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Debtors-in-Possession

In re:	:	UNITED STATES BANKRUPTCY COURT
	:	FOR THE DISTRICT OF NEW JERSEY
	:	CASE NOS. 09-
TARRAGON CORPORATION, <i>et al.</i> ,	:	
	:	Chapter 11
Debtors-in-Possession.	:	(Joint Administration Pending)
	:	

**DEBTORS’ APPLICATION FOR ORDERS
APPROVING THEIR RETENTION OF
JONES DAY AS SPECIAL CORPORATE,
SECURITIES AND TRANSACTIONAL
COUNSEL ON INTERIM AND FINAL
BASES PURSUANT TO 11 U.S.C. § 327(e)
AND FED. R. BANKR. P. 6003(a)**

TO: Honorable Judge of the
United States Bankruptcy Court

The Application of Tarragon Corporation *et al.*, the within debtors and debtors-in-
possession (the “Debtors”),¹ in support of their retention of the law firm of Jones Day (“Jones

¹ The Debtors are Tarragon Corporation, Tarragon Development Company, LLC, Tarragon Development Corporation, Tarragon South Development Corp., Tarragon Management, Inc., Bermuda Island Tarragon LLC, Orion Towers Tarragon, LLP, Orlando Central Park, L.L.C., Fenwick Plantation Tarragon, LLC, One Las Olas, Ltd., The Park Development West LLC, 800 Madison Street Urban Renewal, LLC, 900 Monroe Development LLC, Block 88 Development, LLC, Central Square Tarragon LLC, Charleston Tarragon Manager, LLC, Omni Equities Corporation, Tarragon Edgewater Associates, LLC, The Park Development East LLC, and Vista Lakes Tarragon, LLC.



Day”) as special corporate, securities and transactional counsel on interim and final bases pursuant to 11 U.S.C. § 327(e) and Rule 6003(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), respectfully states as follows:

Background

1. On January 12, 2009 (the “Filing Date”), the Debtors filed voluntary petitions for relief pursuant to Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”). Since the Filing Date, the Debtors have remained in possession of their assets and continued in the management of their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. A detailed description of the Debtors’ businesses and the facts precipitating the filing of the Debtors’ Chapter 11 proceedings is delineated in the Affidavit of William S. Friedman in support of the Debtors’ various “First Day Motions” (the “Friedman Affidavit”).² Those facts are incorporated herein by reference.

3. As set forth in the Friedman Affidavit, Tarragon Corp., a publicly traded company, together with its direct and indirect debtor and non-debtor affiliates (collectively, “Tarragon”), are leading real estate developers, owners and managers. Tarragon operates two (2) business divisions, a real estate development division (the “Development Division”) and an investment division (the “Investment Division”). The Development Division focuses on developing, renovating, building and marketing homes in high-density, urban locations and in master-planned communities. The Investment Division owns and operates a portfolio of stabilized rental apartment communities.

² Unless otherwise noted, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Friedman Affidavit.

**The Debtors Should Be Authorized to Retain Jones Day
Pursuant to Section 327(e) of the Bankruptcy Code**

4. Before the Filing Date, Jones Day actively represented Tarragon on various types of corporate, securities and transactional matters including, but not limited to, capital raising activities; disclosure and other issues arising under federal securities laws; acquisitions; dispositions; joint ventures; and corporate governance and other general corporate advice, including certain contingency planning activities. Over the course of its representation, Jones Day has become familiar with Tarragon's complex corporate structure, legal positions and business operations. The Debtors anticipate that they will require the continued services of Jones Day during these proceeding and, therefore, seek to retain Jones Day as their special corporate, securities and transactional counsel. Based on Jones Day's longstanding relationship with the Debtors, Jones Day is uniquely qualified and positioned to represent the Debtors during their Chapter 11 cases on corporate and securities matters.

5. As set forth in Section 327(e) of the Bankruptcy Code, a debtor-in-possession, with the court's approval, "may employ, for a specified purpose, other than to represent the trustee [debtor-in-possession] in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed." 11 U.S.C. § 327(e). Moreover, Section 1107(b) provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case." 11 U.S.C. § 1107(b).

6. The Debtors believe that retention of Jones Day is in the best interest of the Debtors and their estates. First, Jones Day is a well recognized global law firm with extensive

expertise in securities, mergers and acquisitions and other areas of corporate law. It is well qualified to act as special counsel in the areas for which it has been and might be asked to provide legal services. Second, before the Filing Date, Jones Day actively represented Tarragon with regard to various corporate, transactional and securities matters and, as a result, has substantial knowledge of the Debtors, their affairs and the industry in which the Debtors operate. The Debtors believe that Jones Day's knowledge, experience and expertise makes Jones Day more than qualified to represent them in these cases and its retention will contribute to the efficient administration of the Debtors' cases.

7. By separate application, the Debtors have sought the Court's approval to retain and employ Cole, Schotz, Meisel, Forman & Leonard, P.A. ("Cole Schotz") as the Debtors' general bankruptcy counsel. None of the matters for which Jones Day is being retained involves the conduct of the bankruptcy cases themselves. Accordingly, the services rendered and functions to be performed by Jones Day will not be duplicative of any bankruptcy-related work to be performed by Cole Schotz. Cole Schotz and Jones Day will coordinate with each other so as to prevent needless duplication of effort.

8. To the best of the Debtors' knowledge, Jones Day does not hold or represent any interest adverse to the Debtors, their creditors or any other parties in interest herein with respect to the matters on which Jones Day is to be employed, except as may be set forth in the accompanying Declaration of Edward B. Winslow, Esq. (the "Winslow Affidavit"). The Debtors have been informed that Jones Day will continue conducting a review of its files when additional material parties are identified to ensure that no disqualifying circumstances arise and, if any new relevant facts or relationships are discovered, Jones Day will supplement its disclosure to the Court.

9. During the ninety (90) day period before the Filing Date, Jones Day received the sum of \$491,855.17 from the Debtors for services rendered and disbursements and other charges incurred. Jones Day does not have a claim against the Debtors as of the Filing Date.

10. Additionally, as described in the Debtors' "First Day Motion" to approve its existing cash management system, the Debtors utilize a consolidated cash management system where all cash receipts are pooled into Tarragon Corp., regardless of the Debtor or non-Debtor affiliate to whom the funds are attributable and, in turn, Tarragon Corp. funds all disbursements, regardless of the Debtor or non-Debtor affiliate on whose behalf the funds are being paid. These transactions are accounted for using intercompany receivables and payable accounts, and on a consolidated financial statement basis, eliminated. Jones Day will not represent any of the Debtors against any of the other Debtors in connection with any matters.

11. Based on the foregoing and the disclosures set forth in the Winslow Affidavit, the Debtors respectfully submit that Jones Day does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which Jones Day is to be employed.

12. The Debtors have not provided Jones Day with any retainer in connection with their representation of the Debtors during these Chapter 11 cases. The Debtors understand that Jones Day will be submitting detailed statements to the Court setting forth the services rendered and seeking compensation and reimbursement of expenses. The Debtors also understand that Jones Day will be applying to the Court for authority to be paid its fees and expenses pursuant to its obligation under the Bankruptcy Code or any administrative fee procedure that may be established, to which the Debtors consent.

Jones Day Should Be Retained On an Interim Basis

13. Pursuant to the recently revised Rule 6003(a) of the Federal Rules of Bankruptcy Procedure, an application to retain a professional cannot be granted within the first twenty (20)

days of the filing of a petition except to the extent necessary to avoid “immediate and irreparable harm.” According to the Advisory Committee note to Bankruptcy Rule 6003, the standard employed in that Rule is analogous to Bankruptcy Rule 4001(b)(2) and (c)(2), and decisions under those provisions should provide guidance for application of Bankruptcy Rule 6003 to a particular set of circumstances. Bankruptcy Rules 4001(b)(2) and (c)(2) govern motions for the use of cash collateral and debtor-in-possession financing, respectively, and authorize emergency hearings on such requests to avoid “immediate and irreparable harm.” Thereafter, once all parties-in-interest are accorded the opportunity to consider and object to the requested relief, the court will grant the balance of the relief requested as a final order where appropriate.

14. In In re First NLC Financial Services, LLC, 382 B.R. 547 (Bankr. S.D. Fla. 2008), the court noted Collier’s suggestion that professionals likely would go unharmed “so long as” courts permit full compensation retroactively and reasonable compensation to professionals who ultimately are unexpectedly not retained, but ultimately rejected this reasoning as contradictory. First NLC Financial, 382 B.R. at 550 (referring to 10 COLLIER ON BANKRUPTCY ¶ 6003.02[2] (15th ed. rev. 2007)). The court remained concerned that counsel may not be paid if counsel’s employment was not first approved by the court, as opposed to seeking retroactive approval stating:

[w]hat Collier seemingly overlooks ... is that counsel may not be paid if its employment is not first approved by the court. So, to accomplish Collier's goal of compensating a professional who labors during the first 20 days of a case only to learn at the final hearing that its employment is not approved, the court would have to first enter an order approving the professional's employment back to the petition date, then allow the compensation for the work performed, and then deny approval of further employment. This is a most unwieldy and peculiar procedural two-step, which is ill advised and is unnecessary as this Court reads the Rule.

