

United States Bankruptcy Court
District of New Jersey

In re **Tarragon Stonecrest, LLC**

Debtor

Case No. **09-10653**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	5,000,000.00		
B - Personal Property	Yes	3	76,192.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		5,652,688.36	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		5,838,550.27	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
Total Assets			5,076,192.00		
Total Liabilities				11,491,238.63	



**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMER REGARDING DEBTORS'
SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the “Schedules and Statements”) filed by Tarragon Corporation, *et al.* (collectively, the “Debtors”),¹ debtors and debtors-in-possession in the above-captioned Chapter 11 cases, are unaudited and were prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure in conjunction with the Debtors’ management. The Debtors’ management has made reasonable efforts to file complete and accurate Schedules and Statements based upon information available at the time of preparation. Due to, among other things, the complexity of the Debtors’ business operations, however, the Schedules and Statements remain subject to further revision and verification by the Debtors. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. The Debtors reserve the right to amend their Schedules and Statements from time to time as may be necessary or appropriate. These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors’ Schedules and Statements (the “Global Notes”) are incorporated by reference in, and comprises an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements have been signed by Kathryn Mansfield, General Counsel of the Debtors. In reviewing and signing the Schedules and Statements, Ms. Mansfield necessarily relied upon the efforts, statements and representations of the accounting and non-accounting personnel of the Debtors. Ms. Mansfield has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

1. Description of the Case and “As Of” Information Date. On January 12, 2009, January 13, 2009 and February 5, 2009 (collectively, the “Filing Date”), the

¹ The Debtors include: Tarragon Corporation, Tarragon Development Corporation, Tarragon South Development Corp., Tarragon Development Company LLC, Tarragon Management, Inc., Bermuda Island Tarragon LLC, Orion Towers Tarragon, LLP, Orlando Central Park Tarragon LLC, 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, Tarragon Edgewater Associates LLC, Omni Equities Corporation, The Park Development East, LLC, Vista Lakes Tarragon LLC, Tarragon Stonecrest, LLC, Murfreesboro Gateway Properties, LLC, Tarragon Stratford, Inc., MSCP, Inc. and TDC Hanover Holdings LLC.

Debtors each filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). The Debtors are currently operating their businesses and possessing their property as debtors-in-possession under Sections 1107 and 1108 of the Bankruptcy Code. Except as otherwise noted, all asset and liability information is as available as of the Debtors’ respective Filing Date.

2. Basis of Presentation. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles, nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtors.

3. Summary of Significant Reporting Policies. The following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

(a) Fair Market Value; Book Value. Unless otherwise noted, the Schedules and Statements reflect the carrying value of the liabilities as listed in the Debtors’ books and records. Where the current market value of assets is unknown, the Debtors have based their valuation as best as possible on book values, including the use of appraisals where available; provided, however, the Debtors believe the actual value of certain items may be substantially lower. Where unknown, historical cost less accumulated depreciation of assets has been used.

(b) Real Property and Personal Property – Leased. In the ordinary course of their business, the Debtors lease real property and various articles of personal property, including furniture, fixtures and equipment, from certain third-party lessors. Every attempt has been made to set forth all such leases in the Schedules and Statements. The property subject to leases may not be reflected in the Schedules and Statements as either owned property or assets of the Debtors or property or assets of third-parties within the control of the Debtors. The lease obligations under such leases have been included on Schedule D (secured debt) to the extent the lessor filed a UCC-1 financing statement. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including the assumption or rejection of such lease or whether it is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to all such issues.

(c) Causes of Action. The Debtors reserve all of their rights with respect to any causes of action they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

(d) Schedule D. The Debtors reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim. The descriptions provided

on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

(e) Claims Listed on Schedules D, E, and F. The Debtors have sought to allocate liabilities between the pre-petition and post-petition periods based on the information and research that was conducted in connection with the preparation of Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change. The Debtors also reserve the right to change the allocation of liability to extent additional information becomes available. Additionally, pursuant to Bankruptcy Court orders, the Debtors have been granted authority to pay certain priority pre-petition obligations. Accordingly, these liabilities have been or will be satisfied and may or may not be listed in the Schedules and Statements.

