

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

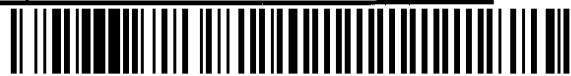
**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Orion Towers Tarragon, LLP</b>	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): <b>DBA River Oaks</b>	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) <b>20-1804994</b>	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): <b>3100 Monticello Avenue, Suite 200 Dallas, TX</b>  ZIP Code <b>75205</b>	Street Address of Joint Debtor (No. and Street, City, and State):   ZIP Code
County of Residence or of the Principal Place of Business:	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): <b>8 Asbury Pl. Houston, TX 77007</b>	

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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  <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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.
---	---	---

<b>Filing Fee</b> (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.	Check one box: <b>Chapter 11 Debtors</b> <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).
--	---

<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  <b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input 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  <b>Estimated Assets</b> <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  <b>Estimated Liabilities</b> <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	THIS SPACE IS FOR COURT USE ONLY
---	----------------------------------



<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): <b>Orion Towers Tarragon, LLP</b></p>	
<p><b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b></p>			
<p>Location Where Filed: <b>- None -</b></p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p><b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b></p>			
<p>Name of Debtor: <b>(See Attached List)</b></p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>District:</p>		<p>Relationship:</p>	<p>Judge:</p>
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><input checked="" type="checkbox"/> _____ (Date) Signature of Attorney for Debtor(s)</p>	
<p><b>Exhibit C</b></p>			
<p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p><b>Exhibit D</b></p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p><b>Information Regarding the Debtor - Venue</b> (Check any applicable box)</p>			
<p><input type="checkbox"/> 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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> 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.</p>			
<p><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____ (Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____ (Address of landlord)</p>			
<p><input type="checkbox"/> 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</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).</p>			

**Voluntary Petition**

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

Name of Debtor(s):  
**Orion Towers Tarragon, LLP**

**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 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 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

**Orion Tarragon GP, Inc. its general partner**  
Printed Name of Authorized Individual

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

**January 12, 2009**  
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 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.*

**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

**ORION TOWERS TARRAGON, LLP**

**(Chapter 11 Bankruptcy Petition)**

---

**WRITTEN CONSENT OF  
THE GENERAL PARTNER**

---

The undersigned, being the General Partner of Orion Towers Tarragon, LLP, a Texas limited liability limited partnership (the "Company"), does hereby consent to and adopt the following resolutions:

**WHEREAS**, in light of the Company's current financial condition, the General Partner has investigated, discussed and considered all options for addressing the Company's financial challenges and, after consultation with the Company's advisors, has 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 General Partner 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 the General Partner 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 the General Partner 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 the General Partner 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 the General Partner 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 the General Partner shall be or become necessary, proper and desirable to effectuate an orderly liquidation of the Company's assets; 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 any and all past actions heretofore taken by any officer or the General Partner 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 General Partners 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 General Partner of Orion Towers Tarragon, LLP as of this 12th  
day of January, 2009.

**GENERAL PARTNER:**

Orion Tarragon GP, Inc.

By:   
Name: Kathryn Mansfield  
Title: Secretary

**ORION TARRAGON GP, INC.**

**(Authority Resolutions)**

---

**WRITTEN CONSENT OF  
THE DIRECTOR**

---

The undersigned, being the sole Director of Orion Tarragon GP, Inc., a Texas corporation (the "Company"), does hereby consent to and adopt the following resolutions:

**WHEREAS**, the Company is the General Partner of Orion Towers Tarragon, LLP ("Orion"); and

**WHEREAS**, in light of Orion's current financial condition, the Director has investigated, discussed and considered all options for addressing Orion's financial challenges and, after consultation with the Company's advisors, has concluded that it is in the best interests of Orion, its creditors, employees and other interested parties that a petition be filed by Orion 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 Director of the Company, it is desirable and in the best interests of Orion, its creditors, employees and other interested parties that a petition be filed by Orion seeking relief under the Bankruptcy Code; and it is further

**RESOLVED**, that the appropriate officers of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the General Partner of Orion, to execute and verify a petition on behalf of Orion 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 executing the same shall determine; and it is further

**RESOLVED**, that the appropriate officers of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the General Partner of Orion, 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 of the Company are hereby authorized, empowered and directed, in the name and on behalf of the Company in its capacity as the General Partner of Orion, 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 shall be or become necessary, proper and desirable to effectuate an orderly liquidation of Orion's assets; and it is further

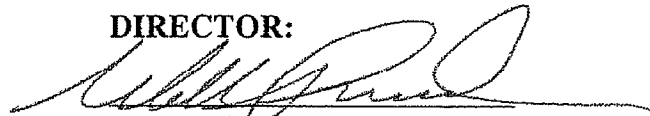
**RESOLVED**, that any and all past actions heretofore taken by any officer of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

**RESOLVED**, that this Written Consent shall serve in lieu of a special meeting of the Directors 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 Director of Orion Tarragon GP, Inc. as of this 12<sup>th</sup> day of January, 2009.

**DIRECTOR:**

A handwritten signature in black ink, appearing to read 'William S. Friedman', written over a horizontal line.