First NLC Financial, 382 B.R. at 550. To ensure payment of professionals and avoid such inefficient use of judicial resources, the court authorized interim approval of professionals on the first day of the case. Id. Other courts considering this type of relief have granted it. See, e.g., In re Lehman Brothers Holdings, Inc., Case No. 08-13555-JMP (Bankr. S.D.N.Y. 2008); In re Touse, Inc., Case No. 08-10928-JKO (Bankr. S.D. Fla. 2008).

15. Respectfully, interim relief is amply justified here to avoid immediate and irreparable harm. As described in the Friedman Affidavit, before the Filing Date, the Debtors were engaged in intensive negotiations with Arko regarding Arko's funding of a plan of reorganization, which discussions the Debtors anticipate to continue immediately following the Filing Date. The Debtors discussed their restructuring efforts and alternatives with other parties before the Filing Date, albeit to a less rigorous extent, which the Debtors also hope will continue after the Filing Date. Additionally, the Debtors anticipate examining other strategic alternatives that may be available, including a possible sale or other recapitalization or restructuring, during the early stages of these cases. Jones Day was intimately involved in all of the Debtors' pre-petition restructuring negotiations and analyses and, therefore, the need to secure Jones Day's unequivocal participation from the outset of these cases is critical. If Jones Day's expertise in handling complex corporate and securities transactions is not ensured from the outset, the Debtors' ability to evaluate their reorganization options fully and correctly undoubtedly will be compromised.

16. Accordingly, the Debtors submit that they have satisfied the requirements of Bankruptcy Rule 6003 to support immediate entry of an interim order, substantially in the form submitted herewith, authorizing them to retain and employ Jones Day on an interim basis and to compensate Jones Day for any services rendered during that interim period in accordance with

the Bankruptcy Code and the interim compensation procedures that may be established in these cases. This interim form of relief ensures the availability of Jones Day's full resources to the Debtors during a critical period in these cases, while preserving the ability of all parties in interest, including the United States Trustee, to object to this Application on a final basis. Accordingly, no party is prejudiced by the interim relief sought by this Application.

Notice

17. The Debtors have served notice of this Application to: (a) the Office of the United States Trustee for the District of New Jersey; (b) their secured creditors or their known counsel; (c) the consolidated list of 30 largest unsecured creditors; and (d) all other known parties in interest as reflected in the accompanying Certificate of Compliance with D.N.J. LBR 2014-1(a). In light of the nature of the relief requested, the Debtors respectfully submit that such service constitutes good and sufficient notice under the circumstances and that no further notice is necessary.

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WHEREFORE, the Debtors respectfully request that the Court enter Orders approving their retention of Jones Day as special corporate, securities and transactional counsel herein on interim and final bases and granting such other relief as the Court deems just and appropriate under the circumstances.

TARRAGON CORPORATION

By: /s/ William S. Friedman
William S. Friedman,
Chief Executive Officer

DATED: January 12, 2009

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

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Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
CASE NOS. 09-

Chapter 11
(Joint Administration Pending)

In re:

TARRAGON CORPORATION, *et al.*,
Debtors-in-Possession.

**DECLARATION OF EDWARD B.
WINSLOW, ESQ., IN SUPPORT OF THE
DEBTORS' APPLICATION FOR AN
ORDER APPROVING RETENTION OF
JONES DAY AS SPECIAL
CORPORATE, SECURITIES AND
TRANSACTIONAL COUNSEL ON
INTERIM AND FINAL BASES
PURSUANT TO 11 U.S.C. § 327(e) AND
DISCLOSURE PURSUANT TO
FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014(a) AND 2016(b)**

EDWARD B. WINSLOW, ESQ., of full age, pursuant to 28 U.S.C. § 1746, hereby
declares under penalty of perjury as follows:

1. I am an attorney at law admitted and in good standing to practice law in the State
of Illinois.

2. I am a partner in the law firm of Jones Day ("Jones Day"), and I am duly
authorized to make this declaration (the "Declaration") on behalf of Jones Day. I make this

Declaration, pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in support of the Debtors’¹ Application for Orders Approving Their Retention of Jones Day as Special Corporate, Securities and Transactional Counsel on Interim and Final Bases Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 6003(a) (the “Application”).

Scope Of Services to be Provided by Jones Day

3. I understand that the Debtors are seeking to employ Jones Day to advise them with respect to certain corporate matters, including: capital raising activities; disclosure and other issues arising under federal securities laws; acquisitions, dispositions, joint ventures and similar corporate and/or real estate transactions; and corporate governance, as well as with respect to other similar matters, as the Debtors may request during the pendency of their Chapter 11 cases (collectively, the “Corporate Matters”). The Debtors’ proposed engagement of Jones Day with regard to the Corporate Matters is consistent with the measured scope of the Debtors’ engagement of Jones Day prior to the date on which the Debtors commenced these cases (the “Filing Date”), during which time Jones Day advised the Debtors in connection with similar matters.² Accordingly, Jones Day is well-qualified to represent the Debtors in connection with

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² Jones Day also advised the Debtors with respect to certain contingency planning matters prior to the Filing Date.

the Corporate Matters as special counsel in these Chapter 11 cases in an efficient and effective manner.

4. In order to minimize costs, Jones Day will work closely with the Debtors and each of their other retained professionals as necessary to delineate clearly the professionals' respective duties so as to prevent unnecessary duplication of services whenever possible.

Payment of Jones Day's Fees and Expenses

5. Subject to the Court's approval of the Application, Jones Day intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered; and (b) seek reimbursement of actual and necessary out-of-pocket expenses according to its customary reimbursement policies, which Jones Day submits are reasonable. Jones Day's hourly rates for those lawyers currently expected to spend significant time on these Chapter 11 cases, which are attached as **Exhibit A**, may change from time to time in accordance with Jones Day's established billing practices and procedures.

6. Jones Day intends to maintain detailed, contemporaneous time records and apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the District of New Jersey Local Bankruptcy Rules, and any additional procedures that may be established by the Court in these Chapter 11 cases. Jones Day has agreed to accept as compensation such sums as may be allowed by the Court. Jones Day understands that interim and final fee awards are subject to approval by this Court.

**Jones Day Does Not Represent or Hold any Adverse Interest
With Respect to the Matters on Which it is to be Employed**

7. The Debtors have provided Jones Day with a list of the names (collectively, the “Interested Parties”) of individuals or institutions in the following categories:

- (a) the Debtors and non-debtor affiliates;
- (b) the Debtors' officers and directors;
- (c) the Debtors' partners and members;
- (d) the Debtors' thirty largest unsecured creditors (consolidated);
- (e) the Debtors' secured lenders;
- (f) lenders to which the Debtors have guarantee obligations;
- (g) the professionals retained prepetition by the Debtors' lenders;
- (h) the Debtors' insurance providers;
- (i) other professionals retained by the Debtors;
- (j) the parties to significant litigation with the Debtors;
- (k) the Debtors' landlords;
- (l) the Debtors' debtor-in-possession lender;
- (m) the Debtors' unsecured note holders;
- (n) the Debtors' auditors; and
- (o) a purchaser of the Debtors or their affiliates' assets.

The identities of the Interested Parties are set forth on **Exhibit B** hereto.

8. To check and clear potential conflicts of interest in these cases, as well as determine all “connections” (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the United States trustee (the “United States Trustee”), or any person employed in the office of the United States

Trustee, Jones Day researched its client database to determine whether it had any relationships with the Interested Parties.

9. In preparing this Declaration, I used a set of procedures developed by Jones Day to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of special counsel by a debtor under Section 327(e) of the Bankruptcy Code (the “Disclosure Procedures”). Pursuant to the Disclosure Procedures, Jones Day performed the actions described below to determine whether Jones Day or any of its attorneys has any connections with, or is currently representing potential parties in interest in these Chapter 11 cases. In particular:

(a) Jones Day compared each of the Interested Parties to the names that Jones Day maintains in its master client database created from its conflict clearance and billing records. Jones Day’s client database includes (i) the name of each current or former client, (ii) the names of any entities materially related to, or materially adverse to, such current or former client, and (iii) the names of the Jones Day attorneys responsible for such current or former clients.

(b) Any matches between the Interested Parties and the entities in Jones Day’s client database were identified, reviewed and compiled for purposes of this Declaration. To the extent that Jones Day currently represents any Interested Parties or potential affiliates of Interested Parties in active matters, the identities of such entities are set forth on **Exhibit C**.

10. The client connections listed on **Exhibit C** were reviewed by an attorney working under my supervision, and from such review it was determined that, in respect of each connection between Jones Day and such parties, Jones Day does not hold or represent an interest that is adverse to the Debtors’ estates with respect to the matters for which Jones Day is proposed to be employed, as required by Section 327(e) of the Bankruptcy Code.