(f) Schedule E. The Bankruptcy Court entered an order granting authority to the Debtors to pay pre-petition employee wage and other obligations in the ordinary course (the “Employee Wages Order”). Pursuant to the Employee Wages Order, the Debtors believe that, other than claims of certain former and current employees for vacation, personal and/or severance pay in excess of the permitted priority amount, any employee claims for pre-petition amounts have been or will be satisfied, and such satisfied amounts may or may not be listed on Schedule E. The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under 11 U.S.C. § 507. The Debtors reserve their right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim is a pre-petition tax claim. The Debtors reserve their right to treat any of these claims as post-petition claims.

(g) Schedule F. Schedule F reflects the pre-petition amounts owing to, among other things, counterparties to executory contracts and unexpired leases. Such pre-petition amounts, however, may be paid in connection with the assumption and assignment of executory contract or unexpired lease. In addition, Schedule F does not include rejection damage claims of the counterparties to executory contracts and unexpired leases that have been or may be rejected. Schedule F reflects pre-petition amounts owed to utility companies as of the Filing Date according to the Debtors’ books and records. Pursuant to Section 366(c)(4) of the Bankruptcy Code, certain utilities, however, may have set off pre-petition deposits against pre-petition amounts owed. Accordingly, the exact amounts owed to utility companies as of the Filing Date may differ from the amounts reflected in the Debtors’ books and records.

(h) Schedule G. The Debtors have not set forth executory contracts as assets in their Schedules and Statements. The Debtors’ executory contracts have been set forth in Schedule G. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may exist or have

occurred. The Debtors reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature, if any, have been scheduled to the best of the Debtors' knowledge. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules and Statements, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument.

(i) Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

(j) Guaranties and Other Secondary Liability Claims. The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims (the "Guaranties") in their executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule for the Debtors including, but not limited to, Schedules D, F, and H. To the extent the Debtors inadvertently omitted one of the Guaranties, the Debtors reserve their rights to amend the Schedules to the extent that additional Guaranties are identified. Additionally, the Debtors reserve the right to amend the Schedules and Statements to recharacterize or reclassify any such contract or claim.

(k) Insiders. In the circumstances where the Schedules and Statements require information regarding insiders and/or officers and directors, the Debtors have attempted to include therein each of the Debtors': (a) "directors" (or persons in similar positions) and (b) employees that may be, or may have been during the relevant period, "officers" (or persons in control). The Debtors have attempted to exclude in such

applicable Schedules and Statements information relating to certain of their employees who, despite the title of their position with the Debtors (including without limitation certain employees with the title of “officer”) are not “officers” of the Debtors as such term is used in the Bankruptcy Code because, among other things, such employees (i) serve or served in a purely administrative and/or ministerial capacity, (ii) were not appointed by the Debtors’ board of directors, and/or (iii) do not have or ever had any material inside information as a result of their employment with the Debtors. The listing of a party as an insider is not intended to be, nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Employees have been included in this disclosure for informational purposes only and should not be deemed to be “insiders” in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority and/or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

(l) Undetermined Claim Amounts. Claim amounts that could not be fairly quantified by the Debtors are scheduled as “unknown”, and with a C, U and/or D notation, whichever are appropriate given the individual circumstances.

(m) Statement #13 (Setoffs). As stated above, the Debtors believe that pursuant to Section 366(c)(4) of the Bankruptcy Code, certain utility providers may have applied pre-petition deposits to pre-petition obligations. At this time, the Debtors do not have a list of all utility providers that setoff pre-petition deposits.

(n) Statement #19d – (Books, Records and Financial Statements). Tarragon Corporation is a public company registered with the United States Securities and Exchange Commission and, as such, in the ordinary course of conducting its business may have provided financial information, including financial statements to, among others, numerous parties including banks, customers, vendors and landlords.

