EXHIBIT “G”

SOUTH EDGE, LLC

SECOND AMENDMENT
TO AMENDED AND RESTATED OPERATING AGREEMENT

REFERENCE IS MADE to that certain Amended and Restated Operating Agreement of South Edge, LLC, a Nevada limited liability company (the "Company"), dated as of May 3, 2004, as amended by the First Amendment thereto as of October 29, 2004 (the "Operating Agreement"). Capitalized terms used herein and not otherwise defined herein are used with the meanings given them in the Operating Agreement.

WHEREAS, in connection with the acquisition of the Subject Property in Henderson, Nevada from the Bureau of Land Management, the survey at that time indicated that the Subject Property consisted of a total of 1,940 acres;

WHEREAS, subsequent to the acquisition of the Subject Property by the Company, a new survey was performed which reflects that the Subject Property actually consists of a total of 1,953.32 acres;

WHEREAS, Schedule II to the Operating Agreement reflects an acreage allotment among the Members based on 1,940 acres and calculates the resulting Percentage Interests and Units attributable to such Members to one decimal point in contrast to the corresponding Schedule 2 to the Credit Agreement dated as of November 1, 2004 (the "Existing Credit Agreement"), which calculates the Percentage Interests to two decimal points;

WHEREAS, Focus South Group, LLC (the "Focus Member") and Meritage Homes of Nevada, Inc. (the "Meritage Member") have agreed that Focus Member will assume 0.97 gross acres previously allocated to Meritage Member;

WHEREAS, the Members of the Company have agreed that Schedule II to the Operating Agreement should be amended to incorporate the above-referenced corrections and adjustments to the Member Acreage Allotment, Percentage Interests and Units as provided in this Second Amendment (this "Amendment");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned Members hereby agree as follows:

1. Amendment to Schedule II. Schedule II to the Operating Agreement is hereby replaced in its entirety with the amended Schedule II which is attached hereto and incorporated herein by reference.

2. Effective Date. This Amendment shall be effective as of January 1, 2006. Through the date of this Amendment (March 8, 2007), the Members have made their Capital Contributions to the Company based upon the Percentage Interests set forth in the Existing Credit Agreement. It is the intent of the Members that after the date of this Amendment the Members shall pay all Capital Contributions based on the Percentage Interests set forth on Schedule II to this Amendment together with, in the case of the Focus Member and the Meritage Member, such adjustments as may be necessary so that, after giving effect to such adjustments,

all Capital Contributions previously made by the Focus Member and the Meritage Member prior to the date of this Amendment shall have been at their respective Percentage Interests as set forth on Schedule II to this Amendment.

3. Effect on Agreement. The Operating Agreement as expressly amended hereby shall remain in full force and effect.

4. Entire Agreement. The Operating Agreement as amended by this Amendment, and the Articles (including all exhibits, schedules and other documents referred to in the Operating Agreement as amended by this Amendment) constitute the entire agreement by and among the parties and supersede all prior discussions, negotiations, agreements and understandings, both written and oral, by and among the parties with respect to the subject matter of the Operating Agreement as amended by this Amendment.

5. Counterparts. This Amendment may be executed in any number of counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one agreement.

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a
Nevada limited-liability company

By: Focus Investment Manager, LLC,
its Manager

By: _____
John A. Ritter
Its: Manager

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a
Nevada limited-partnership

By: Toll NV GP Corp.,
its General Partner

By: _____
Its: _____

MERITAGE HOMES OF NEVADA, INC., an
Arizona corporation

By: _____
Its: _____

PARDEE HOMES OF NEVADA, a
Nevada corporation

By: _____
Its: _____

ALAMEDA INVESTMENTS, LLC, a
Delaware limited-liability company

By: _____
Its: _____

BEAZER HOMES HOLDINGS CORP., a
Delaware corporation

By: _____
Its: _____

KIMBALL HILL HOMES NEVADA, INC., a
Nevada corporation

By: _____
Its: _____

KB HOME NEVADA INC., a
Nevada corporation

By: _____
Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a
Nevada limited-liability company