11. In addition to the foregoing, to the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Jones Day, nor any partner or associate thereof, has any connection with (a) the United States Trustee for the District of New Jersey or any person employed by the Office of the United States Trustee; or (b) any creditors or other parties in interest that would be adverse to the Debtors or their estates with respect to the matters for which Jones Day seeks to be retained. As part of its practice, Jones Day appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in these cases. Jones Day is not aware of any relationship it has with any such attorneys, accountants, financial consultants, and investment bankers that would be adverse to the Debtors or their estates with respect to the matters for which Jones Day is proposed to be retained. Jones Day has not and will not represent any such parties in relation to the matters for which Jones Day is proposed to be retained by the Debtors.

12. To the best of my knowledge, information and belief, Jones Day does not hold or represent an interest adverse to the Debtors or their respective estates in the matters for which Jones Day is proposed to be retained. Accordingly, I believe that Jones Day satisfies the requirements for employment as special counsel pursuant to Section 327(e) of the Bankruptcy Code.

13. Despite the efforts described above to identify and disclose Jones Day's connections with parties in interest in these Chapter 11 cases, entities that currently are not identified as Interested Parties, but may nonetheless be or later become parties in interest in these Chapter 11 cases, would not be disclosed in this Declaration. Accordingly, if Jones Day

discovers additional information regarding Interested Parties that requires disclosure, it will submit a supplemental disclosure to the Court containing such additional information.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: January 10, 2009

/s/ Edward B. Winslow
Edward B. Winslow, Esq.

EXHIBIT A

Jones Day Hourly Rates

<u>Professional</u>	<u>Practice Area</u>	<u>Office</u>	<u>Hourly Rate</u>
Partners			
James E. O'Bannon	Capital Markets	Dallas, Texas	\$700
Edward B. Winslow	Capital Markets	Chicago, Illinois	\$600
Stephen E. Hall	Banking and Finance	Chicago, Illinois	\$625
Associates			
Joel T. May	Capital Markets	Chicago, Illinois	\$475
Jacob C. Tiedt	Capital Markets	Chicago, Illinois	\$400

EXHIBIT B

INTERESTED PARTIES LIST

LIST OF ENTITIES/AFFILIATES

1200 Grand Street Urban Renewal, LLC
1300 Grand Street Urban Renewal, LLC
5600 GP, Inc.
800 Madison Street Urban Renewal, LLC
900 Monroe Development LLC
900 Monroe Street Urban Renewal, LLC
999 Madison Street Urban Renewal, LLC
Acadian Place Apartments, L.L.C.
Acadian Place Holdings, L.L.C.
Adams Street Development, L.L.C.
Alexandria Pointe, LC
Alta Marina, LLC
AltaMar Development, LLC
Ansonia Acquisitions I, L.L.C.
Ansonia Apartments, LP.
Ansonia Liberty, LLC
Ansonia MezzCo, LLC
Arlington Tarragon, LLC
Autumn Ridge Apartments, LLC
Aventura Tarragon GP, LLC
Aventura Tarragon LP, LLC
Ballantrae Manager, Inc.
Balsam Acquisitions, L.L.C.
Bayfront National Associates, L.P.
Bermuda Island Tarragon LLC
Black Pearl Tarragon, LLC
Block 102 Development LLC
Block 110 Development, LLC
Block 112 Development, LLC
Block 114 Development, LLC (Casket H)
Block 144 Development LLC
Block 150 Development, LLC
Block 88 Development, L.L.C.
Bradenton Tarragon, LLC
Calistoga Ranch Owners, L.L.C.
Capitol Ave. Tarragon, LLC
Carlyle Tower National Associates
CAVEO, L.L.C.
Celebration Tarragon LLC
Central Square Tarragon LLC
Charleston Tarragon Manager, LLC
Choice Home Financing, LLC
Cliffside Tarragon, LLC
Collegewood Property, Inc.
Consolidated Capital Properties II
Cordoba Manager, LLC
Cordoba Tarragon, LLC
CR Tarragon Palm Springs, L.L.C.
Creekwood Apartment Owners, LLC
Danforth Apartment Owners, L.L.C.
Delaney Square Tarragon, LLC
Delaney Square, LLC
Dogwood Hills Apartments, L.L.C.
East Hanover Tarragon LLC
East Las Olas, Ltd.
English Village Partners
Exchange Tarragon, LLC
Fenwick Plantation Tarragon, LLC
Floresta Tarragon, LLC
Forest Park Tarragon, LLC
Forest Ridge Partners, LC
Freesia Acquisitions, LLC
French Villa Apartments, L.L.C.
French Villa National Associates Limited
Guardian Alexandria Pointe Holdings
Guardian Forest Ridge Partners Holdings
Guardian Rock Springs Road Holdings
Guardian Southridge Pointe Holdings
Guardian Venetian Bay Holdings, LLC
Guardian Victoria Hills Holdings, LLC
Guardian Wekiva Crest Holdings, LLC
Guardian Woods at Southridge Holding
Guardian-Jupiter Partners LLC
Gull Harbor Apts, L. L. C.
Gull Harbor MGR, Inc.
Hamden Centre Apartments, L.L.C.
Heather Limited Partnership
Heron Cove National, Inc.
Hoboken Cinema, LLC
Houston Highway South, L.P.
Jardin de Belle Development, LLC
Keane Stud LLC
Keane Stud Management LLC
Kennesaw Tarragon LLC

Lake Lotta Apartments, L.L.C.
Lake Sherwood Partners, LLC
Larchmont Development Venture, LLC
Larchmont Tarragon, LLC
Las Olas River House Corp.
Lopo Tarragon GP, Inc.
Lopo Tarragon LP, Inc.
Lopo, LP
M8CP, Inc.
Madison Tarragon Manager, Inc.
Manchester Tarragon, LLC
Manchester Tolland Development LLC
Marina Park National Partners
Mariner's Point Tarragon, LLC
Meadow Brook Apartments, L.L.C.
Merritt 8 Acquisitions, L.L.C.
Merritt Stratford, L.L.C.
Middletown Tarragon LLC
Midway Mills Partners, L.P.
Mohegan Hill Development, LLC
Mohegan Hill Development/Wilson, LLC
Mohegan Hill Tarragon, LLC
Monterra Tarragon, Inc.
Montreux at Deerwood Lake, LLC
Morningside National, Inc.
Mountain View National, Inc.
MSCP, Inc.
Murfreesboro Gateway Properties, LLC
Mustang Creek National, L.P.
Mustang National, Inc.
National Income Realty Investors, Inc.
National Omni Associates, L.P.
Newbury Village Development, LLC
North Property Tarragon, Ltd.
North Village Tarragon, LLC
North Water Street Tarragon, LLC
Ocala Tarragon, LLC
Ocean Beach Apartments, LLC
Omni Equities Corporation
Omni Equities North Corporation
Omni-Tivoli, LLC
One Las Olas, Ltd.
Orchid Grove, LLC
Orion Tarragon GP, Inc.
Orion Tarragon LP, Inc.
Orion Towers Tarragon, LLP

Orlando Central Park Tarragon, L.L.C.
Palisades Park East Tarragon LLC
Palisades Park West Tarragon LLC
Park Avenue at Metrowest, Ltd.
Park Avenue GP, LLC
Park Avenue Metrowest LLC
Park Avenue Tarragon, LLC
Park Development East, LLC
Park Development West, LLC
Parkdale Gardens National Corp.
Pinecrest Village Condominium, Inc.
Plantation Bay Apartments, L.L.C.
Rancho Sorrento Leasing Corp.
Reflection Lakes Manager, Inc.
Regency Green National Corp.
Regent Circle, L.L.C.
RI Panama City LLC
RI Windsor, Ltd.
River House Tarragon, LLC
Rock Springs Road, LC
Rutherford LL Tarragon, LLC
Rutherford Tarragon Development I, LLC
Rutherford Tarragon Development II, LLC
Rutherford Tarragon Development III, LLC
Sage Residential Connecticut, LLC
Sage Residential Florida, Inc.
Sage Residential New Jersey LLC
Sage Residential Rhode Island, LLC
Sage Residential Services, Inc.
Sage Residential Texas, Inc.
Shefaor/Tarragon, LLLP
Silver Creek Apartments, Ltd.
SO. Elms National Associates Limited
Partnership
Southampton Pointe Tarragon LLC
Southampton Tarragon Manager LLC
Southridge Pointe, LC
Stamford Tarragon I LLC
Stewart Square National, Inc.
Stonington Tarragon, LLC
Summit / Tarragon Murfreesboro, L.L.C.
Summit on the Lake Associates, Ltd.
Tampa Palms Tarragon, L.L.C.
Tarragon 820, L.P.
Tarragon Brooks, L.P.
Tarragon Calistoga, L.L.C.