In re Tarragon Stonecrest, LLCCase No. 09-10653

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Land for Development/Construction in Progress 3905 Puckett Creek Crossing Murfreesboro, TN 37128		-	5,000,000.00	5,589,164.00

Value as per Brokers Opinion of Value dated
December 2008.

Sub-Total > **5,000,000.00** (Total of this page)

Total > **5,000,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Tarragon Stonecrest, LLCCase No. 09-10653

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America - Depository #8822	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Tarragon Stonecrest, LLCCase No. 09-10653

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid Other Expenses	-	2,483.00
		Deferred Selling & Marketing Costs	-	73,709.00

Sub-Total > **76,192.00**
(Total of this page)

Total > **76,192.00**

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Litigation/Lien					
Charles DeWeese Construction Co. Inc. P.O. Box 504 Franklin, KY 42134		-		X		X		
			Value \$ 0.00				17,761.18	0.00
Account No.			Jeff Reed, Esq. / Corby Fowler, Esq. Cope, Hudson, Scarlett, Reed & McCreary, PLLC 16 Public Square North Murfreesboro, TN 37130					
Additional Notice Party: Charles DeWeese Construction Co. Inc.								
			Value \$					
Account No. 1607-00-2010.01			2008 Real Estate Tax Accrual					
City of Murfreesboro (Tax) City Tax Collector P. O. Box 1139 Murfreesboro, TN 37133-1139		-						
			Value \$ 0.00				16,233.00	0.00
Account No.			7/14/06 - Revolving Construction Loan Land for Development/Construction in Progress 3905 Puckett Creek Crossing Murfreesboro, TN 37128 Value as per Brokers Opinion of Value dated December 2008.					
National City Bank 2000 Auburn Drive, Suite 400 Beachwood, OH 44122	X	-						
			Value \$ 5,000,000.00				5,589,158.18	589,158.18
Subtotal (Total of this page)							5,623,152.36	589,158.18

1 continuation sheets attached

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Additional Notice Party: National City Bank			Nelwyn W. Inman, Esq. Baker, Donelson, Bearman, et al 1800 Republic Centre 633 Chestnut Street Chattanooga, TN 37450					
			Value \$					
Account No.								
Additional Notice Party: National City Bank			Richard Meth, Esq. Day Pitney LLP 200 Campus Drive Florham Park, NJ 07932					
			Value \$					
Account No.			2008 Real Estate Tax Accrual					
Rutherford County Trustee P.O. Box 1316 Murfreesboro, TN 37133		-						
			Value \$ 0.00				29,536.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured ClaimsSubtotal
(Total of this page)**29,536.00****0.00**Total
(Report on Summary of Schedules)**5,652,688.36****589,158.18**

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Whitney Anderton 3905 Puckett Creek Crossing Unit D813 Murfreesboro, TN 37128	-	Security Deposit	X			150.00
Account No. Anthony Ardovino 3905 Puckett Creek Crossing Unit D811 Murfreesboro, TN 37128	-	Security Deposit	X			150.00
Account No. AT&T P.O. Box 105262 Atlanta, GA 30348-5262	-					193.30
Account No. Nedra Bailey 3905 Puckett Creek Crossing Unit E821 Murfreesboro, TN 37128	-	Security Deposit	X			79.00
Subtotal (Total of this page)						572.30

6 continuation sheets attached

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C						
Account No.								
Brio Consulting, Inc. 815 Hillcrest Drive Salem, VA 24153		-						979.58
Account No.								
Call Source P.O. Box 80162 City Of Industry, CA 91716-8162		-						12.01
Account No.								
Clean Quik Carpet Service Inc. 5462 Lickton Pike Goodlettsville, TN 37072		-						65.00
Account No.				8/1/2008 Utility				
Consolidated Utility District of Ruth 709 New Salem Hwy Murfreesboro, TN 37133		-						78.07
Account No.								
Discount Blinds Direct 622 Richard Road Murfreesboro, TN 37129		-						89.40
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)			1,224.06

