

**United States Bankruptcy Court
District of New Jersey**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Tarragon Development Company LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 13-4136835	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 423 West 55th Street, 12th Floor New York, NY ZIP Code 10019	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: New York	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY



Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Tarragon Development Company LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: (See Attached List)	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Tarragon Development Company LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Michael D. Sirota
Signature of Attorney for Debtor(s)

Michael D. Sirota MS-4088
Printed Name of Attorney for Debtor(s)

Cole, Schotz, Meisel, Forman & Leonard, P.A.
Firm Name
25 Main Street
Hackensack, NJ 07601

Address

201-489-3000 Fax: 201-489-1536
Telephone Number

January 12, 2009
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Kathryn Mansfield
Signature of Authorized Individual

Tarragon Corporation, Managing Member
Printed Name of Authorized Individual

Kathryn Mansfield, Exec. V.P. & Secretary
Title of Authorized Individual

January 12, 2009
Date

Tarragon Corporation, et al – List of Filing Entities

1. 800 Madison Street Urban Renewal, LLC
2. 900 Monroe Development LLC
3. Bermuda Island Tarragon LLC
4. Block 88 Development, LLC
5. Central Square Tarragon LLC
6. Charleston Tarragon Manager, LLC
7. Fenwick Plantation Tarragon, LLC
8. Omni Equities Corporation
9. One Las Olas, Ltd.
10. Orion Towers Tarragon, LLP
11. Orlando Central Park Tarragon L.L.C.
12. The Park Development East, LLC
13. The Park Development West, LLC
14. Tarragon Corporation
15. Tarragon Development Company LLC
16. Tarragon Development Corporation
17. Tarragon Edgewater Associates, LLC
18. Tarragon Management, Inc.
19. Tarragon South Development Corp.
20. Vista Lakes Tarragon, LLC

TARRAGON DEVELOPMENT COMPANY, LLC

(Chapter 11 Bankruptcy Petition)

**WRITTEN CONSENT OF
THE MEMBERS AND MANAGING MEMBER**

The undersigned, being the Members and Managing Member of Tarragon Development Company, LLC, a Delaware limited liability company (the "Company"), do hereby consent to and adopt the following resolutions:

WHEREAS, in light of the Company's current financial condition, the Members and Managing Member have investigated, discussed and considered all options for addressing the Company's financial challenges and, after consultation with the Company's advisors, have concluded that it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); now therefore be it

RESOLVED, that in the judgment of the Members and Managing Member of the Company, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said officer and/or Managing Member executing the same shall determine; and it is further

RESOLVED, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. is hereby employed as attorneys for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any

and all further acts and deeds they deem necessary, proper or desirable in connection with the successful prosecution of the Chapter 11 case; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such officer and/or Managing Member shall be or become necessary, proper and desirable to effectuate an orderly liquidation of the Company's assets; and it is further

RESOLVED, that any and all past actions heretofore taken by any officer or Managing Member of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that the filing by the Company of a petition seeking relief under the provisions of the Bankruptcy Code shall not dissolve the Company; and it is further

RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Members of the Company and the undersigned hereby waive all requirements as to notice of a meeting; and it is further

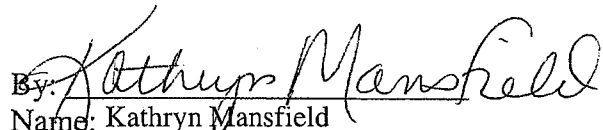
RESOLVED, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Members and Managing Member of Tarragon Development Company, LLC as of this 12th day of January, 2009.


**MEMBER AND MANAGING
MEMBER:**

Tarragon Corporation

By: 
Name: Kathryn Mansfield
Title: Executive Vice President and Secretary

MEMBER:

National Income Realty Investors, Inc.

By: 
Name: Kathryn Mansfield
Title: Executive Vice President and Secretary

TARRAGON DEVELOPMENT COMPANY, LLC

(Authority Resolutions)

**WRITTEN CONSENT OF
THE MANAGING MEMBER**

The undersigned, being the Managing Member of Tarragon Development Company, LLC, a Delaware limited liability company (the "Company"), does hereby consent to and adopt the following resolutions:

WHEREAS, the Company is the Member and Manager of Vineyard at Eagle Harbor, LLC ("Vineyard"); and

WHEREAS, in light of Vineyard's current financial condition, the Managing Member has investigated, discussed and considered all options for addressing Vineyard's financial challenges and, after consultation with the Company's advisors, has concluded that it is in the best interests of Vineyard, its creditors, employees and other interested parties that a petition be filed by Vineyard seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); now therefore be it

