

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

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**v.**

**JAMES O'LEARY,**

**Defendant.**

**Civ. No. 1:11-CV-2901-CAP**

**FINAL JUDGMENT AS TO DEFENDANT JAMES O'LEARY**

The Securities and Exchange Commission having filed a complaint and James O'Leary ("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 \$1,431,022 in cash pursuant to Section 304 of the Sarbanes-Oxley Act, 15 U.S.C. § 7243. This reimbursement represents the entire cash portion of Defendant's fiscal year 2006 incentive bonus (\$1,024,764), the cash amount he received for all the restricted stock units received for fiscal year 2006 (\$131,733) and certain of Defendant's stock sale profits (\$274,525). Defendant shall satisfy his reimbursement obligation to Beazer by paying to Beazer the entire amount of \$1,431,022 million within thirty (30) 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 acting on its behalf, for the payments required by the 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: September 27, 2011

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