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Advertising				643.55
Diversified Publishing Co. P.O. Box 2698 Murfreesboro, TN 37133-2698		-					
Account No.			Security Deposit				150.00
Lorie Fillyaw 3905 Puckett Creek Crossing Unit E829 Murfreesboro, TN 37128		-		X			
Account No.							265.00
Forrest Landscape & Irrigation Inc. 929 Myatt Industrial Drive Madison, TN 37115		-					
Account No. 1607-00-1600.00							22,518.27
Fugleberg Koch Architects 2555 Temple Trail Winter Park, FL 32789		-					
Account No.			Security Deposit				150.00
Ramesh Gokal 3905 Puckett Creek Crossing Unit E819 Murfreesboro, TN 37128		-		X			
Sheet no. 2 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							23,726.82
Subtotal (Total of this page)							23,726.82

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Security Deposit				
Jamie Jones 3905 Puckett Creek Crossing Unit E825 Murfreesboro, TN 37128	-		X			150.00
Account No.		Litigation				
Little John Engineering Assoc. 1935 21st Avenue South Nashville, TN 37212	-		X	X	X	Unknown
Account No.		Security Deposit				
Joni D. Lovelette 3905 Puckett Creek Crossing Unit E829 Murfreesboro, TN 37128	-		X			150.00
Account No.		Security Deposit				
Sandy Moore 3905 Puckett Creek Crossing Unit E823 Murfreesboro, TN 37128	-		X			150.00
Account No.		Utility				
Murfreesboro Electric Department P.O. Box 9 Murfreesboro, TN 37133-0009	-					222.90
Sheet no. 3 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						Subtotal (Total of this page)
						672.90

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Nashville Apt. Guide 294 Interstate N. Parkway Suite 100 Atlanta, GA 30339		Advertising -				2,028.25
Account No. National City Bank Commercial Services P.O. Box 1030 Oshtemo, MI 49077-1030		Interest & Fees -				625,098.37
Account No. Additional Notice Party: National City Bank		National City Bank 2000 Auburn Dr. Suite 400 Beachwood, OH 44122				
Account No. Additional Notice Party: National City Bank		Nelwyn W. Inman, Esq. Baker, Donelson, Bearman 1800 Republic Centre 633 Chestnut Street Chattanooga, TN 37450				
Account No. Additional Notice Party: National City Bank		Richard Meth, Esq. Day Pitney, LLP 200 Campus Drive Florham Park, NJ 07932				
Sheet no. 4 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 627,126.62

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Security Deposit				
James Pendleton 3905 Puckett Creek Crossing Unit D805 Murfreesboro, TN 37128		-		X			150.00
Account No.			7/13/2008 Services				
Ragan-Smith Associates, Inc. 315 Woodland St. P.O. Box 60070 Nashville, TN 37206-0070		-					8,579.39
Account No.							
Spherexx LLC 5401 S. Sheridan Road #404 Tulsa, OK 74145		-					279.87
Account No.			Noticing Purposes Only				
State of Tennessee Unclaimed Property Division 502 Deaderick St. Nashville, TN 37243-0203		-					0.00
Account No.			Advances from Parent				
Tarragon Corporation 423 West 55th Street New York, NY 10019		-					4,946,309.00
Sheet no. 5 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							4,955,318.26

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Litigation				
TDK Construction Company, Inc. 1610 S. Church Street, Suite C Murfreesboro, TN 37130	-		X	X	X	Unknown
Account No.		Jeff Reed, Esq. Cope, Hudson, Scarlett, Reed & McCreary, PLLC Public Square North Murfreesboro, TN 37130				
Additional Notice Party: TDK Construction Company, Inc.						
Account No.		Retainage				
TDK Construction Company, Inc. 1610 S. Church Street, Suite C Murfreesboro, TN 37130	-		X			154,950.10
Account No.						
TDK Construction Company, Inc. 1610 S. Church Street, Suite C Murfreesboro, TN 37130	-					73,634.21
Account No.		8/15/2008 Prepaid Rent and Security Deposit				
Yvan Vega 3905 Puckett Creek Crossing Unit D815 Murfreesboro, TN 37128	-		X			1,325.00
Sheet no. 6 of 6 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						229,909.31
						Total (Report on Summary of Schedules)
						5,838,550.27