Tarragon Corporation
Tarragon Cypress Grove, LLC
Tarragon Development Company LLC
Tarragon Development Corporation
Tarragon Edgewater Associates, LLC
Tarragon Huntsville Apartments, L.L.C.
Tarragon Kissimmee, LLC
Tarragon Limited, Inc.
Tarragon Management, Inc.
Tarragon Mariner Plaza, Inc.
Tarragon Merritt 8, Inc.
Tarragon Midway Mills, Inc.
Tarragon Mortgage Capital, LLC
Tarragon Mortgage LLC
Tarragon Ocala Development Corp
Tarragon Savannah I, L.L.C.
Tarragon Savannah II, L.L.C.
Tarragon South Development Corp.
Tarragon Stonecrest LLC
Tarragon Stoneybrook Apartments, L.L.C.
Tarragon Stratford, Inc.
Tarragon Turtle, Inc.
Tarragon University I, L.P.
Tarragon University, Inc.
Tarragon Venetian Bay, Inc.
Tarragon/URSA Redevelopment Partners
Tarragon/Voloshin I LLC
Tarragon/Voloshin Stonington, LLC
TDC Hanover Holdings LLC
TDC/Ursa Hoboken Sales Center, LLC
Texas National Construction, Inc.
Thirteenth Street Development, L.L.C.
Tradition Tarragon LLC
TRI Woodcreek, Inc.
Tuscany Tarragon, LLC
UGMC Holdings, LLC
Upper Grand Realty, LLC
Uptown Village Tarragon A, LLC
Uptown Village Tarragon B, LLC
Uptown Village Tarragon C, LLC
Venetian Bay Village, LLC
Victoria Hills, LC
Vineyard at Eagle Harbor, L.L.C.
Vinland Aspentree, Inc.
Vinland Holly House, Inc.
Vinland Oakbrook, Inc.

Vinland Park 20, Inc.
Vinland Property Investors, Inc.
Vintage Legacy Lakes National, L.P.
Vintage National, Inc.
Vista Lakes Tarragon, LLC
Vistas at Lake Worth Limited Partnership
Warwick Grove Company, LLC
Wekiva Crest, LC
West Dale National Associates, L.P.
Woodcreek Garden Apartments
Woodcreek National, L.C.
Woods at Southridge, LC
Yacht Club Tarragon, LLC
Yacht Club Tarragon, LLC

LIST OF OFFICERS AND DIRECTORS

Brainard, Newt
Bridenbaugh, Terrilea
Burrige, Bob
Clinton, Chris
Cobbs, James C.
English, Michael
Fagerli, Bud
Ferranti, Al
Fletcher, David R.
Frery, Richard
Friedman, William S.
Ginsburg, Alan
Greene, Eileen
Hagner, Garth
Helman, Jamie (James?)
Hendrix, Scott
Hsu, Joseph G.
Huggins, David G.
Huggins, Garland
Johnson, Michael
Kammerman, Marcy H.
Keltz, Mike
Liebman, Lance
Mansfield, Kathryn
Marshall, Joyce B.
Miller, Nancy
Minor, Todd C.
Muse, Wendy
Petty, Deborah
Pickens, Erin D.

Raia, Frank
Reinert, Kristie
Rosato, William
Rothenberg, Robert P.
Rubenstein, Charles
Saunier, Mark
Schafer, Candace
Schaffer, Richard
Schafran, Lawrence G.
Schrag, Raymond V.J.
Sciarra, Michael J.
Shassian, Lou
Stark, Martha E.
Stern, Richard W.
Surratt, Jane
Swenson, Eileen
Thomas, Hilary A.
Thompson, William
Tomlin, Andy
Travis, Jeffrey
Weisbrod, Carl B.

PARTNERS/MEMBERS

1118 Adams Parking, Inc.
5600 GP, Inc.
900 Monroe Development, LLC
999 Madison Street Urban Renewal
Acadian Place Apartment, LLC
Acadian Place Holdings, L.L.C.
Adams Street Development, L.L.C.
Alta Marina, LLC
AltaMar Development, LLC
Ansonia Apartments, L.P.
Ansonia LLC
Ansonia MezzCo., LLC
Arlington Tarragon, LLC
Asbury Place Development, Ltd.
Avanti Tarragon, LLC
Aventura Tarragon GP, LLC
Aventura Tarragon LP, LLC
Balsam Acquisitions, LLC
Bermuda Island Tarragon, LLC
Black Pearl Tarragon, LLC
Block 102 Development LLC
Block 106 Development, LLC
Block 110 Development, LLC

Block 112 Development, LLC
Block 114 Development, LLC
Block 144 Development LLC
Block 150 Development, LLC
Block 88 Development, LLC
Bradenton Tarragon, LLC
Capitol Avenue Tarragon, LLC
Carlyle Tower National Associates
Celebration Tarragon, LLC
Central Square Tarragon LLC
Charleston Tarragon Manager, LLC
Cliffside Tarragon, LLC
Collegewood Property, Inc.
Consolidated Capital Properties II
Cordoba Manager, LLC
Cordoba Tarragon, LLC
Coscan Cypress Plaza, LLC
CR Napa, L.L.C.
CR Palm Springs, LLC
Delaney Development L.L.C
Delaney Square Tarragon, LLC
Depot Hill Road LLC
Emerson Center Property
English Village Apartments, Inc.
English Village Partners
EV Partners
Exchange Tarragon, LLC
Fenwick Plantation Tarragon, LLC
French Village Apartments, L.L.C.
Golden Florida Management, Inc.
Guardian Alexandria Point
Guardian Forest Ridge
Guardian Rock Springs
Guardian Southridge Pointe Holdings, LLC
Guardian Venetian Bay Holdings, LLC
Guardian Victoria Hills
Guardian Wekiva
Guardian Woods at Southridge Holdings,
LLC
Guardian-Jupiter Partners LLC
Heron Cove National, Inc.
Hoboken Cinema, LLC
Jardin de Belle Development, LLC
Keane Stud LLC
Keane Stud Management, LLC
Kensington Resort Partners, LLC

Larchmont Tarragon, LLC
Leyland Warwick Associates, LLC
Liberty Building Mgr., Inc.
Lopo Tarragon GP, Inc.
Lopo Tarragon LP, Inc.
Louis and Leslie Shassian and Shassian Family, L.P
Manchester Tolland Development LLC
Marina Park National Partners
Mariner's Point Tarragon, LLC
Metrowest Development, L.L.C.
Mia Macri Living Irrevocable Trust (Frank Leanza)
Michael J. Sciarrino Revocable Trust
Middletown Tarragon LLC
Mohegan Hill Development, LLC
Mohegan Hill Tarragon, LLC
Montreaux at Deerwood lake, LLC
Montville Property Holdings I, LLC
Morningside National, Inc
Mountain View National, Inc.
MSCP, Inc
Mustang Creek National, LP
Mustang National, Inc.
National Income Realty Investors, Inc
National Omni Associates LP
Newbury Village Development, LLC
North Property Tarragon, Ltd. Ave
North Village Tarragon, LLC
North Water Street Tarragon LLC
Omni Equities Corporation
Omni-Tivoli, LLC
Orion Tarragon GP, Inc.
Orion Tarragon LP, Inc.
Orlando Central Park Tarragon, LLC
Palisades Park East Tarragon LLC
Palisades Park West Tarragon LLC
Palm Court Apartment Owners, Inc.
Paramus Tarragon, LLC
Park Avenue GP, LLC
Park Avenue Metrowest LLC
Park Avenue Tarragon, LLC
Pinnacle GP
Pinnacle LP
Regency Green National Corp.
Regent Circle, LLC

River House Tarragon, LLC
Rutherford Tarragon Development I, LLC
Rutherford Tarragon Development II, LLC
Rutherford Tarragon Development III, LLC
Shefaor GP
Shefaor LP
So. Elms National Associates, Ltd.
Southampton Tarragon Manager, LLC
Southampton Pointe Tarragon LLC
Stamford Tarragon I LLC
Stewart Square National, Inc.
Stonington Tarragon, LLC
Summit on the Lake Associates, Ltd.
Sunvest Lofts, LLC
Tampa Palms Tarragon, LLC
Tarragon Calistoga, L.L.C.
Tarragon Corporation
Tarragon Cypress Grove, LLC
Tarragon Cypress Plaza, LLC
Tarragon Development Company, L.L.C
Tarragon Development Company, LLC
Tarragon Development Corporation
Tarragon Edgewater Associates, LLC
Tarragon Limited, Inc.
Tarragon Mariner Plaza, Inc.
Tarragon Merrit 8, Inc.
Tarragon Midway Mills, Inc.
Tarragon Mortgage Capital, LLC
Tarragon South Development Corp.
Tarragon Stratford, Inc.
Tarragon Time Square, Inc.
Tarragon Turtle, Inc.
Tarragon University, Inc.
Tarragon Venetian Bay, Inc.
Tarragon/URSA Redevelopment Partners
Tarragon Kissimmee, LLC
TDC Hanover Holdings LLC
TDC/Ursa Hoboken Sales Center, LLC
Texas National Construction, Inc.
The Shassian Family Limited Partnership
Thirteenth Street Development, L.L.C.
Tradition Tarragon LLC
TRI Woodcreek, Inc.
Tuscany Tarragon, LLC
UGMC Holdings, LLC
Upper Grand Realty, LLC