RESOLVED, that in the judgment of the Managing Member of the Company, it is desirable and in the best interests of Vineyard, its creditors, employees and other interested parties that a petition be filed by Vineyard seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the Member and Manager of Vineyard, to execute and verify a petition on behalf of Vineyard under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said officer and/or Managing Member executing the same shall determine; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the Member and Manager of Vineyard, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to

take and perform any and all further acts and deeds they deem necessary, proper or desirable in connection with the successful prosecution of the Chapter 11 case; and it is further

RESOLVED, that the appropriate officers and/or Managing Member of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the Member and Manager of Vineyard, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such officer and/or Managing Member shall be or become necessary, proper and desirable to effectuate an orderly liquidation of Vineyard's assets; and it is further

RESOLVED, that any and all past actions heretofore taken by any officer or Managing Member of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Members of the Company and the undersigned hereby waives all requirements as to notice of a meeting.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Managing Member of Tarragon Development Company, LLC as of this 12th day of January, 2009.

MANAGING MEMBER:

Tarragon Corporation

By: 

Name: Kathryn Mansfield

Title: Executive Vice President and Secretary

**United States Bankruptcy Court
District of New Jersey**

In re Tarragon Corporation, et al.

Debtor(s)

Case No. 09-Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

800 Madison Street Urban Renewal, LLC, 900 Monroe Development LLC, Bermuda Island Tarragon LLC, Block 88 Development, LLC, Central Square Tarragon LLC, Charleston Tarragon Manager, LLC, Fenwick Plantation Tarragon, LLC, Omni Equities Corporation, One Las Olas, Ltd., Orion Towers Tarragon, LLP, Orlando Central Park Tarragon L.L.C., The Park Development East, LLC, The Park Development West, LLC, Tarragon Corporation, Tarragon Development Company LLC, Tarragon Development Corporation, Tarragon Edgewater Associates, LLC, Tarragon Management, Inc., Tarragon South Development Corp. and Vista Lakes Tarragon, LLC, (collectively, the "Debtors") each filed a petition in this Court on January 12, 2009 for relief under chapter 11 of title 11 of the United States Code. In lieu of a separate list for each of the Debtors, the Debtors submit this consolidated list of the 30 largest unsecured creditors of the Debtors (the "Top 30 List"). The Top 30 List is based on the Debtors' books and records as of approximately January 12, 2009 and was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11. The Top 30 list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Taberna Capital Management LLC c/o Cohen Bros. & Company 450 Park, 23rd Floor New York, NY 10022	Taberna Capital Management LLC c/o Cohen Bros. & Company 450 Park, 23rd Floor New York, NY 10022			125,972,840.28
AJD Construction Company, LLC 948 Highway 36 Leonardo, NJ 07737	AJD Construction Company, LLC 948 Highway 36 Leonardo, NJ 07737			2,897,978.00
Omni Boys North Ltd. (Zipes Note) c/o Richard Zipes 112 Nurmi Drive Fort Lauderdale, FL 33301	Omni Boys North Ltd. (Zipes Note) c/o Richard Zipes 112 Nurmi Drive Fort Lauderdale, FL 33301			1,026,846.01
Sovor Associates (290 Veterans) c/o Peter B. Eddy, Esquire, Williams, Caliri, Miller & Otley, P.C. 1428 Route 23 Wayne, NJ 07470-0995	Sovor Associates (290 Veterans) c/o Peter B. Eddy, Esquire, Williams, Caliri, Miller & Otley, P.C. 1428 Route 23 Wayne, NJ 07470-0995			600,000.00
Bank of America Mail Code GA2-002-05-12 P.O. Box 105483 Atlanta, GA 30348-5483	Bank of America Mail Code GA2-002-05-12 P.O. Box 105483 Atlanta, GA 30348-5483			261,235.62
United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227	United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227			158,073.93
Steelways Inc. 401 S. Water St. Newburgh, NY 12553	Steelways Inc. 401 S. Water St. Newburgh, NY 12553			118,125.00

Debtor(s)

