

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

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Debtors-in-Possession

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

**DEBTORS' APPLICATION FOR ORDERS
APPROVING THEIR RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS
INDEPENDENT AUDITORS AND
ACCOUNTANTS ON INTERIM AND
FINAL BASES PURSUANT TO 11 U.S.C. §
327(a) 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 Travis Wolff & Company, LLP

¹ The Debtors are Tarragon Corporation ("Tarragon Corp."), 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 (continued...)



(“Travis”) as their independent auditors and accountants on interim and final bases pursuant to 11 U.S.C. § 327(a) 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

(...continued)

Manager, LLC, Omni Equities Corporation, Tarragon Edgewater Associates, LLC, The Park Development East LLC, and Vista Lakes Tarragon, LLC.

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

master-planned communities. The Investment Division owns and operates a portfolio of stabilized rental apartment communities.

The Debtors Should Be Authorized to Retain Travis Pursuant to Section 327(a) of the Bankruptcy Code

4. As set forth in Section 327(a) of the Bankruptcy Code, a debtor-in-possession, with the court's approval, "may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee [debtor-in-possession] in carrying out the trustee's [debtor-in-possession's] duties under this title." 11 U.S.C. § 327(a). 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).

5. The Debtors wish to retain Travis as their independent auditors and accountants in these proceedings to perform the following services:

- (a) audit of the Debtors' consolidated financial statements as of and for the year ended December 31, 2008;
- (b) audit of the Debtors' internal control over financial reporting;
- (c) review of the Debtors' interim financial statements for the third quarter of 2008 and Form 10Q; and
- (d) preparation of Federal and State consolidated corporate and all related partnership tax returns for the fiscal and calendar year 2008, as well as any other returns for subsequent periods that must be filed during these proceedings.

6. The Debtors have selected Travis because of the firm's expertise in auditing and accounting, as well as the fact that Travis has provided tax, accounting and auditing services to

the Debtors since 2002. As a result, the Debtors believe that Travis is duly qualified to provide them with independent auditing and accounting services during these proceedings, and that the services of Travis are necessary and essential to the Debtors' performance of their duties as debtors-in-possession as well as their obligation to comply with federal reporting laws and regulations.

7. Travis understands that simultaneously herewith, the Debtors are seeking to retain the financial consulting firm of BDO Seidman, LLP ("BDO") to act as their financial advisors in these proceedings. While each firm is being charged with separate and distinct responsibilities, Travis nevertheless intends to coordinate carefully its efforts with BDO so as to prevent any duplication of effort

8. The accompanying Affidavit of Richard J. Sowan (the "Sowan Affidavit") describes the relationships, if any, that Travis has with creditors of the Debtors and other interested parties. As set forth in the Sowan Affidavit, Travis does not hold or represent any interest adverse to the Debtors, their creditors or estates in this matter, and is a disinterested person within the meaning of Section 101(14) of the Bankruptcy Code. The Debtors have been informed that Travis 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, Travis will supplement its disclosure to the Court.

9. 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. Travis will not represent any of the Debtors adverse to any of the other Debtors in connection with any matters.

10. During the ninety (90)-day period before the Filing Date, Travis received the sum of \$36,708.50 from the Debtors for contemporaneous services rendered and disbursements and other charges incurred, all in accordance with the terms and conditions of the Debtors' pre-petition engagement agreement with Travis. As a result of the payments, Travis does not hold any claim against the Debtors for pre-petition services rendered.

11. Before the Filing Date, the Debtors provided Travis with a retainer of \$87,050.00 (the "Bankruptcy Retainer"). It is the Debtors' understanding that Travis will be submitting detailed statements to the Court setting forth the services rendered and seeking compensation and reimbursement of expenses (including, when appropriate, authority to apply the Bankruptcy Retainer). The Debtors also understand that Travis 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.

Travis Should Be Retained On an Interim Basis

12. 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.

13. 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).

14. Respectfully, interim relief is amply justified here to avoid immediate and irreparable harm. As noted above, the Debtors wish to retain Travis to perform, among other

services, an audit of the Debtors' consolidated financial statements as of and for the year ended December 31, 2008. That audit, based on the requirements imposed by the Securities Exchange Commission and the Debtors' lenders, must be completed by the end of March 2009. Due to the complexity of the Debtors' operations and financial affairs, in order to complete the audit in a timely manner, Travis must begin work immediately. If the availability of Travis' auditing services is not ensured from the outset, the Debtors risk being in violation of Federal reporting laws and regulations and of covenants with their lenders.

15. 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 Travis on an interim basis and to compensate Travis 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 Travis' 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

16. 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.

WHEREFORE, the Debtors respectfully request that the Court enter Orders approving their retention of Travis as their independent auditors and accountants 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

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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.