TRI Woodcreek, Inc.
Tuscany Tarragon, LLC
UGMC Holdings, LLC
Upper Grand Realty, LLC
Uptown Village Tarragon A, LLC
Uptown Village Tarragon B, LLC
URSA Development Group, LLC
Vinland Holly House, Inc.
Vinland Oakbrook, Inc.
Vinland Park 20, Inc.
Vinland Property Investors, Inc.
Vintage Legacy Lakes National, LP
Vintage National, Inc.
Vista Lakes Tarragon, LLC
Vista Lakes Tarragon, LLC
Voloshin Capital Stonington, LLC
Wachovia Affordable Housing
Warwick Grove Company, LLC
Wells Fargo Ventures, LLC
Woodcreek Garden Apartments
Woodcreek National, LC
Wyckoff Tarragon Development, LLC
Yacht Club Tarragon, LLC
Yoo LLP

THIRTY LARGEST UNSECURED CREDITORS

AJD Construction Company, LLC
Assurant Employee Benefits
Bank Atlantic
Bank of America
Christina Stiles Interiors
ComCast
Devon Design, LLC
Direct Cabinet Sales
EC Enterprise Consultants, LLC
ESCC
iStar FM Loans, LLC
K. Langford Lawn Care Inc.
Kirst Kosmoski, Inc.
Lapatka Associates, Inc.
Las Olas River House Condo. Assn.
Mahoney Cohen & Company CPA PC
Mechanical Services of Central FL

NANC Construction Services
Omni Boys North Ltd.
Posner Advertising
Progress Energy Florida, Inc.

Refinish Plus Corporation
Regions Bank
Sovor Associates (290 Veterans)
Steelways Inc.
Taberna Capital Management LLC
The Crossings at Fleming Island CDD
Tricony CFC, LLC
United Healthcare Insurance Co.
Winter Management Corp.

SECURED DEBT

La Salle Bank National Association
Bank of America
Bank Atlantic
Regions Bank
iStar FM Loans/iStar Financial, Inc.
CNL Bank

GUARANTY OBLIGATIONS OF TARRAGON CORPORATION

ARCS Commercial Mortgage Co., L.P.
Bank of Atlantic
Bank of America, N.A.
Barclays Bank
CNL Bank
Commerce Bank
Fannie Mae
FNMA/PNC
FNMA/Wachovia
FNMA/Wells Fargo
General Electric Capitol Corporation
iStar FM Loans
JP Morgan Chase
LaSalle/Bank of America, N.A.
National City
North Water LLC
Paradigm Credit Corp.
Provident Bank
Regions Bank
Wachovia

PROFESSIONALS RETAINED PRE-PETITION BY LENDER

Sills Cummis & Gross PC (Bank of America)
Lowenstein Sandler PC (Paradigm)
Latham & Watkins (GECC)
Otterbourg, Steindler, Houston & Rosen, P.C.
(Regions)

LIST OF INSURANCE COMPANY'S

United of Omaha Life Insurance Company
United Healthcare Insurance Company
Liberty Mutual Insurance Company
Liberty Insurance Underwriters
Hartford Life and Accident
Transamerica Life Insurance Company
Transamerica Retirement Services
ConExis
American Home Assurance Company
Landmark Insurance Company (Landmark
American Insurance Company)
Lexington Insurance Company
National Union Fire Insurance Company of
Pittsburgh
Chubb Insurance
Federal Insurance Company

OTHER PROFESSIONALS RETAINED

Lazard Freres & Co., LLC
Jones Day
Cole, Schotz, Meisel, Forman & Leonard, PA
BDO Seidman LLP
Travis Wolff & Company, LLP
Cushman & Wakefield of New Jersey, Inc.

LIST OF PLAINTIFFS INVOLVED IN LAWSUITS WITH ANY ENTITY

31-W Insulation Company, Inc.
Abramson, Cheryl
Adrulonis, Paul
Agudo-Abarco, Amilda
AIG Domestic Claims, Inc.
Allens Steel Products, Inc.

Alta Mar Condominium Association, Inc.
Amerisure Mutual Insurance Company
Andrew General Contractors, Inc.
Asbury Place Development, Ltd.
Atkinson, Richard
Azel, Jose and Lily
Bailey, Christin
Bang, Sungmi
Beckner Painting Southeast, Inc.
Bluewater Builders, Inc.
Brushingham, Lee and Ana
Builders Technical Services, Inc.
C+N Stucco & Plastering, Inc.
Cam(p)bell, Scott
Cape House Properties, Ltd.
Case, James L. & John
CDC Drywall, Inc.
Celebration Residential Owners Association,
Inc.
Cesar, Frank
Czajkowski, Jr., Thomas J.
Da Pau Enterprises II, Inc.
Da Pau Enterprises, Inc.
Davis, Magdalena
Day, J. Robert
DeLeon, Isabel
Development Compliance and Inspections,
Inc.
Diaz, Kenneth and Carmen
Dilodivido, William
Douglas Partners Construction, LLC
Duncan, Douglas
Durso, Mike
Einheuser, Peter
Ellsworth, Gary
Epi-Park Avenue Equity, LLC
Epoch Construction, Inc.
Farris Gypsum Floors of Florida, Inc.
Federal Insurance Company
Fenwick Hall Property Owners Association,
Inc.
Fenwick Tarragon Apartments, LLC
Figueroa, Arminda
Fitch, Glenn
Flynn, Kevin
Fox Windows & Glass, LLC

Fox, Alan d/b/a Alan Fox Windows
Fraeter, Florian & Antje
Francis Engineering, Inc.
Frank Casserino Construction, Inc.
Frank Casserino Construction, Inc.
Franzon, Neri
Fugleberg Koch Architects, Inc.
Furgueron, John
Georgetown at Celebration Condominium
Association, Inc.
Gleeson, Kiernan
Goldsmith, Linda
Goshorn Plumbing Inc.
Goss, Kenneth M.
Graybar Electric Company, Inc.
Great Divide Insurance Company
Greene, Joel
GWL, Inc.
H.H. Joshi & Associates, Inc.
Hammond, Geoffrey
Hampson, Raymond K.
Hannula Landscaping, Inc.
Herbst, Douglas C.
Heritage Realty Advisors
Hong, Mai Y.
HSBC Bank
Iannone, Mark A.
Insurance Company of the State of
Pennsylvania
International Realty
iStar FM Loans
Johnson, Douglas J.
Kantrowitz, William
Kim, Chae Young and Min Hyung
Koenig, Robert
Kurzwell, Howard E.
Lanahan Lumber Co., Inc.
LaPlante, John
LaPlante, Michel
Las Olas River House Condominium
Association, Inc.
Leyland Warwick Associates, LLC
Leyva, Roddy
Lion Gables Realty Limited Partnership f/k/a
Gables Realty Limited Partnership
Littlejohn Engineering Associates Inc.

Maas, Phillip
Mariner Club, Ltd.
McLarand, Vasquez and Partners, Inc.
Metro West Center, LLC
MetroWest Boulevard Ltd. Partnership
Metrowest II Limited Partnership
MetroWest Partners, Inc.
Mills, Ralph
Montecito Enclave
Montreux at Deerwood Lake Condominium
Association, Inc.
Montville Property Holdings V LLC
Mullins, Gerry D.
Nesci, Vincent
Newland Communities, LLC
Nichols Soffit & Siding, Inc.
North Water LLC
Northland Fund II Partners, LLC
Northland Portfolio LP
NRT LLC
Nunenkamp, Val
O'Neill, Molly M.
Old Castle Glass, Inc. d/b/a JHS Building
Products, Inc.
Pernell, John C.
Perry, Brian and Cathy, individually and as
parents and legal guardians of Ryan Perry and
Amanda Perry
Pine Crest Village at Victoria Park HOA
Pine Crest Village at Victoria Park
Homeowners Association, Inc.
Pine Crest Village I Condominium
Association, Inc.
Pine Crest Village II Condominium
Association, Inc.
Platte River Insurance Company
Premier Sales Group, Inc./100 East Las Olas,
Ltd.
Professional Plastering & Stucco, Inc.
Prudential Real Estate Investors
Prudential-Park Avenue LLC
Regency Realty Services, Inc.
Regions Bank
Reif, Gary
Reinen, Mourao & Aida
Renna, Joseph M.

Rice Insulation and Glass, Inc.
Riley, Rebecca
Rodriguez, Lymarie
Roilnick, Audie & Eileen
Ryan, Christian and Eric Schake
Safeco Insurance Company of America
Schechter, Jerome & Roberta
Schiller, Donald Eileen
SCI Holdings Corporation f/k/a Skotty
Aluminum Products Co.
Sgarlatto, Anthony
Silvercore, Inc. d/b/a Criteria
Skolnick, Martin & Susan
Soares Da Costa Construction Services, LLC
Song, Kyong R.
Spiers, David G.
Stadler Management Corp.
Steidle Bros. Construction, Inc.
Steidle Bros. Construction, LLC
Summit Construction, Inc.
Summit Contractors Group, Inc.
Summit Contractors, Inc.
SunTech Electrical Contractors, Inc.
SunVest Communities USA, LLC
T.C.T. Corp. d/b/a Tamiami Carpet Interiors
TCR Construction II, Inc.
TCR Metro II, Inc.
TCR Metrowest II Limited Partnership
TDK Construction Company, Inc.
Terrabrook Vista Lakes GP, LLC
Terrabrook Vista Lakes, LP
Teseniar, Mark F. and Nan M.
The Bordeaux Condominium Association,
Inc.
The Celebration Company
The Condo Store, Inc., NRT The Condo
Store, LLC
The Hamptons at Metrowest Condominium
Association, Inc.
The Prudential Ins. Co. of America
The Realty Associates Fund VIII, L.P.
The Villas at Seven Dwarfs Condominium
Association, Inc.
The Walt Disney Company
The Yacht Club on the Intracoastal
Condominium Association, Inc.

