                                  | Delaware  | 95-2578030**                             |
| PRD Investors, LLC                                      | Delaware  | 95-2578030**                             |
| Paramount Village LLC                                   | California  | 23-2748091**                             |
| Phillips Drive LLC                                      | Maryland  | 23-3044366**                             |
| Prince William Land I LLC                               | Virginia  | 23-2774670**                             |
| Prince William Land II LLC                              | Virginia  | 23-2774670**                             |
| PT Maxwell Holdings, LLC                                | New Jersey  | 20-3153303                               |
| PT Maxwell, L.L.C.                                      | New Jersey  | 20-3153303**                             |
| Rancho Costera LLC                                      | Delaware  | 95-2578030**                             |
| Regency at Denville LLC                                 | New Jersey  | 23-2810344**                             |
| Regency at Dominion Valley LLC                          | Virginia  | 23-2984309**                             |
| Regency at Mansfield I LLC                              | New Jersey  | 23-3038827**                             |
| Regency at Mansfield II LLC                             | New Jersey  | 23-3038827**                             |
| Regency at Washington I LLC                             | New Jersey  | 23-3098583**                             |
| Regency at Washington II LLC                            | New Jersey  | 23-3098583**                             |
| Shapell Hold Properties No. 1, LLC                      | Delaware  | 95-2578030**                             |
| Shapell Land Company, LLC                               | Delaware  | 95-2578030**                             |
| South Riding Realty LLC                                 | Virginia  | 23-2861890**                             |
| SR Amberlea LLC   | Virginia  | 20-0383954**                             |
| SRLP II LLC   | Virginia  | 23-2994639**                             |
| Tampa TBI Realty LLC                                    | Florida   | 23-2417123**                             |
| TB Kent Partners LLC                                    | Delaware  | 20-3887115**                             |
| The Regency Golf Club I LLC                             | Virginia  | 23-2984309**                             |
| The Regency Golf Club II LLC                            | Virginia  | 23-2984309**                             |
| The Ridges at Belmont Country Club I LLC                | Virginia  | 23-2810333**                             |
| The Ridges at Belmont Country Club II LLC               | Virginia  | 23-2810333**                             |
| Toll Austin TX LLC                                      | Texas   | 26-0389752**                             |
| Toll Austin TX II LLC                                   | Texas   | 46-4823022                               |
| Toll Austin TX III LLC                                  | Texas   | 47-2161571                               |
| Toll BBC LLC  | Texas   | 26-0389704**                             |

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Toll BBC II LLC  
Toll CA I LLC

Texas  
California

26-0389704\*\*  
23-2838417\*\*

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|---|---|--|
| Toll CA III LLC   | California  | 95-2578030**                             |
| Toll CA Note II LLC                                     | California  | 23-2838417**                             |
| Toll Cedar Hunt LLC                                     | Virginia  | 23-2994369**                             |
| Toll CO I LLC   | Colorado  | 23-2978294**                             |
| Toll Corners LLC  | Delaware  | 23-2963551**                             |
| Toll Dallas TX LLC                                      | Texas   | 26-0389704                               |
| Toll EB, LLC  | Delaware  | 23-2810344**                             |
| Toll Equipment, L.L.C.                                  | Delaware  | 23-2417123**                             |
| Toll FL I, LLC  | Florida   | 23-3007073**                             |
| Toll FL IV LLC  | Florida   | 20-2862720**                             |
| Toll FL V LLC   | Florida   | 27-3790713**                             |
| Toll Glastonbury LLC                                    | Connecticut   | 23-3041974**                             |
| Toll Henderson LLC                                      | Nevada  | 23-2417123**                             |
| Toll Hoboken LLC  | Delaware  | 20-0465460**                             |
| Toll Houston TX LLC                                     | Texas   | 27-0876926                               |
| Toll IN LLC   | Indiana   | 23-2417123**                             |
| Toll Jupiter LLC  | Florida   | 20-3368529**                             |
| Toll Land VII LLC                                       | New York  | 57-1195250**                             |
| Toll Lexington LLC                                      | New York  | 27-3767977                               |
| Toll MA I LLC   | Massachusetts   | 23-2748927**                             |
| Toll MA II LLC  | Massachusetts   | 23-2748927**                             |
| Toll MA III LLC   | Massachusetts   | 23-2748927**                             |
| Toll MA IV LLC  | Massachusetts   | 23-2748927**                             |
| Toll MD I, L.L.C.                                       | Maryland  | 23-2737488**                             |
| Toll MD II LLC  | Maryland  | 23-2740412**                             |
| Toll MD III LLC   | Maryland  | 20-2101938**                             |
| Toll MD IV LLC  | Maryland  | 20-2101938**                             |
| Toll Midwest LLC  | Delaware  | 57-1195250**                             |
| Toll Morgan Street LLC                                  | Delaware  | 20-5088496**                             |
| Toll NC I LLC   | North Carolina  | 23-2917299**                             |
| Toll NC IV LLC  | North Carolina  | 20-5208447**                             |
| Toll NC Note LLC  | North Carolina  | 23-2917299**                             |
| Toll NC Note II LLC                                     | North Carolina  | 23-2917299**                             |
| Toll NJ I, L.L.C.                                       | New Jersey  | 23-3091620**                             |
| Toll NJ II, L.L.C.                                      | New Jersey  | 23-3091620**                             |
| Toll NJ III, LLC  | New Jersey  | 23-2417123**                             |
| Toll NY II LLC  | New York  | 57-1195250**                             |
| Toll North LV LLC                                       | Nevada  | 23-2417123**                             |
| Toll North Reno LLC                                     | Nevada  | 23-2417123**                             |
| Toll NV Holdings LLC                                    | Nevada  | 23-2417123**                             |
| Toll Realty L.L.C.                                      | Florida   | 23-2417123**                             |
| Toll San Antonio TX LLC                                 | Texas   | 20-4888966**                             |
| Toll South LV LLC                                       | Nevada  | 23-2417123**                             |
| Toll South Reno LLC                                     | Nevada  | 23-2417123**                             |
| Toll Southwest LLC                                      | Delaware  | 23-2417123**                             |

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Toll Stratford LLC  
Toll SW Holding LLC

Virginia  
Nevada

20-3116806  
26-3754027

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|---|---|--|
| Toll TX Note LLC  | Texas   | 26-0389704**                             |
| Toll VA L.L.C.  | Delaware  | 51-0385728                               |
| Toll VA III L.L.C.                                      | Virginia  | 23-2417123**                             |
| Toll Van Wyck, LLC                                      | New York  | 23-2796637**                             |
| Toll Vanderbilt I LLC                                   | Rhode Island  | 23-3020194**                             |
| Toll Vanderbilt II LLC                                  | Rhode Island  | 51-1195217**                             |
| Toll-Dublin, LLC  | California  | 23-3070669**                             |
| Toll West Coast LLC                                     | Delaware  | 23-2417123**                             |
| Upper K Investors, LLC                                  | Delaware  | 95-2578030**                             |
| Upper K-Shapell, LLC                                    | Delaware  | 95-3017628                               |
| Vanderbilt Capital LLC                                  | Rhode Island  | 56-2421664                               |
| Virginia Construction Co. I, LLC                        | Virginia  | 23-2417123**                             |
| Virginia Construction Co. II, LLC                       | Virginia  | 23-2417123**                             |

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