**AFFIDAVIT OF RICHARD J. SOWAN
PURSUANT TO SECTIONS 327 AND 504
OF THE BANKRUPTCY CODE AND
DISCLOSURE PURSUANT TO
FEDERAL RULE OF BANKRUPTCY
PROCEDURE 2014(a)**

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Richard J. Sowan, of full age, being duly sworn according to law, upon his oath, deposes and states:

1. I am a partner in the firm of Travis Wolff & Company, LLP (“Travis”), with an office at 5580 LBJ Freeway, Suite 400, Dallas, Texas 75240. I submit this Affidavit pursuant to Sections 327 and 504 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014 in support of the Application of Tarragon Corporation, *et al.*, the within debtors and debtors-in-

possession (collectively, the “Debtors”),¹ to retain Travis as their independent auditors and accountants in these Chapter 11 proceedings. I have actual knowledge of the facts set forth herein and am authorized to make this Affidavit on Travis’ behalf.

QUALIFICATION OF PROFESSIONALS

2. Travis is an independent auditing and accounting firm that has provided tax, accounting and auditing services to the Debtors since 2002. Travis is duly qualified to provide the Debtors with independent auditor and tax provider services during these proceedings.

3. Travis understands that simultaneously herewith, the Debtors are seeking to retain the financial consulting firm of BDO Seidman, LLP (“BDO”) to act as their financial advisors in these proceedings. While each firm is being charged with separate and distinct responsibilities, Travis nevertheless intends to coordinate carefully its efforts with BDO so as to prevent any duplication of effort.

DISINTERESTEDNESS OF PROFESSIONALS

4. Insofar as I have been able to ascertain through diligent inquiry, except as set forth below, neither I, Travis, nor any principal or professional employee of Travis have any connection with the Debtors, their creditors, any other party-in-interest, their current respective attorneys or professionals, the United States Trustee or any person employed in the office of the United States Trustee, nor do we hold or represent any entity having an adverse interest in

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connection with the Debtors' Chapter 11 cases. Neither I, Travis, nor any professional employee of Travis is related professionally to the Debtors, their creditors or any other party-in-interest herein or their respective attorneys in the matter for which Travis is proposed to be retained.

5. Travis has undertaken a detailed search of its client database to determine, and to disclose, whether it has or in the past had any relationships with the following entities (collectively, the "Interested Parties"): (a) the Debtors and their affiliates; (b) the Debtors' secured creditors; (c) the Debtors' consolidated thirty (30) largest unsecured creditors; (d) the Debtors' officers and directors; and (e) all other parties listed on the attached **Exhibit A**.

6. This search has revealed that Travis has performed accounting, tax or consulting services for Mahoney Cohen & Company CPA, PC ("Mahoney"), one of the Debtors' unsecured creditors, in matters unrelated to these proceedings. The revenue generated from Mahoney is less than 1% of the firm's annual revenue.

7. Despite the efforts described above to identify and disclose Travis' connections with the Interested Parties, because the Debtors have numerous creditors and other relationships, Travis is unable to state with certainty that every client representation or other connection has been disclosed. If Travis discovers additional information that requires disclosure, Travis will file supplemental disclosures with the Court as promptly as possible.

8. To the best of my knowledge, Travis has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with these cases. If this Court approves the proposed employment of Travis as independent auditors and accountants to the Debtors, Travis will not accept any engagement or perform any services in these cases for any entity or person other than the Debtors. Travis may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or

persons that may be creditors of the Debtors or parties-in-interest in these cases; provided, however, that such services do not and will not relate to, or have any direct connection with, these cases.

9. During the 90-day period before the commencement of these cases, the Debtors paid Travis the sum of \$36,708.50 for contemporaneous services rendered to and costs incurred on behalf of the Debtors, all in accordance with the pre-petition engagement agreement between the Debtors and Travis. As a result of these payments, Travis does not hold any claim against the Debtors for pre-petition services rendered.

10. Lastly, 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. Travis will not represent any of the Debtors adverse to any of the other Debtors in connection with any matters.

11. Based on the foregoing, Travis has no interest adverse to the Debtors or their estates, and is a "disinterested" person within the meaning of Sections 327(a) and 101(14) of the Bankruptcy Code.

SERVICES TO BE PROVIDED

12. The Debtors wish to retain Travis to provide the following services:
- (a) audit of the Debtors' consolidated financial statements as of and for the year ended December 31, 2008;
 - (b) audit of the Debtors' internal control over financial reporting;

(c) review of the Debtors' interim financial statements for the third quarter of 2008 and Form 10Q; and

(d) preparation of Federal and State consolidated corporate and all related partnership tax returns for the fiscal and calendar year 2008, as well as any other returns for subsequent periods that must be filed during these proceedings.