Tri-City Electrical Contractors, Inc.
Troll, Oliver
Twelve Oaks at Fenwick Plantation
Horizontal Property Regime
Twelve Oaks at Fenwick Plantation Property
Owners Association, Inc.
Tyler, Jamie
Underwriters at Lloyd's London
Universal Building Supply, Inc.
Vorcheimer, Estate of Leonard
Voso, Dominick
Waterstreet at Celebration Condominium
Association, Inc.
Westerra Management, LLC
Whirlpool Corporation
Wolfson, Stephen
Yancy, James
ZOM Kensington, Ltd.

LANDLORDS

West 55th Street Building LLC
3100 Monticello Investors, L.P.

DIP LENDER

Arko Holdings Corp.

UNSECURED NOTE HOLDERS

Robert Rothenberg
Beachwold Partners, L.P.
Taberna Capital Management, LLC
Taberna Preferred Funding II, Ltd.
Taberna Preferred Funding III, Ltd.
Taberna Preferred Funding IV, Ltd.
Taberna Preferred Funding V, Ltd.
Taberna Preferred Funding VI, Ltd.
Merrill Lynch International
JPMorgan Chase Bank, N.A.

AUDITORS OF BOOKS AND RECORDS OF DEBTORS

Grant Thornton LLP
Travis Wolff & Company

PURCHASER OF ASSETS

MWHF Palisades Park, LLC
Represented by Wolff & Samson, PC

EXHIBIT C

TARRAGON CORPORATION, ET AL.

**SCHEDULE OF INTERESTED PARTIES THAT CURRENTLY EMPLOY
OR HAVE FORMERLY EMPLOYED JONES DAY IN MATTERS
UNRELATED TO THE DEBTORS OR THEIR CHAPTER 11 CASES**

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
PARTIES IN INTEREST (OR AFFILIATED ENTITIES) WHO ARE CURRENT CLIENTS OR WERE CLIENTS WITHIN THE LAST TWO YEARS¹		
<p>AIG Domestic Claims, Inc.; and Insurance Company of the State of Pennsylvania</p> <p>American Home Assurance Company; Landmark Insurance Company; Lexington Insurance Company; and National Union Fire Insurance Company of Pittsburgh</p>	<p>Plaintiffs in Litigation with Debtor Entity/Affiliate</p> <p>Insurers</p>	<ul style="list-style-type: none"> • Parent company American International Group, Inc. (AIG) is the parent of Sun America, the employer of an individual who is a current Jones Day client; • Affiliate company National Union Insurance Company of Pittsburgh is a stockholder of current client <i>International Automotive Components Group, Inc.</i>; • Affiliate company AIG Life Insurance Company is a participant in a joint venture with former client Carter & Associates LLC (closed 2008); • Affiliate companies <i>AIG Consumer Finance Group</i> and <i>A. I. Credit Consumer Discount Company</i> are current clients; • Affiliate company AIG Annuity Insurance Company is a member of current client <i>Ad Hoc Committee of Thomson S.A. Noteholders</i>; • Affiliate companies AIG Global Real Estate Investment Corporation and AIG European Real Estate Partners are affiliated with current client <i>Agimarques Troyes SARL</i>; and

