



**ORDERED in the Southern District of Florida on December 18, 2008.**

A handwritten signature in black ink, appearing to read "John K. Olson".

**John K. Olson, Judge  
United States Bankruptcy Court**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
FORT LAUDERDALE DIVISION  
[www.flsb.uscourts.gov](http://www.flsb.uscourts.gov)**

In re:  
TOUSA, INC., *et al.*,

Debtors.

OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF TOUSA, INC., *ET AL.*,

Plaintiff ,

vs.

CITICORP NORTH AMERICA, INC., *ET AL.*,

Defendants.

Chapter 11 Cases

Case No. 08-10928-JKO

Jointly Administered

**Adv. Pro. No. 08-1435-JKO**

**ORDER GRANTING IN PART AND DENYING IN PART THE  
SUBORDINATED NOTEHOLDERS' MOTION TO DISMISS  
FIRST AMENDED ADVERSARY COMPLAINT**

This matter came before the Court for hearing on December 4, 2008, upon the Subordinated Noteholders' Motion To Dismiss the First Amended Adversary Complaint (D.E. 150). The Court has read and considered the Motion and all papers submitted in support of and in opposition thereto, and heard and considered the arguments of counsel. Good cause appearing, it is ORDERED and ADJUDGED:

1. The Motion is GRANTED in part. With the consent of the plaintiff, Counts X and XVI of the First Amended Adversary Complaint are dismissed as to the Subordinated Noteholders in their capacity as Subordinated Noteholders.

2. The Motion is DENIED in all other respects for the reasons stated in open court and appearing in the transcript of the hearing.

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Submitted by:

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*Fraudulent Conveyance Adversary Proceeding Counsel for the Official Committee of Unsecured Creditors of TOUSA, Inc., et al.*

Copies to:

Patricia A. Redmond  
(Attorney Redmond shall upon receipt serve a copy of this Order upon all interested parties and file a certificate of service.)