William S. Friedman

**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>
<b>Taberna Capital Management LLC c/o Cohen Bros. &amp; Company 450 Park, 23rd Floor New York, NY 10022</b>	<b>Taberna Capital Management LLC c/o Cohen Bros. &amp; Company 450 Park, 23rd Floor New York, NY 10022</b>			<b>125,972,840.28</b>
<b>AJD Construction Company, LLC 948 Highway 36 Leonardo, NJ 07737</b>	<b>AJD Construction Company, LLC 948 Highway 36 Leonardo, NJ 07737</b>			<b>2,897,978.00</b>
<b>Omni Boys North Ltd. (Zipes Note) c/o Richard Zipes 112 Nurmi Drive Fort Lauderdale, FL 33301</b>	<b>Omni Boys North Ltd. (Zipes Note) c/o Richard Zipes 112 Nurmi Drive Fort Lauderdale, FL 33301</b>			<b>1,026,846.01</b>
<b>Sovor Associates (290 Veterans) c/o Peter B. Eddy, Esquire, Williams, Caliri, Miller &amp; Otley, P.C. 1428 Route 23 Wayne, NJ 07470-0995</b>	<b>Sovor Associates (290 Veterans) c/o Peter B. Eddy, Esquire, Williams, Caliri, Miller &amp; Otley, P.C. 1428 Route 23 Wayne, NJ 07470-0995</b>			<b>600,000.00</b>
<b>Bank of America Mail Code GA2-002-05-12 P.O. Box 105483 Atlanta, GA 30348-5483</b>	<b>Bank of America Mail Code GA2-002-05-12 P.O. Box 105483 Atlanta, GA 30348-5483</b>			<b>261,235.62</b>
<b>United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227</b>	<b>United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227</b>			<b>158,073.93</b>
<b>Steelways Inc. 401 S. Water St. Newburgh, NY 12553</b>	<b>Steelways Inc. 401 S. Water St. Newburgh, NY 12553</b>			<b>118,125.00</b>

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>
<b>Assurant Employee Benefits P.O. Box 807009 Kansas City, MO 64184-7009</b>	<b>Assurant Employee Benefits P.O. Box 807009 Kansas City, MO 64184-7009</b>			<b>18,409.40</b>
<b>Bank Atlantic P.O. Box 9708 Ft. Lauderdale, FL 33310</b>	<b>Bank Atlantic P.O. Box 9708 Ft. Lauderdale, FL 33310</b>			<b>17,426.00</b>
<b>Progress Energy Florida, Inc. P.O. Box 33199 St. Petersburg, FL 33733-8199</b>	<b>Progress Energy Florida, Inc. P.O. Box 33199 St. Petersburg, FL 33733-8199</b>			<b>15,246.11</b>
<b>ComCast P.O. Box 105257 Atlanta, GA 30348-5257</b>	<b>ComCast P.O. Box 105257 Atlanta, GA 30348-5257</b>			<b>11,735.72</b>
<b>Christina Stilles Interiors 1104 Charming Street Maitland, FL 32751</b>	<b>Christina Stilles Interiors 1104 Charming Street Maitland, FL 32751</b>			<b>10,233.03</b>
<b>Kirst Kosmoski, Inc. 2630 Fountainview, Ste. 300 Houston, TX 77057</b>	<b>Kirst Kosmoski, Inc. 2630 Fountainview, Ste. 300 Houston, TX 77057</b>			<b>10,216.41</b>
<b>Lapatka Associates, Inc. 12 Rt 17 North/Suite 230 Paramus, NJ 07652</b>	<b>Lapatka Associates, Inc. 12 Rt 17 North/Suite 230 Paramus, NJ 07652</b>			<b>9,802.15</b>
<b>Mechanical Services of Central FL 9820 Satellite Blvd. Orlando, FL 32837</b>	<b>Mechanical Services of Central FL 9820 Satellite Blvd. Orlando, FL 32837</b>			<b>9,112.50</b>
<b>Refinish Plus Corporation 3300 Bermuda Isle Circle #323 Naples, FL 34109</b>	<b>Refinish Plus Corporation 3300 Bermuda Isle Circle #323 Naples, FL 34109</b>			<b>8,950.00</b>

**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 **Orion Towers Tarragon, LLP**

Debtor(s)

Case No. 09-

Chapter 11

**VERIFICATION OF CREDITOR MATRIX**

I, Kathryn Mansfield, the Exec. V.P. & Secretary of Orion Tarragon GP, Inc., the general partner 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

**Orion Tarragon GP, Inc./Kathryn Mansfield, Exec. V.P. & Secretary**  
Signer/Title

Asbury Place Development, Ltd.  
c/o Zukowski, Bresenman & Sinex LLP  
1177 West Loop South, Suite 1100  
Houston, TX 77027

Bank of America  
Mail Code GA2-002-05-12  
P O Box 105483  
Atlanta, GA 30348-5483

Builders Technical Services, Inc., et al  
c/o Billings & Solomon P LLP  
460 Riviana Building  
2777 Allen Parkway  
Houston, TX 77019

City of Houston  
P.O. Box 1562  
Houston, TX 77251

Harris County Tax Assessor  
Paul Bettencourt  
P.O. Box 4663  
Houston, TX 77210-4663

Humphreys & Partners Architect  
5339 Alpha Rd/Suite 300  
Dallas, TX 75240

Jack M. Jackin, Esq.  
Sills Cummis & Gross P.C.  
One Riverfront Plaza  
Newark, NJ 07102

Kirst Kosmoski, Inc.  
2630 Fountainview, Ste. 300  
Houston, TX 77057

LaSalle Bank (Bank of America)  
135 S. LaSalle Street., Suite 1225  
Chicago, IL 60603

Orion Towers Tarragon LP  
3100 Monticello Ave, Suite 200  
Dallas, TX 75205

Paul Bettencourt  
Tax Assessor Collector  
P.O. Box 4622  
Houston, TX 77210-4622

Tarragon Corporation  
423 West 55th Street, 12th Floor  
New York, NY 10019