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Whitney Anderton 3905 Puckett Creek Crossing Unit D813 Murfreesboro, TN 37128	Tenant Lease dated 9/1/08
Anthony Ardivino 3905 Puckett Creek Crossing Unit D811 Murfreesboro, TN 37128	Tenant Lease dated 5/29/08
Nedra Bailey 3905 Puckett Creek Crossing Unit E821 Murfreesboro, TN 37128	Tenant Lease dated 12/4/08
Lori Fillyaw 3905 Puckett Creek Crossing Unit E829 Murfreesboro, TN 37128	Tenant Lease dated 9/13/08
Ramesh Gokal 3905 Puckett Creek Crossing Unit E819 Murfreesboro, TN 37128	Tenant Lease dated 6/2/08
Jamie Jones 3905 Puckett Creek Crossing Unit E825 Murfreesboro, TN 37128	Tenant Lease dated 6/4/08
Joni D. Lovelette 3905 Puckett Creek Crossing Unit E829 Murfreesboro, TN 37128	Tenant Lease dated 1/2/09
Sandy Moore 3905 Puckett Creek Crossing Unit E823 Murfreesboro, TN 37128	Tenant Lease dated 6/9/08
James Pendleton 3905 Puckett Creek Crossing Unit D805 Murfreesboro, TN 37128	Tenant Lease dated 7/25/08

In re Tarragon Stonecrest, LLCCase No. 09-10653

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Spherexx, LLC 5401 S. Sheridan Road #404 Tulsa, OK 74145	Service Contract dated 2/5/08
Yvan Vega 3905 Puckett Creek Crossing Unit D815 Murfreesboro, TN 37128	Tenant Lease dated 6/26/08

In re **Tarragon Stonecrest, LLC**Case No. **09-10653**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tarragon Corporation 423 West 55th Street, 12th Floor New York, NY 10019	National City Bank 2000 Auburn Drive, Suite 400 Beachwood, OH 44122

0

continuation sheets attached to Schedule of Codebtors

United States Bankruptcy Court
District of New Jersey

In re **Tarragon Stonecrest, LLC**

Debtor(s)

Case No. **09-10653**Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Kathryn Mansfield, the Exec. V.P. & Secretary of Morningside National Inc., the Managing Member of the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **17** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **February 26, 2009**Signature /s/ Kathryn Mansfield, Exec. V.P. and Secretary**Morningside National Inc., Managing Member**

Kathryn Mansfield, Executive VP 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	<u>Tarragon Stonecrest, LLC</u>	Case No.	<u>09-10653</u>
	Debtor(s)	Chapter	<u>11</u>

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$70,566.00	Gross Revenue YE 12/31/08 - Internal Financial Statements
\$0.00	Gross Revenue YE 12/31/07 - Internal Financial Statements
\$0.00	Gross Revenue YE 12/31/06 - Internal Financial Statements

2. Income other than from employment or operation of businessNone
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditorsNone
☒**Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

See Attached

None
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00**See Attached**None
☒

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID
\$0.00AMOUNT STILL
OWING
\$0.00**4. Suits and administrative proceedings, executions, garnishments and attachments**None
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER
**Littlejohn Engineering
Associates Inc. v. Tarragon
Stonecrest, LLC and
Tarragon Development
Corporation
Case No. 08-0887CV**NATURE OF PROCEEDING
**Non-payment of surveying,
planning, engineering and
landscape of architectural
design.**COURT OR AGENCY
AND LOCATION
**Chancery Court for
Rutherford County,
Tennessee**STATUS OR
DISPOSITION
Pending