¹ The names of current clients of Jones Day appear in bold and italics. The disclosure of stockholder interests or other affiliate relationships among potentially related entities reflects only information known to Jones Day through its conflict reporting system. Jones Day has not performed independent research to identify all stockholder interests or other affiliate relationships with respect to interested parties. Moreover, Jones Day has not disclosed representations of trade associations and similar industry or special interest organizations in which interested parties are members.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> Affiliate companies AIG Global Investment Group and AIG Private Bank, Ltd. are former clients (both closed 2007).
Bank of America, N.A.	Debtors' Largest Unsecured Creditors; Secured Creditor; and Guaranty Obligation of Tarragon Corporation;	<ul style="list-style-type: none"> Parent company and current client <i>Bank of America Corporation</i> is a stockholder of current client <i>Giant Industries, Inc.</i>; Affiliate companies <i>DSP Merrill Lynch Limited</i>, <i>Merrill Lynch Asia Pacific Ltd.</i>, <i>Merrill Lynch International</i> and <i>Merrill Lynch Europe Plc</i> are current clients; Affiliate company Banc of America Securities LLC is: (a) a current or former member of current client <i>Murray Energy Ad Hoc Committee</i>; and (b) a stockholder of current client <i>International Automotive Components Group, Inc.</i>; Affiliate company Merrill Lynch Credit Products LLC is a member of current client <i>Bi-Lo Ad Hoc Committee</i>; Affiliate company <i>Merrill Lynch & Co.</i> is: (a) a current client; (b) a co-client with current client <i>CS First Boston, Inc.</i>; and (c) the employer of four individuals who are former Jones Day clients (all closed 2008); Affiliate company Merrill Lynch Pierce Fenner & Smith is the principal employer of two individuals who are current Jones Day clients (both opened 2007); Affiliate companies BA Capital Advisors Limited and Merrill Lynch International (Australia) Limited are former clients (both closed 2007); and <i>See also</i> entry below for LaSalle Bank, N.A. regarding related disclosure.
Bank Atlantic	Debtors' Largest Unsecured Creditors and Secured Creditor	<ul style="list-style-type: none"> Parent company BFC Financial Corporation is a former client (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Barclays Bank S.A.</i>	Guaranty Obligation of the Debtors	<ul style="list-style-type: none"> • <i>Barclays Bank S.A.</i>, parent company <i>Barclays Bank Plc</i> and affiliate companies <i>Barclays Capital</i> and <i>FIVES</i> are current clients; • Affiliate client Barclays Unquoted Investments Limited is a stockholder of current client <i>Enigma Holidays Limited</i>; • Affiliate company Barclays Capital Real Estate is a participant in a joint venture with current client <i>Westbrook Real Estate Fund VI</i>; and • Affiliate company Barclays Global Investors, N.A. is a stockholder of current client <i>FLYi, Inc.</i>
Choice Home Financing LLC	Debtor Entities/Affiliates	<ul style="list-style-type: none"> • Parent company Wells Fargo & Company is a stockholder of former client Wiltel Communications Group, Inc. (closed 2008); • Affiliate companies <i>Wells Fargo Bank, National Association, Wells Fargo Foothill, Inc., Wachovia Corporate Services</i> and <i>Wachovia Capital Markets</i> are current clients; • Affiliate company <i>Wachovia Bank, N.A.</i> is: (a) a current client; and (b) the employer of an individual who is a former Jones Day client (closed 2007); • Affiliate company Wachovia Securities, Inc., is a limited partner with a majority interest ownership in Chipwill LLC, the parent company of current client <i>KW Investment K.K.</i>; and • <i>See also</i> entry below for Wachovia Affordable Housing; Wells Fargo Ventures LLC; <i>Wachovia Bank, N.A.</i>; Wells Fargo & Company regarding related disclosure.
Cushman & Wakefield of New Jersey, Inc.	Other Retained Professional	<ul style="list-style-type: none"> • Parent company <i>Cushman & Wakefield, Inc.</i> and affiliate company <i>Cushman & Wakefield K.K.</i> are current clients; and • Affiliate company Cushman & Wakefield of California, Inc. is a former client (closed 2008).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Fannie Mae FNMA – PNC; FNMA – Wachovia; and FNMA – Wells Fargo	Guaranty Obligations of Tarragon Corporation	<ul style="list-style-type: none"> FNMA (a/k/a Federal National Mortgage Association and Fannie Mae) is: (a) a former client (closed 2008); and (b) a member of current client <i>Pace Investment Group</i>.
General Electric Capital Corporation	Guaranty Obligation of Tarragon Corporation	<ul style="list-style-type: none"> General Electric Capital Corporation is a member of current client <i>Ad Hoc Committee of Lenders to Euramax</i>; Parent company <i>General Electric Co., Inc.</i> is: (a) a current client; (b) the employer of an individual who is a current Jones Day client (opened 2008); and (c) a participant in a joint venture with former client NVC Industrial Development Co. Ltd. (closed 2008); Affiliate company <i>Genworth Mortgage Insurance Corporation</i> is a current client; and Affiliate company GE Supply is the employer of two individuals who are former Jones Day clients (both closed 2007).
<i>Grant Thornton LLP</i>	Debtors' Auditors	<ul style="list-style-type: none"> <i>Grant Thornton LLP</i> is: (a) a current client; and (b) the employer of an individual who is a current Jones Day client (opened 2008); Affiliate company Grant Thornton Stonehage Limited is a stockholder of current client <i>Stonehage Westcity Property Fund Limited</i>; Affiliate company <i>Foo Kon Tan Grant Thornton</i> is a co-client with current client <i>Bank of New York</i>; and Affiliate company Grant Thornton (London Office) is a former client (closed 2008).
Graybar Electric Co., Inc.	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> Affiliate company Graybar Financial Services, Inc. is a participant in a joint venture with Dana Corporation, which is now known as current client <i>Dana Holding Corporation</i>.
Hartford Life & Accident	Insurer	<ul style="list-style-type: none"> Parent company <i>The Hartford Financial Services Group, Inc.</i> is a current client; and Affiliate company Twin City Fire Insurance Company is a stockholder of current client <i>International Automotive Components Group, Inc.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p><i>The Hong Kong and Shanghai Banking Corporation Limited</i> (a/k/a HSBC Bank)</p>	<p>Plaintiff in Litigation with Debtor Entity/Affiliate</p>	<ul style="list-style-type: none"> • <i>The Hong Kong and Shanghai Banking Corporation</i> (a/k/a HSBC Bank) and affiliate companies <i>HSBC Securities and Capital Markets (India) Private Ltd.</i>, <i>HSBC Guyerzeller Bank AG</i> and <i>HSBC Bank USA, National Association</i> are current clients; • Affiliate companies <i>HSBC Finance Corporation</i> and <i>Hermitage Capital Management Limited</i> are former clients (both closed 2008); and • Affiliate company <i>HSBC Holdings Plc</i> is a stockholder of former client <i>Global Payments Asia-Pacific Limited</i> (closed 2008).
<p>JPMorgan Chase Bank SBFS Unit</p>	<p>Guaranty Obligation of Tarragon Corporation and Unsecured Noteholder</p>	<ul style="list-style-type: none"> • <i>JPMorgan Chase Bank, N.A.</i> is: (a) a current client; and (b) a participant in a joint venture with current client <i>Anchor Capital Investment LLC</i>; • Parent company <i>JPMorgan Chase, National Association</i> is: (a) a current client; and (b) a minority shareholder of current client <i>Geobiotics LLC</i>; • Affiliate companies <i>JPMorgan Cazenove</i>, <i>JPMorgan Plc</i>, <i>One Equity Partners II, L.P.</i> and <i>JPMorgan Securities Limited</i> are current clients; • Affiliate company <i>Bear Stearns & Co. Inc.</i> is: (a) a current client; and (b) a stockholder of current client <i>International Automotive Components Group, Inc.</i>; • Affiliate company <i>JPMorgan Europe</i> is a member of current client <i>Ad Hoc Committee of Autodis Mezzanine Bondholders</i>; • Affiliate company <i>JPMorgan Capital</i> is a stockholder of former client <i>NexPak Corporation</i> (closed 2008); and • Affiliate companies <i>JPMorgan Partners Asia</i> (closed 2007) and <i>JPMorgan Australia Securities Ltd.</i>, <i>Chase Bank of Texas, N.A.</i> and <i>Washington Mutual F.A.</i> (all closed 2008) are former clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
LaSalle/ Bank of America, N.A.	Guaranty Obligation of Tarragon Corporation	<ul style="list-style-type: none"> • LaSalle Bank, N.A. (closed 2008) and affiliate company Standard Federal Bank, N.A. (closed 2007) are former clients; • Parent company and current client <i>Bank of America Corporation</i> is a stockholder of current client <i>Giant Industries, Inc.</i>; and • <i>See also</i> entry above for Bank of America, N.A. regarding additional related disclosure.
Latham & Watkins	Professional Retained Pre-Petition by Lender General Capital Corporation	<ul style="list-style-type: none"> • Latham & Watkins is a former client (closed 2007).
<i>Lazard Freres & Co. LLC</i>	Other Retained Professional	<ul style="list-style-type: none"> • <i>Lazard Freres & Co. LLC</i> is: (a) a current client; and (b) a stockholder of current client <i>Kaiser Aluminum Corporation & Kaiser Aluminum and Chemical Corporation</i>.
Liberty Insurance Underwriters; and Liberty Mutal Insurance Company	Insurers	<ul style="list-style-type: none"> • Affiliate company Liberty Mutual Investment Advisors LLC is a limited partner of current client <i>Limited Partner Group of New City Asia Partners</i>; and • <i>See also</i> entry below for Safeco Insurance Company of America regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Lion Gables Realty Limited Partnership (f/k/a Gables Realty Limited Partnership)	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • Affiliate companies <i>ING Real Estate Southern Europe S.L.U.</i>, <i>ING Real Estate Finance S.E. EFC SA Milan Branch</i>, <i>ING Bank N.V.</i>, <i>ING Real Estate Entertainment Fund</i>, <i>ING Barings</i>, <i>ING Baring (US) Securitie</i>, <i>ING Real Estate Development International BV</i> and <i>ING Belgium S.A.</i> are current clients; • Affiliate company ING Life Insurance and Annuity Company is a member of current client <i>Ad Hoc Committee of Thomson S.A. Noteholders</i>; • Affiliate company ING FSI North America is the employer of an individual who is a current Jones Day client; and • Affiliate company ING Real Estate Finance (Espana) EFC, S.A. is a former client (closed 2007).
<i>National City Bank</i>	Guaranty Obligation of Tarragon Corporation	<ul style="list-style-type: none"> • <i>National City Bank</i> is: (a) a current client; and (b) the employer of an individual who is a current Jones Day client; • New parent company <i>PNC Financial Services Group</i> and former parent company <i>National City Corporation</i> are current clients; and • <i>See also</i> entries below for <i>PNC Bank, N.A.</i> and The Provident Bank regarding additional related disclosure.
<i>Newland Communities LLC</i>	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • <i>Newland Communities LLC</i> is a current client.
Oldcastle Glass, Inc., d/b/a JHS Building Products, Inc.	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • Affiliate company Oldcastle Materials, Inc. is a former client (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p><i>PNC Bank, N.A.</i></p>	<p>Party Related to Guaranty Obligation of Tarragon Corporation</p>	<ul style="list-style-type: none"> • <i>PNC Bank, N.A.</i> is: (a) a current client, acting as a trustee and co-client with two individuals who are also trustees and current Jones Day clients (opened 2008); and (b) a member of current client <i>Allegheny Health Education Research Foundation (AHERF) Creditors' Committee</i>; • Parent company <i>PNC Financial Services Group</i> and new affiliate company <i>National City Corporation</i> are current clients; • New affiliate company <i>National City Bank</i> is: (a) a current client; and (b) the employer of an individual who is a current Jones Day client; • Affiliate company Blackrock, Inc. is a member of former client Ad Hoc Committee of Geo Specialty Chemicals, Inc. (closed 2008); • Related entity <i>Administrative Committee of PNC Financial Services Group</i> is a current client; and • <i>See also</i> entries above for FNMA-related entities and <i>National City Bank</i> and entry below for The Provident Bank regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Progress Energy Florida, Inc.	Debtors' Largest Unsecured Creditors	<ul style="list-style-type: none"> • Parent company Progress Energy, Inc. is a member of current client <i>AP1000 Operators Group LLP</i>; and • Affiliate company Progress Ventures, Inc. is a former client (closed 2008).
Prudential Insurance Company of America; Prudential-Park Avenue LLC; and Prudential Real Estate Investors	Plaintiffs in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • Prudential Insurance Company of America is a former client (closed 2007); • Affiliate companies <i>Prudential Asset Management (Singapore) Limited</i> and <i>Prudential Property Investment Management (Singapore) Private Limited</i> are current clients; and • Affiliate company The Prudential Assurance Company Limited is: (a) a former client (closed 2008); and (b) along with affiliate companies Prudential Annuities Limited and Prudential Retirement Income Limited, a member of current client <i>Ad Hoc Committee of Thomson S.A. Noteholders</i>.
The Provident Bank	Guaranty Obligation of Tarragon Corporation	<ul style="list-style-type: none"> • The Provident Bank is affiliated with current client <i>National City Bank</i>; and • <i>See also</i> entries above for <i>National City Bank</i> and <i>PNC Bank, N.A.</i> regarding additional related disclosure.
<i>Regions Bank</i>	Debtors' Largest Unsecured Creditors; Secured Creditor; Guaranty Obligation of Tarragon Corporation; and Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • <i>Regions Bank</i>, parent company <i>Regions Financial Corporation</i> and affiliate company <i>Morgan Keegan & Company, Inc.</i> are current clients.
Safeco Insurance Company of America	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> • Affiliate company Liberty Mutual Investment Advisors LLC is a limited partner of current client <i>Limited Partner Group of New City Asia Partners</i>; and • <i>See also</i> entry above for Liberty Insurance Underwriters; Liberty Mutual Insurance Company regarding related disclosure.
Transamerica Life Insurance Company; and Transamerica Retirement Services	Insurers	<ul style="list-style-type: none"> • Transamerica Life Insurance Company is a member of current client <i>Ad Hoc Committee of Thomson S.A. Noteholders</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
United of Omaha Life Insurance Company	Insurer	<ul style="list-style-type: none"> United of Omaha Life Insurance Company is a member of current client <i>Ad Hoc Committee of Thomson S.A. Noteholders</i>.
<p>Wachovia Affordable Housing; and Wells Fargo Ventures LLC</p> <p><i>Wachovia Bank, N.A.</i>; and Wells Fargo & Company</p>	<p>Partners/Members</p> <p>Guaranty Obligations of Tarragon Corporation</p>	<ul style="list-style-type: none"> Parent company Wells Fargo & Company is: (a) the new parent of current client <i>Wachovia Bank, N.A.</i>; and (b) a stockholder of former client Witel Communications Group, Inc. (closed 2008); Affiliate companies <i>Wells Fargo Bank, National Association, Wells Fargo Foothill, Inc., Wachovia Corporate Services</i> and <i>Wachovia Capital Markets</i> are current clients; and <i>See also</i> entry above for Choice Home Financing LLC regarding additional related disclosure.
The Walt Disney Company	Plaintiff in Litigation with Debtor Entity/Affiliate	<ul style="list-style-type: none"> Related entity <i>The Special Committee of the Board of Directors of The Disney Company</i> is a current client.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
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Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Proposed Attorneys for Tarragon Corporation, *et al.*, Debtors-in-Possession

