

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**v.**

**IAN J. MCCARTHY,**

**Defendant.**

**Civ. No. 1:11-CV-667-CAP**

**FINAL JUDGMENT AS TO DEFENDANT IAN J. MCCARTHY**

The Securities and Exchange Commission having filed a Complaint and Defendant Ian J. McCarthy ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant reimburse Beazer Homes USA, Inc. ("Beazer") for \$6,479,281 in cash, 40,103 restricted stock units (or equivalent as described below), and 78,763 shares of restricted stock (or equivalent as described below) pursuant to Section 304 of the Sarbanes-Oxley Act, 15 U.S.C. § 7243. This reimbursement represents Defendant's entire fiscal year 2006 incentive bonus (\$5,706,949 in cash and 40,103 in restricted stock units), certain of Defendant's stock sale profits (\$772,332),

and certain equity compensation granted in 2006 (78,763 shares of restricted stock). Defendant shall satisfy his reimbursement obligation to Beazer by (1) paying to Beazer \$3 million within thirty (30) days of entry of this Final Judgment, and \$3,479,281 within 150 days of entry of this Final Judgment; (2) remitting to Beazer 66,357 common shares or paying to Beazer \$306,569 (equal to 66,357 times \$4.62, the closing price of Beazer common stock on February 23, 2011) within 150 days of entry of this Final Judgment; and (3) forfeiting to Beazer his right to 52,509 shares of unvested restricted stock within 150 days of entry of this Final Judgment. Defendant shall deliver to counsel for Plaintiff Securities and Exchange Commission proof of satisfying this reimbursement obligation.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall not seek indemnification from Beazer or any other entity or person for the payments required by this Final Judgment.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: March 28, 2011

/s/Charles A. Pannell, Jr.  
UNITED STATES DISTRICT JUDGE