

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

In re: Case No.: 08-10928-BKC-JKO
TOUSA, INC. et al.,^{1/} Chapter 11
Debtors.

APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
TOUSA, INC., *ET AL.*, TO RETAIN AND EMPLOY
PATRICIA A. REDMOND, ESQ., AND THE LAW FIRM OF STEARNS WEAVER
MILLER, WEISSLER ALHADEFF & SITTERSON, P.A., AS ITS LOCAL COUNSEL,
NUNC PRO TUNC TO FEBRUARY 14, 2008

The Official Committee of Unsecured Creditors (the “Committee”)^{2/} of TOUSA, INC., *et al.*, (collectively, “Debtors”) files this Application (“Application”) to Retain and Employ Patricia A. Redmond, Esq., (“Redmond”) and the law firm of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. (“Stearns Weaver” and together with Redmond referred to as “Local Counsel”), as Local Counsel for the Committee in the Debtors’ chapter 11 cases, pursuant to being duly sworn, pursuant to 11 U.S.C. §§ 1103(a) and 328(a), and Federal Rule of Bankruptcy Procedure 2014, *nunc pro tunc* to February 14, 2008, and states:

^{1/} The Debtors in the cases are: TOUSA, Inc.; Engel Homes Commercial Construction, LLC; Engle Homes Delaware, Inc.; Engle Homes Residential Construction, L.L.C.; Engle Sierra Verde P4, LLC; Engle Sierra Verde P5, LLC; Engle/Gilligan LLC; Engle/James LLC; LB/TE #1, LLC; Lorton South condominium, LLC; McKay Landing LLC; Newmark Homes Business Trust; Newmark Homes Purchasing, L.P.; Newmark Homes, L.L.C.; Newmark Homes, L.P.; Preferred Builders Realty, Inc.; Reflection Key, LLC; Silverlake Interest, L.L.C.; TOI, LLC; TOUSA Associates Services Company; TOUSA Delaware, Inc.; TOUSA Funding, LLC; TOUSA Homes Arizona, LLC; TOUSA Homes Colorado, LLC; TOUSA Homes Florida, L.P.; TOUSA Homes Investment #1, Inc.; TOUSA Homes Investment #2, Inc.; TOUSA Homes Investment #2, LLC; TOUSA Homes Mid-Atlantic Holding, LLC; TOUSA Homes Mid-Atlantic, LLC; TOUSA Homes Nevada, LLC; TOUSA Homes, Inc.; TOUSA Homes, L.P.; TOUSA Investment #2, Inc.; TOUSA Mid-Atlantic Investment, LLC; TOUSA Realty, Inc.; TOUSA, LLC; and TOUSA/West Holdings, Inc.

^{2/} The Committee consists of the following seven (7) members: Wilmington Trust Co., as indenture trustee; HSBC Bank USA, N.A., as indenture trustee; Trapeza CDOX, LTD.; Capital Research and Management Company; SMH Capital Advisors, Inc.; Geotek, Inc./Geotek Insite, Inc.; and SelectBuild Arizona.

1. The Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 13334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Application is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested here is found in 11 U.S.C. §§ 328(a) and 1103(a) and Federal Rule of Bankruptcy Procedure 2014.

2. On February 13, 2008, the United States Trustee appointed the Committee, pursuant to 11 U.S.C. § 1102. On February 14, 2008, the Committee selected the New York based law firm of Akin Gump Strauss Hauer & Feld, LLP (“**Akin Gump**”) to serve as counsel for the Committee. The Committee selected the undersigned as Local Counsel, pursuant to Local Rule 2090-1(B)(2). Further Local Counsel was selected to assist Akin Gump and serve as Co-Counsel for the Committee.

3. The Committee submits that it is necessary and appropriate for it to employ and retain Local Counsel to support and assist Akin Gump in providing advice and represent the Committee in all matters during the pendency of these bankruptcy cases.

4. Redmond and Stearns Weaver have extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and are uniquely well-qualified to act as Local Counsel for the Committee.

