



ORDERED in the Southern District of Florida on June 01, 2009.

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

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION
www.flsb.uscourts.gov**

In re:)	Chapter 11 Cases
)	
TOUSA, INC., <u>et al.</u> ,)	Case No. 08-10928-JKO
)	
Debtors.)	Jointly Administered
)	

ORDER GRANTING LEAVE, STANDING AND AUTHORITY TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF TOUSA, INC., ET AL. TO PROSECUTE AND, IF APPROPRIATE, SETTLE CERTAIN CAUSES OF ACTION ON BEHALF OF THE DEBTORS' ESTATES

Upon the motion dated February 27, 2009, of the Official Committee of Unsecured Creditors (the "Committee") of TOUSA, Inc., *et al.* (collectively, the "Debtors"), for entry of an order granting the Committee leave, standing, and authority to prosecute and, if appropriate, settle certain causes of action for breaches of fiduciary duty and aiding and abetting breaches of fiduciary duty on behalf of the Debtors' estates, pursuant to 11 U.S.C. §§ 105(a), 1103(c), and

1109(b) (the “Motion”)¹; and upon consideration of the Motion and all pleadings related thereto and the Court having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court, the Court hereby finds that:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
- C. Venue of these chapter 11 cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- D. Notice of the Motion was due and proper under the circumstances.
- E. The Motion is in full compliance with all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules.
- F. The legal and factual bases set forth in the motion establish just cause for the relief requested herein.
- G. The relief requested in the Motion, as modified by this Order, is in the best interests of the Debtors, their estates, and their creditors.

After due deliberation, and good and sufficient cause appearing therefore, it is hereby **ORDERED** that:

- 1. The relief requested in the Motion is GRANTED to the extent set forth herein.
- 2. All objections, if any, to the Motion or the relief requested therein that have not been withdrawn, waived, or settled are overruled.
- 3. The Committee shall be, and hereby is, authorized on behalf of the Debtors’ estates to investigate, commence, and prosecute the Claims with the full rights and privileges (consistent with the Court’s Order dated January 7, 2009 regarding such privileges) of, and in the stead of, the Debtors, *provided, however*, that to the extent that the Committee files a complaint with respect to the Claims prior to the conclusion of the trial in the Pending Adversary

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion.

Proceeding, currently scheduled to begin on July 13, 2009, all deadlines (including service of process) are suspended until thirty days from (a) the conclusion of the trial, including any post-trial (but pre-judgment) submissions, or (b) entry of any order or series of orders approving the settlement of, or otherwise disposing of, the entirety of the Pending Adversary Proceeding, whichever occurs first, provided that the Committee may seek leave of Court at anytime to vary the foregoing suspension of deadline.

4. Proceeds, if any, recovered by the Committee on behalf of any individual Debtor in connection with prosecuting or settling the Claims shall constitute property of such individual Debtor's estate.

5. The Committee shall have the right and authority to negotiate and enter into settlements on behalf of the Debtors' estates with respect to the Claims; *provided, however*, that the Debtors shall also retain their authority and right to negotiate and enter into settlements on behalf of their estates with respect to the Claims.

6. Any settlement of the Claims shall be subject to approval by the Court after notice and a hearing.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the construction, performance, enforcement, and implementation of the terms of this Order.

* * *

Submitted by:

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Copies to:

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