In re:

TARRAGON CORPORATION, *et al.*,

Debtors-in-Possession.

Case Nos. 09-

Hearing Date:

Judge:

**INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF JONES DAY AS
SPECIAL CORPORATE, SECURITIES AND TRANSACTIONAL COUNSEL
PURSUANT TO 11 U.S.C. § 327(e) AND FEDERAL RULE OF BANKRUPTCY
PROCEDURE 6003(a)**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

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Debtor: TARRAGON CORPORATION, *et al.*, Debtors-in-Possession
Case No: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF JONES DAY AS SPECIAL CORPORATE, SECURITIES AND TRANSACTIONAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e) AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 6003(a)

THIS MATTER having been opened to the Court by Tarragon Corporation, *et al.*, the within debtors and debtors-in-possession (collectively, the “Debtors”),¹ upon an Application for entry of an Interim Order approving the Debtors’ retention of the law firm of Jones Day (“Jones Day”) as their special corporate, securities and transactional counsel in these proceedings pursuant to 11 U.S.C. § 327(e) and Federal Rule of Bankruptcy Procedure 6003(a) (the “Application”); and the Court having considered the Application and the Declaration of Edward B. Winslow, Esq., in support thereof; and the Court being satisfied that Jones Day does not hold or represent any interest adverse to the Debtors, their estates or creditors with respect to the matters on which Jones Day is to be employed, and that said employment would be in the best interest of the estates; and it appearing that the relief requested in the Application is necessary to avoid immediate and irreparable harm to the Debtors and their estates and, therefore, the requirements of Fed. R. Bankr. P. 6003(a) are satisfied; and notice of the proposed retention

¹ The Debtors are Tarragon Corporation, Tarragon Development Company, LLC, Tarragon Development Corporation, Tarragon South Development Corp., Tarragon Management, Inc., Bermuda Island Tarragon LLC, Orion Towers Tarragon, LLP, Orlando Central Park, L.L.C., Fenwick Plantation Tarragon, LLC, One Las Olas, Ltd., The Park Development West LLC, 800 Madison Street Urban Renewal, LLC, 900 Monroe Development LLC, Block 88 Development, LLC, Central Square Tarragon LLC, Charleston Tarragon Manager, LLC, Omni Equities Corporation, Tarragon Edgewater Associates, LLC, The Park Development East LLC, and Vista Lakes Tarragon, LLC.

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Debtor: TARRAGON CORPORATION, *et al.*, Debtors-in-Possession
Case No: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF
JONES DAY AS SPECIAL CORPORATE, SECURITIES AND
TRANSACTIONAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e)
AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 6003(a)

having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as evidenced by the Certificate of Compliance with D.N.J. LBR 2014-1(a); and for other good cause shown,

IT IS ORDERED as follows:

1. The retention of Jones Day as special corporate, securities and transactional counsel for the Debtors is hereby authorized and approved on an interim basis, effective as of the date of the commencement of these cases, pursuant to 11 U.S.C. §§ 327(e) and Bankruptcy Rule 2014.

2. Any and all compensation to be paid to Jones Day for services rendered on the Debtors' behalf shall be fixed by application to this Court in accordance with Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

3. Entry of this Interim Order is without prejudice to the rights of any party in interest to interpose an objection to the Application. Any such objections, to be considered timely, must: (i) be in writing; (ii) specify with particularity the basis of the objection; and (iii) be filed with the Clerk of the United States Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents, dated March 27, 2002 (the "General Order") and the Commentary Supplementing Administrative Procedures, dated as of

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Debtor: TARRAGON CORPORATION, *et al.*, Debtors-in-Possession
Case No: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF
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TRANSACTIONAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e)
AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 6003(a)

March 2004 (the "Supplemental Commentary") (the General Order, Supplemental Commentary and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, on CD-ROM in Portable Document Format (pdf), and shall be served in accordance with the General Order and the Supplemental Commentary so as to be received by the following parties no later than _____, 2009, at _____ .m.: (a) proposed counsel for the Debtors (Cole, Schotz, Meisel, Forman, Leonard, P.A., Court Plaza North, Box 800, 25 Main Street, Hackensack, New Jersey 07602, Attn: Michael D. Sirota, Esq.); (b) Jones Day (77 West Wacker, Chicago, Illinois 60601, Attn: Edward B. Winslow, Esq.); (c) the Office of the United States Trustee for the District of New Jersey; (d) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims or counsel for any official committee of unsecured creditors; and (e) all parties that have filed a Notice of Appearance.

4. The Court shall conduct a final hearing on the Application on _____, 2009, at _____ .m., at the United States Bankruptcy Court, Martin Luther King, Jr. Federal Building and Courthouse, 50 Walnut Street, Third Floor, Newark, New Jersey 07012.

5. A true copy of this Order shall be served on all parties-in-interest within two (2) days hereof.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

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Debtors-in-Possession

In re:

TARRAGON CORPORATION, *et al.*,

Debtors-in-Possession.

Case Nos. 09-

Hearing Date:

Judge:

**FINAL ORDER APPROVING THE DEBTORS' RETENTION OF JONES DAY AS
SPECIAL CORPORATE, SECURITIES AND TRANSACTIONAL COUNSEL
PURSUANT TO 11 U.S.C. § 327(e)**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby
ORDERED.

(Page 2)

Debtor: TARRAGON CORPORATION, *et al.*, Debtors-in-Possession
Lead Case No: 09-
Caption of Order: FINAL ORDER APPROVING THE DEBTORS' RETENTION OF
JONES DAY AS SPECIAL CORPORATE, SECURITIES AND
TRANSACTIONAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e)

THIS MATTER having been opened to the Court by Tarragon Corporation, *et al.*, the within debtors and debtors-in-possession (collectively, the “Debtors”),¹ upon an Application for entry of an Order approving the Debtors’ retention of the law firm of Jones Day (“Jones Day”) as their special corporate, securities and transactional counsel in these proceedings pursuant to 11 U.S.C. § 327(e) (the “Application”); and the Court having considered the Application and the Declaration of Edward B. Winslow, Esq., in support thereof; and the Court being satisfied that Jones Day does not hold or represent any interest adverse to the Debtors, their estates or creditors with respect to the matters on which Jones Day is to be employed, and that said employment would be in the best interest of the estates; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as evidenced by the Certificate of Compliance with D.N.J. LBR 2014-1(a); and for other good cause shown,

IT IS ORDERED as follows:

1. The retention of Jones Day as special corporate, securities and transactional counsel for the Debtors is hereby authorized and approved on a final basis, effective as of the

¹ The Debtors are Tarragon Corporation, Tarragon Development Company, LLC, Tarragon Development Corporation, Tarragon South Development Corp., Tarragon Management, Inc., Bermuda Island Tarragon LLC, Orion Towers Tarragon, LLP, Orlando Central Park, L.L.C., Fenwick Plantation Tarragon, LLC, One Las Olas, Ltd., The Park Development West LLC, 800 Madison Street Urban Renewal, LLC, 900 Monroe Development LLC, Block 88 Development, LLC, Central Square Tarragon LLC, Charleston Tarragon Manager, LLC, Omni Equities Corporation, Tarragon Edgewater Associates, LLC, The Park Development East LLC, and Vista Lakes Tarragon, LLC.

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date of the commencement of these cases, pursuant to 11 U.S.C. §§ 327(e) and Bankruptcy Rule 2014.

2. Any and all compensation to be paid to Jones Day for services rendered on the Debtors' behalf shall be fixed by application to this Court in accordance with Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

3. A true copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.