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
iStar FM Loans, LLC GPO P.O. Box 26480 New York, NY 10087-6480	iStar FM Loans, LLC GPO P.O. Box 26480 New York, NY 10087-6480			104,964.15
Posner Advertising 30 Broad St. New York, NY 10004	Posner Advertising 30 Broad St. New York, NY 10004			89,672.65
Mahoney Cohen & Company CPA PC 1065 Avenue of the Americas New York, NY 10018	Mahoney Cohen & Company CPA PC 1065 Avenue of the Americas New York, NY 10018			83,229.00
Winter Management Corp. P.O. Box 21076A New York, NY 10286-2076	Winter Management Corp. P.O. Box 21076A New York, NY 10286-2076			64,147.67
Tricony CFC, LLC 5900 N. Andrews Avenue, Suite 624 Fort Lauderdale, FL 33309	Tricony CFC, LLC 5900 N. Andrews Avenue, Suite 624 Fort Lauderdale, FL 33309			48,051.11
The Crossings at Fleming Island CDD c/o Clay County Utility Authority 3176 Old Jennings Rd. Middleburg, FL 32068	The Crossings at Fleming Island CDD c/o Clay County Utility Authority 3176 Old Jennings Rd. Middleburg, FL 32068			39,497.51
EC Enterprises Consultants, LLC 11 Kensington Ave. Emerson, NJ 07630	EC Enterprises Consultants, LLC 11 Kensington Ave. Emerson, NJ 07630			34,822.39
Devon Design, LLC 2472 Hemlock Farms Lords Valley, PA 18428	Devon Design, LLC 2472 Hemlock Farms Lords Valley, PA 18428			33,672.23
ESCC 149 Madison Ave/Suite 501 New York, NY 10016	ESCC 149 Madison Ave/Suite 501 New York, NY 10016			32,030.00
NANC Construction Services 1544 E. Harmony Lakes Circle Davie, FL 33324	NANC Construction Services 1544 E. Harmony Lakes Circle Davie, FL 33324			30,138.81
Regions Bank Commercial Loan Processing Ctr 1751 Congressman Dickenson Montgomery, AL 36109	Regions Bank Commercial Loan Processing Ctr 1751 Congressman Dickenson Montgomery, AL 36109			24,642.58
K Langford Lawn Care Inc. 230 3rd Street Naples, FL 34120	K Langford Lawn Care Inc. 230 3rd Street Naples, FL 34120			22,500.00
Las Olas River House Condo Ass c/o TCG-General Mail Facility P.O. Box 01-9732	Las Olas River House Condo Ass c/o TCG-General Mail Facility P.O. Box 01-9732			20,528.96
Direct Cabinet Sales 104 E. Elizabeth Ave. Linden, NJ 07036	Direct Cabinet Sales 104 E. Elizabeth Ave. Linden, NJ 07036			20,092.00

Debtor(s)

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Assurant Employee Benefits P.O. Box 807009 Kansas City, MO 64184-7009	Assurant Employee Benefits P.O. Box 807009 Kansas City, MO 64184-7009			18,409.40
Bank Atlantic P.O. Box 9708 Ft. Lauderdale, FL 33310	Bank Atlantic P.O. Box 9708 Ft. Lauderdale, FL 33310			17,426.00
Progress Energy Florida, Inc. P.O. Box 33199 St. Petersburg, FL 33733-8199	Progress Energy Florida, Inc. P.O. Box 33199 St. Petersburg, FL 33733-8199			15,246.11
ComCast P.O. Box 105257 Atlanta, GA 30348-5257	ComCast P.O. Box 105257 Atlanta, GA 30348-5257			11,735.72
Christina Stilles Interiors 1104 Charming Street Maitland, FL 32751	Christina Stilles Interiors 1104 Charming Street Maitland, FL 32751			10,233.03
Kirst Kosmoski, Inc. 2630 Fountainview, Ste. 300 Houston, TX 77057	Kirst Kosmoski, Inc. 2630 Fountainview, Ste. 300 Houston, TX 77057			10,216.41
Lapatka Associates, Inc. 12 Rt 17 North/Suite 230 Paramus, NJ 07652	Lapatka Associates, Inc. 12 Rt 17 North/Suite 230 Paramus, NJ 07652			9,802.15
Mechanical Services of Central FL 9820 Satellite Blvd. Orlando, FL 32837	Mechanical Services of Central FL 9820 Satellite Blvd. Orlando, FL 32837			9,112.50
Refinish Plus Corporation 3300 Bermuda Isle Circle #323 Naples, FL 34109	Refinish Plus Corporation 3300 Bermuda Isle Circle #323 Naples, FL 34109			8,950.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Executive Vice President and Secretary of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 12, 2009Signature /s/ Kathryn Mansfield

**Kathryn Mansfield
Executive Vice President and Secretary**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of New Jersey**

In re **Tarragon Development Company LLC**
Debtor(s)

Case No. 09-
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, Kathryn Mansfield, the Exec. V.P. & Secretary of Tarragon Corporation, the Managing Member of the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: January 12, 2009

/s/ Kathryn Mansfield, Exec. V.P. and Secretary
Tarragon Corporation, Managing Member/Kathryn Mansfield,
Exec. V.P. & Secretary
Signer/Title