CAPTION OF SUIT AND CASE NUMBER TDK Construction Company, Inc. v. Mufreesboro Gateway Properties, LLC; Tarragon Corporation; Tarragon Stonecrest, LLC; Tarragon Development Corporation and National City Bank Case File No. 08-1452CV	NATURE OF PROCEEDING Suit for monies due and owing and breach of contract	COURT OR AGENCY AND LOCATION State of Tennessee 16th Judicial District Chancery Court	STATUS OR DISPOSITION Pending
Charles DeWeese Construction Co., Inc. v. Tarragon Stonecrest, LLC	Notice of lien	Lien/Claim	Pending

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---------------------------------------------------------------------	-----------------	--------------------------------------

5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------------------	------------------------------------------------------------------	--------------------------------------

6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	------------------------------------------------------	------------------	--------------------------------------

7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
-----------------------------------------------	-----------------------------------	--------------	----------------------------------

8. LossesNone
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	----------------------------------------------------------------------------------------------------------------	--------------

9. Payments related to debt counseling or bankruptcyNone
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Cole Schotz, et al Court Plaza North 25 Main Street Hackensack, NJ 07602		Tarragon Corporation paid \$911,679.63 prior to the filing on behalf of all the debtor entities.
Jones Day 222 E. 41st Street New York, NY 10017		Tarragon Corporation paid \$1,829,930.55 prior to the filing on behalf of all the debtor entities.
BDO Seidman LLP 135 W. 50th Street New York, NY 10020		Tarragon Corporation paid \$697,327.43 prior to the filing on behalf of all the debtor entities.
Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020		Tarragon Corporation paid \$1,826,885.35 prior to the filing on behalf of all the debtor entities.
Alvarez and Marsal North America LLC 600 Lexington Avenue, 6th Floor New York, NY 10022		Tarragon Corporation paid \$19,376.00 prior to the filing on behalf of all the debtor entities.

10. Other transfersNone
☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
-----------------------------------------------------------	------	-----------------------------------------------------

None
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accountsNone
☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Compass Bank 8080 North Central Exp., Suite 270 Dallas, TX 75201	CD - #9654	October, 2008
Compass Bank 8080 North Central Exp., Suite 270 Dallas, TX 75201	Stand Alone - #2055	May, 2008
Bank of America 101 Tryon Street Charlotte, NC 28255	Depository Acct #8822	November, 2008

12. Safe deposit boxesNone
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
----------------------------------------------	---------------------------------------------------------------	-------------------------	---------------------------------------

13. SetoffsNone
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another personNone
☒

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtorNone
☐

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1775 Broadway, 23rd Floor New York, NY 10019	Tarragon Stonecrest, LLC	Through June 06

16. Spouses and Former SpousesNone
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of businessNone
☒

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statementsNone
☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Erin Pickens, CFO 3100 Monticello Avenue, Suite 200 Dallas, TX 75205	1/12/07 - Present

None
☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Grant Thornton LLP	1717 Main St. # 1500 Dallas, TX 75201	1/12/07 - 6/13/08
Travis Wolff & Company	5580 LBJ Freeway # 400 Dallas, TX 75240-6265	6/17/08 - Present

None
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Erin Pickens, CFO	3100 Monticello Avenue, Suite 200 Dallas, TX 75205

None
☒

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. InventoriesNone
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)None
☒

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS**21 . Current Partners, Officers, Directors and Shareholders**None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
100%

Morningside National, Inc.
423 West 55th Street, 12th Floor
New York, NY 10019

Managing Member**22 . Former partners, officers, directors and shareholders**None
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☒

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporationNone
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTORDATE AND PURPOSE
OF WITHDRAWALAMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.None
☐

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION
Tarragon Corporation

TAXPAYER IDENTIFICATION NUMBER (EIN)
94-2432628

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Kathryn Mansfield, the Exec. V.P. & Secretary of Morningside National Inc., Managing Member of the debtor in this case, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 2/26/2009