COMPENSATION OF PROFESSIONALS

13. In connection with this matter, Travis has received a Chapter 11 retainer of \$87,050.00 (the "Bankruptcy Retainer").

14. Travis intends to bill for its services in accordance with usual and customary rates. Travis' hourly billing rates are as follows:

Partners	\$350-470
Managers	\$240-260
Seniors	\$195-220
Staff	\$150-165
Administration	\$80

15. In addition, Travis will seek reimbursement for out-of-pocket expenses incurred in connection with its services in these cases.

16. Travis will maintain detailed records of any actual and necessary costs and expenses incurred in connection with the aforementioned services and will file all appropriate applications for allowances of compensation and expenses with this Court in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of the Court.

17. In accordance with Section 504 of the Bankruptcy Code, Travis has not shared or agreed to share any of its compensation with any other person, other than a principal,

professional or employee of Travis. The proposed engagement of Travis is not prohibited by Bankruptcy Rule 5002.

18. Travis requests that its retention be effective as of the commencement of these cases.

/s/ Richard J. Sowan
Richard J. Sowan

Sworn and subscribed to
before me this 9th day
of January, 2009.

/s/ Carissa A. Bernet
Carissa A. Bernet
Notary Public, State of Texas
My Commission Expires March 22, 2012

EXHIBIT A

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

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.
A Professional Corporation
25 Main Street
P. O. Box 800
Hackensack, NJ 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
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 TRAVIS WOLFF
& COMPANY, LLP, AS INDEPENDENT AUDITORS AND ACCOUNTANTS
PURSUANT TO 11 U.S.C. § 327(a) 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.

(Page 2)

Debtor: TARRAGON CORPORATION, *et al.*
Case Nos: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT AUDITORS AND ACCOUNTANTS PURSUANT TO 11 U.S.C. § 327(a) 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 Travis Wolff & Company, LLP (“Travis”) as their independent auditors and accountants in these proceedings pursuant to 11 U.S.C. § 327(a) and Federal Rule of Bankruptcy Procedure 6003(a) (the “Application”); and the Court having considered the Application and the Affidavit of Richard J. Sowan in support thereof; and the Court being satisfied that Travis does not hold or represent any interest adverse to the Debtors, their estates or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, 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 having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as

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.

(Page 3)

Debtor: TARRAGON CORPORATION, *et al.*
Case Nos: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT
AUDITORS AND ACCOUNTANTS PURSUANT TO 11 U.S.C.
§ 327(a) AND FEDERAL RULE OF BANKRUPTCY PROCEDURE
6003(a)

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 Travis as independent auditors and accountants to 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(a) and Bankruptcy Rule 2014.
2. Any and all compensation to be paid to Travis 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

(Page 4)

Debtor: TARRAGON CORPORATION, *et al.*
Case Nos: 09-
Caption of Order: INTERIM ORDER APPROVING THE DEBTORS' RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT
AUDITORS AND ACCOUNTANTS PURSUANT TO 11 U.S.C.
§ 327(a) 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) Travis Wolff & Company, LLP (5580 LBJ Freeway, Suite 400, Dallas, Texas 75240, Attn: Richard J. Sowan); (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)

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
A Professional Corporation
25 Main Street
P. O. Box 800
Hackensack, NJ 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
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:

**FINAL ORDER APPROVING THE DEBTORS' RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT AUDITORS AND
ACCOUNTANTS PURSUANT TO 11 U.S.C. § 327(a)**

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

(Page 2)

Debtor: TARRAGON CORPORATION, *et al.*
Case No: 09-
Caption of Order: FINAL ORDER APPROVING THE DEBTORS' RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT
AUDITORS AND ACCOUNTANTS PURSUANT TO 11 U.S.C. §
327(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 Order approving the Debtors’ retention of Travis Wolff & Company, LLP (“Travis”) as their independent auditors and accountants in these proceedings pursuant to 11 U.S.C. § 327(a) (the “Application”); and the Court having considered the Application and the Affidavit of Richard J. Sowan in support thereof; and the Court being satisfied that Travis does not hold or represent any interest adverse to the Debtors, their estates or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, 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 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.

(Page 3)

Debtor: TARRAGON CORPORATION, *et al.*
Case No: 09-
Caption of Order: FINAL ORDER APPROVING THE DEBTORS' RETENTION OF
TRAVIS WOLFF & COMPANY, LLP, AS INDEPENDENT
AUDITORS AND ACCOUNTANTS PURSUANT TO 11 U.S.C. §
327(a)

1. The retention of Travis as independent auditors and accountants to the Debtors is hereby authorized and approved on a final basis, effective as of the date of the commencement of these cases, pursuant to 11 U.S.C. § 327(a) and Bankruptcy Rule 2014.

2. Any and all compensation to be paid to Travis 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.