1100 Adams Street Condominium
Assoc., Inc. c/o Taylor Management
Attn: Lydia Lee - Board President
97 Harmon Cove Towers
Secaucus, NJ 07094

1200 Grand Street Condominium
Assoc., Inc. c/o Taylor Management
Attn: Stanley Richter
97 Harmon Cove Towers
Secaucus, NJ 07094

1300 Grand Street Condo Assoc
Attn: Dana Minturn - Bd Pres.
209 Washington Street
Hoboken, NJ 07030

5600 Condominium Association, Inc.
Attn: Julio Martinez - President
5600 Collins Avenue, #6-F
Miami Beach, FL 33140

Alta Mar Condominium Assoc., Inc.
Attn: Donald Armstrong - President
2825 Palm Beach Blvd., #302
Fort Myers, FL 33916

Ansonia Apartments, LP
423 W 55th Street, 12th Fl.
New York, NY 10019

Arlington Park at Westchase
Condominium Association, Inc.
Attn: Carol Collins - President
9805 Meadow Fields Circle, #703
Tampa, FL 33626

Bishops Court at Windsor Parke
Condominium Association, Inc.
Attn: Ernest Fordham - Pres.
13700 Richmond Pk Dr N, #201
Jacksonville, FL 32224

California State Teacher's Retirement
System
7667 Folsom Boulevard
Sacramento, CA 95826

Camden Development, Inc.
Three Greenway Plaza, Suite 1300
Houston, TX 77046

Carrington Place Properties, LLC, a Del.
LLC c/o Julian LeCraw & Co., L.L.C.
100 Atlanta Technology Ctr., Ste. 200
1575 Northside Drive, NW
Atlanta, GE 30318-4208

Central Park LV Condo Assoc.
Attn: Vickie Menifee, Pres.
9101 Lee Vista Boulevard
Orlando, FL 32829

Cobblestone at Eagle Harbor
Condominium Association, Inc.
Attn: Marcy H. Kammerman, Pres.
21 West Las Olas Boulevard, Suite 13
Fort Lauderdale, FL 33301

Cordoba at Beach Park
Condominium Association, Inc.
Attn: Leslie Haywood - President
5828 West Kennedy Boulevard
Tampa, FL 33609

Eastrich No. 190 Corporation,
a Florida corporation
Two Seaport Lane
Boston, MA 02210

EPI Park Avenue Equity, Inc.,
a Florida corporation
c/o Epoch Properties
359 Carolina Avenue
Winter Park, FL 32789

Epoch Properties, Inc.
359 Carolina Avenue
Winter Park, FL 32789

Florida Capital Apartment Partners
(Jacksonville), Ltd. a Fl. limited part.
c/o Epoch Properties, Inc.
359 Carolina Avenue
Winter Park, FL 32789

Gables East Construction, Inc.
2859 Paces Ferry Road
Suite 1450
Atlanta, GA 30339-6210

Gables Realty Limited Partnership
a Delaware limited partnership
2859 Paces Ferry Road, Suite 1450
Atlanta, GE 30339-6210

Gables Realty Limited Partnership
a Delaware limited partnership
2859 Paces Ferry Road
Suite 1450
Atlanta, GA 30339-6210

Georgetown at Celebration
Condo Assoc., Inc.
Attn: Steve Gillespie - President
239 Longview Avenue, #12215
Celebration, FL 34747

Hanover R.S. Limited Partnership
5847 San Felipe
Suite 3600
Houston, TX 77057

Hillsborough West Park II, LLC,
a Delaware limited liability company
245 Park Avenue, 2nd Floor
New York, NE 10167

ITW Mortgage Investments III, Inc.,
a Delaware corporation
3600 West Lake Avenue
Glenview, IL 60025

John C. Pegg and Joanne L. Pegg,
husband and wife

Las Olas River House Condominium
Association, Inc.
Attn: John Quaintance - President
333 Las Olas Way, #3105
Fort Lauderdale, FL 33301

Madison at Park West
CMG Management
1300 Park West blvd
Mount Pleasant, SC 29466

Mirabella I Condo Assoc., Inc.
Attn: Marcy H. Kammerman, Pres.
21 West Las Olas Boulevard, Suite 13
Fort Lauderdale, FL 33301

Montreux at Deerwood Lake
Condominium Association, Inc.
Attn: Carol McKinley - President
Jacksonville, FL 32216

One Hudson Park Condo Assoc.
c/o RCP Management Co.
Attn: Elizabeth Comando
71 Route 46 West, 2nd Flr
Elmwood Park, NJ 07407