Signature /s/ Kathryn Mansfield, V.P. and Secretary
Morningside National Inc., Managing Member
Kathryn Mansfield, Exec. V.P. & Secretary

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

STONECREST**10/15/08 - 01/12/09**

Vendor		Address	
ADS SECURITY LP		3001 ARMORY DRIVE #100 NASHVILLE, TN 37204-3711	
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
12/03/2008	STONEC107300016	\$90.00	
Vendor Total Payments:		\$90.00	
AT&T			
		PO BOX 105262 ATLANTA, GA 30348-5262	
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
10/15/2008	STONEC107300004	\$177.56	
11/12/2008	STONEC107300010	\$177.56	
12/10/2008	STONEC107300018	\$177.55	
01/12/2009	STONEC107300032	\$0.00	193.30 Check voided and added to AP
Vendor Total Payments:		\$532.67	
CEDAR RIDGE PAINTING			
		2888 ALLEN BARRETT ROAD MURFREESBORO, TN 37159	
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
12/10/2008	STONEC107300019	\$550.00	
Vendor Total Payments:		\$550.00	
CITY OF MURFREESBORO			
		CITY TAX COLLECTOR P.O. BOX 1139 MURFREESBORO, TN 37133-1139	
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
12/29/2008	STONEC107300028	\$15,658.00	
12/29/2008	STONEC107300029	\$575.00	
Vendor Total Payments:		\$16,233.00	
CLEAN QUIK CARPET SERVICE INC			
		5462 LICKTON PIKE GOODLETTSVILLE, TN 37072	
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
12/22/2008	STONEC107300025	\$90.00	

Vendor Total Payments:			\$90.00
CONSOLIDATED UTILITY DISTRICT			
OF RUTHERFORD COUNTY			
PO BOX 249			
MURFREESBORO, TN 37133-0249			
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
10/30/2008	STONEC107300007	\$104.54	
11/20/2008	STONEC107300011	\$35.55	
12/15/2008	STONEC107300021	\$73.83	
Vendor Total Payments:			\$213.92
DIVERSIFIED PUBLISHING COMPANY			
APARTMENTS OF RUTHERFORD COUNTY			
PO BOX 2698			
MURFREESBORO, TN 37133-2698			
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
10/22/2008	STONEC107300005	\$475.00	
11/20/2008	STONEC107300012	\$475.00	
12/22/2008	STONEC107300026	\$475.00	
Vendor Total Payments:			\$1,425.00
FORREST LANDSCAPE & IRRIGATION INC			
929 MYATT INDUSTRIAL DRIVE			
MADISON, TN 37115			
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
11/20/2008	STONEC107300013	\$847.50	
12/19/2008	STONEC107300022	\$3,000.00	
Vendor Total Payments:			\$3,847.50
MURFREESBORO ELECTRIC			
PO BOX 9			
MURFREESBORO, TN 37133-0009			
<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>	
10/30/2008	STONEC107300008	\$372.05	
11/25/2008	STONEC107300015	\$212.74	
12/19/2008	STONEC107300023	\$231.57	
Vendor Total Payments:			\$816.36

NASHVILLE APARTMENT GUIDE

HPC PUBLICATIONS
PO BOX 402039
ATLANTA, GA 30384-2039

<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>
10/22/2008	STONEC107300006	\$2,028.25
11/20/2008	STONEC107300014	\$2,028.25
12/22/2008	STONEC107300027	\$2,028.55
Vendor Total Payments:		\$6,085.05
R Z CLEANING ENTERPRISES INC		
100 VEEBELT DRIVE		
HENDERSONVILLE, TN 37075		

<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>
12/29/2008	STONEC107300030	\$195.00
Vendor Total Payments:		\$195.00
SHERWIN WILLIAMS #2080		
1219 BROAD ST		
MURFREESBORO, TN 37129-1714		

<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>
12/19/2008	STONEC107300024	\$80.48
Vendor Total Payments:		\$80.48
SPHEREXX LLC		
5401 S SHERIDAN RD #404		
TULSA, OK 74145		