By: Focus Investment Manager, LLC,
its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a
Nevada limited-partnership

By: Toll NV GP Corp.,
its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an
Arizona corporation

By: _____

Its: DIVISION PRESIDENT

PARDEE HOMES OF NEVADA, a
Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a
Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a
Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a
Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a
Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a Nevada limited-liability company

By: Focus Investment Manager, LLC, its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a Nevada limited-partnership

By: Toll NV GP Corp., its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a Delaware limited-liability company

By: Chad Gardner

Its: Authorized Agent

BEAZER HOMES HOLDINGS CORP., a Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a Nevada limited-liability company

By: Focus Investment Manager, LLC, its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a Nevada limited-partnership

By: Toll NV GP Corp., its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a Nevada corporation

By: /s/ _____

Its: Treasurer

KB HOME NEVADA INC., a Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a Nevada limited-liability company

By: Focus Investment Manager, LLC, its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a Nevada limited-partnership

By: Toll NV GP Corp., its General Partner

By: Linda Hart

Its: VICE PRESIDENT

MERITAGE HOMES OF NEVADA, INC., an Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a
Nevada limited-liability company

By: Focus Investment Manager, LLC.
its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a
Nevada limited-partnership

By: Toll NV GP Corp.,
its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an
Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a
Nevada corporation

By: W A Bryan

Its: W. A. Bryan, Sr. Vice President

ALAMEDA INVESTMENTS, LLC, a
Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a
Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a
Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a
Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a Nevada limited-liability company

By: Focus Investment Manager, LLC, its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a Nevada limited-partnership

By: Toll NV GP Corp., its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a Delaware corporation

By: _____
Cory J. Boydston

Its: Senior Vice President

KIMBALL HILL HOMES NEVADA, INC., a Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a Nevada corporation

By: _____

Its: _____

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the 8th day of March, 2007.

MEMBERS:

FOCUS SOUTH GROUP, LLC, a Nevada limited-liability company

By: Focus Investment Manager, LLC, its Manager

By: _____

Its: _____

COLEMAN-TOLL LIMITED PARTNERSHIP, LLC, a Nevada limited-partnership

By: Toll NV GP Corp., its General Partner

By: _____

Its: _____

MERITAGE HOMES OF NEVADA, INC., an Arizona corporation

By: _____

Its: _____

PARDEE HOMES OF NEVADA, a Nevada corporation

By: _____

Its: _____

ALAMEDA INVESTMENTS, LLC, a Delaware limited-liability company

By: _____

Its: _____

BEAZER HOMES HOLDINGS CORP., a Delaware corporation

By: _____

Its: _____

KIMBALL HILL HOMES NEVADA, INC., a Nevada corporation

By: _____

Its: _____

KB HOME NEVADA INC., a Nevada corporation

By: _____

William R. Hollinger

Its: Vice President, CFO and Assistant Secretary

EXHIBIT TO SECOND AMENDMENT

TO AMENDED AND RESTATED OPERATING AGREEMENT

AMENDED SCHEDULE II-MEMBERS

The name, initial Member Acreage Allotment, Units and Percentage Interest of each Member are set forth as follows:

Names and Address	Member Acreage Allotment	Units	Percentage Interest
Focus South Group, LLC	304.52 Acres	15.59 Units	15.59%
Meritage Homes of Nevada, Inc.	68.96 Acres	3.53 Units	3.53%
Alameda Investments, LLC	159.00 Acres	8.14 Units	8.14%
Coleman-Toll Limited Partnership	205.49 Acres	10.52 Units	10.52%
Beazer Homes Holdings Corp.	50.40 Acres	2.58 Units	2.58%
KB HOME Nevada, Inc.	946.38 Acres	48.45 Units	48.45%
Kimball Hill Homes Nevada, Inc.	122.86 Acres	6.29 Units	6.29%
Pardee Homes of Nevada	95.71 Acres	4.90 Units	4.90%
	1,953.32 Acres	100.00 Units	100.00%