Oxford Place at Tampa Palms
5125 Palm Springs Blvd.
Tampa, FL 33647

Pine Crest Village at Victoria Park
Homeowners' Association, Inc.
Attn: James Palmer - President
150 Northeast 15th Avenue, #153
Fort Lauderdale, FL 33301

Pine Crest Village I Condominium
Association, Inc.
Attn: Larry Cohen - President
1515 East Broward Boulevard, #221
Fort Lauderdale, FL 33301

Pine Crest Village II Condominium
Association, Inc.
Attn: James Palmer - President
150 Northeast 15th Avenue, #153
Fort Lauderdale, FL 33301

Prudential-Park Avenue, LLC
a Delaware limited liability company
c/o PREI Law Department
Arbor Circle, 8 Campus Drive
Parsippany, NJ 07054

Prudential-Park Avenue, LLC a Delaware l
c/o PREI Law Department
Arbor Circle South, 8 Campus Drive
Parsippany, NE 07054

Lymarie Rodriguez et al.
c/o Robert J. Robbins, Esq.
Coughlin, Stoia, Geller, Rudman
120 E. Palmetto Pk Rd, Ste 500
Boca Raton, FL 33432-4809

Seven Dwarfs Condo Assoc., Inc.
Attn: Eric Laracuente - President
2600 Jonagold Boulevard
Kissimmee, FL 34746

Southampton Properties LLC,
a North Carolina LLC
823 North Elm Street, Suite 200
Greensboro, NC 27407

Southampton Properties LLC, a North Caro
c/o Steven D. Bell & Company
PO Box 3288
Greensboro, NC 27407

Southampton Pointe Property
CMG Management
1300 Park West Blvd.
Mount Pleasant, SC 29466-6980

The Bordeaux Condo Assoc., Inc.
Attn: Imelda Baggs - President
2045 Erving Circle, #2-111
Ocoee, FL 34761

The Grande Downtown Orlando
Condominium Association, Inc.
Attn: Kelly Brock - President
300 East South Street, #5009
Orlando, FL 32801

The Hamptons at Metrowest
Condo Assoc., Inc.
Attn: Beth Heffernan - President
6401 Time Square Avenue, A-2
Orlando, FL 32835

The Lofts on Post Oak Condominium
Owners Association, Inc.
1901 Post Oak Blvd.
Houston, TX 77056

The Lofts on Post Oak, LP,
a Texas limited partnership
5847 San Felipe Suite 3600
Houston, TX 77057

The Park at Palisades West Corp.
c/o Tarragon Development Corp.
Attn: William Rosato, BD. Pres.
423 West 55th Street, 12th Floor
New York, NY 10019

The Prudential Insurance Company
of America, a New Jersey corporation
c/o PREI Law Department
Arbor Circle South, 8 Campus Drive
Parsippany, NJ 07054

The Quarter at Ybor Condo Assoc
1800 East Palm Avenue
Tampa, FL 33605

The Yacht Club On The Intracoastal
Condominium Association, Inc.
Attn: James Capodanno - President
145 Yacht Club Way, #304
Hypoluxo, FL 33462

Tradition at Palm Aire Condominium
Association, Inc.
Attn: Marcy H. Kammerman-President
21 West Las Olas Boulevard, Suite 13
Fort Lauderdale, FL 33301

Tuscany On the Intracoastal
Condo Assoc., Inc.
Attn: Skip Cohn - President
4405 Tuscany Way
Boynton Beach, FL 33435

Twelve Oaks at Fenwick Plantation
CMG Management
1300 Park West Blvd.
Mount Pleasant, SC 29466-6980

VCP-Tivoli, Ltd.,
a Florida limited partnershp
3020 Hartley Road, Suite 300
Jacksonville, FL 32257

Venetian Bay Villages Condominium
Association, Inc.
Attn: Steve Hamby - President
4001 Venetian Bay Drive
Kissimmee, FL 34741

Vestcor Construction Services, Inc.
3020 Hartley Road, Ste. 300
Jacksonville, FL 32257

Via Lugano Condominium Assoc., Inc.
Attn: Steven P. Rosenthal - President
2150 Washington Street
Newton, MA 02462

Vineyard at Eagle Harbor, LLC
423 West 55th Street, 12th Floor
New York, NY 10019

Warwick Grove Homeowner's and
Condominium Association
Attn: Debbie Lastro
16 Sterling Lake Road
Tuxedo Park, NY 10987

Waterstreet at Celebration
Condo Assoc., Inc.
Attn: Rob Mowers - President
725 Celebration Avenue
Celebration, FL 34747

Ybor City Apartments, LLC
Three Greenway Plaza, Suite 1300
Houston, TE 77046