<u>Check Date</u>	<u>Check Number</u>	<u>Check Amount</u>
10/30/2008	STONEC107300009	\$194.00
12/03/2008	STONEC107300017	\$194.00
12/10/2008	STONEC107300020	\$2,850.00
01/06/2009	STONEC107300031	\$0.00
Vendor Total Payments:		\$3,432.00
194.00 Check voided and added to AP		

Tarragon Corporation - Development

Check & Wire Register - October 15, 2008 through January 12, 2009

Stonecrest Tarragon LLC

Bank ID	Property	Check	Date	Payee	Name	Address 1	Address 2	City	State	ZIP	Check Amount	Voided Amount	Status
1607SGMAIN	Stonecrest Tarragon LLC	160700392	10/23/2008	TDKCONS	TDK Construction Company, Inc.	1610 S. Church Street, Suite C		Murfreesboro	TN	37130	50,000.00		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700393	10/24/2008	HENDSCOT	Hendrix, Scott	21 W. Las Olas Blvd/Suite 13		Fort Lauderdale	FL	33301	765.03		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700394	10/29/2008	WINTPARK	Winter Park Blueprint Co, Inc.	P.O. Box 940959		Maitland	FL	32794	78.67		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700395	10/31/2008	FORRLAND	Forrest Landscape & Irrigation	929 Myatt Industrial Drive		Madison	TN	37115	4,890.00		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700396	11/4/2008	FUGLKOCH	Fugleberg Koch Architects	2555 Temple Trail		Winter Park	FL	32789	430.10		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700397	11/12/2008	MIKEKELTZ	Mike Keliz	c/o Tarragon Corp	423 W 55th St./12th flr	New York	NY	10019	1,297.53		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700398	11/12/2008	RITZMICH	Ritz, Michael	c/o Tarragon Corp	423 W. 55th St./12th flr	New York	NY	10019	1,388.53		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700399	11/21/2008	RITZMICH	Ritz, Michael	c/o Tarragon Corp	423 W. 55th St./12th flr	New York	NY	10019	10.00		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700400	11/24/2008	TDKCONS	TDK Construction Company, Inc.	1610 S. Church Street, Suite C		Murfreesboro	TN	37130	50,000.00		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700401	12/22/2008	FUGLKOCH	Fugleberg Koch Architects	2555 Temple Trail		Winter Park	FL	32789	10,605.21		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700402	12/10/2008	RITZMICH	Ritz, Michael	c/o Tarragon Corp	423 W. 55th St./12th flr	New York	NY	10019	1,321.76		Reconciled
1607SGMAIN	Stonecrest Tarragon LLC	160700403	12/23/2008	MIKEKELTZ	Mike Keliz	c/o Tarragon Corp	423 W 55th St./12th flr	New York	NY	10019	1,431.24		Outstanding

122,218.07

Checks 22,218.07
Wires 100,000.00

Total 122,218.07

Wired from Dallas to TDK

Wired from Dallas to TDK

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

In re **Tarragon Stonecrest, LLC**

Debtor(s)

Case No. **09-10653**Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Morningside National, Inc. 423 West 55th Street New York, NY 10019	Managing Member	100%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Kathryn Mansfield, the Exec. V.P. & Secretary of Morningside National, Inc., the Managing Member of the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 26, 2009Signature /s/ Kathryn Mansfield, Exec. V.P. and Secretary

**Morningside National Inc., Managing Member
Kathryn Mansfield, Exec. V.P. & Secretary**

Penalty for making a false statement of 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 Stonecrest, LLC**

Debtor(s)

Case No. **09-10653**

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Tarragon Stonecrest, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

February 26, 2009

Date

/s/ Michael D. Sirota

Michael D. Sirota MS-4088

Signature of Attorney or Litigant

Counsel for **Tarragon Stonecrest, LLC**

Cole, Schotz, Meisel, Forman & Leonard, P.A.

25 Main Street

Hackensack, NJ 07601

201-489-3000 Fax:201-489-1536