5. The Committee requests that all compensation and reimbursement of expenses incurred by the Committee with respect to this representation be paid as administrative expenses of the estate pursuant to 11 U.S.C. §§ 328, 330, 331, Bankruptcy Rules 2002, 2016 and Local Rule 2016-1, as supplemented by any orders concerning compensation as may be entered in these cases.

6. To the best of the Committee’s knowledge, Redmond and Stearns Weaver do not hold or represent any interest adverse to the Committee or on any matters in which they are to be engaged. Redmond and Stearns Weaver have disclosed their past and present connections with the Debtors,

creditors, parties in interest and their respective attorneys and accountants, as more fully set for in the Declaration of Redmond, attached hereto as Exhibit "A."

7. The Committee does not believe that Redmond's and Stearns Weaver's past and present connections with the aforementioned parties will in any way impair their representation of the Committee, nor does the Committee believe that such connections constitute representation of entities having an adverse interest in connection with these bankruptcy cases under 11 U.S.C. § 1103(b).

8. The Committee has agreed that Redmond and Stearns Weaver will not be involved in any matters that are adverse to Falcon Group (as defined in the Declaration of Redmond), based on Local Counsel's continuing representation of Falcon Group in other unrelated matters.

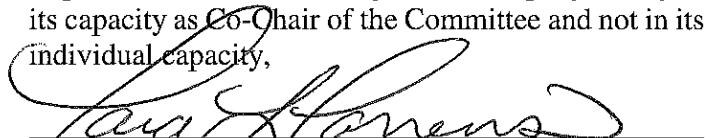
9. To the best of the Committee's knowledge, Redmond and Stearns Weaver are "disinterested" (as such term is defined in 11 U.S.C. § 101(14)) and have no connection with the Debtors, their creditors or any other party in interest, except as specifically set forth herein and in the attached Declaration of Redmond submitted in support of this Application.

WHEREFORE, The Committee requests that an order, substantially in the form annexed hereto as Exhibit "B" be entered, (a) granting this Application; (b) authorizing the Committee to retain and employ Redmond and Stearns Weaver as co-counsel in these cases *nunc pro tunc* to February 14, 2008, and (c) granting such other relief as the Court deems just and proper.

Dated: March ____, 2008.

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

Capital Research and Management Company, solely in
its capacity as Co-Chair of the Committee and not in its
individual capacity,



Name: Tara Lynn Torrens
Title: Vice President, Capital Research Company

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on March 20, 2008, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF and that notice was provided via first class mail postage prepaid to the parties named on Service List A, and via transmission of Notices of Electronic Filing generated by CM/ECF to those counsel or parties who are registered to receive Notices of Electronic Filing in these cases named on Service List B.

I hereby certify that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this court set forth in Local Rule 2090-1(A).

**STEARNS WEAVER MILLER WESSLER
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Museum Tower, Suite 2200
150 West Flagler Street
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By: /s/ Patricia A. Redmond

PATRICIA A. REDMOND
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PROPOSED ATTORNEYS FOR CREDITORS' COMMITTEE

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Service List A

Securities & Exchange Commission David Nelson, Regional Director Miami Regional Office 801 Brickell Ave., Suite 1800 Miami, FL 33131 <i>ia PS</i>	Securities & Exchange Commission 15th & Pennsylvania Ave NW Washington, DC 20020 <i>ia PS</i>
Broward County Revenue Collection Division C/O Jeffrey J. Newton & Hollie N. Hawn Bankruptcy and Litigation Section Government Center Annex 115 S. Andrews Avenue Ft. Lauderdale, FL 33301 <i>ia PS</i>	DuBosar & Pere Howard D. DuBosar 120 E. Palmetto Park Rd., Ste. 100 Boca Raton, FL 33432 <i>ia PS</i>
Procopio Cory Hargreaves & Savitc LLP Gerald P. Kennedy 530 B Street, Ste. 2100 San Diego, CA 92101 <i>ia PS</i>	Rotstein Rosenfeldt Adler Richard B. Storfer 401 E Las Olas Blvd Ste. 1650 Ft. Lauderdale, FL 33301 <i>ia PS</i>
United States Attorney General Miami Division 99 N.E. 4th Street Miami, FL 33182 <i>ia PS</i>	State of Florida Dept of Revenue Bankruptcy Section Joel S. Knee, Assistant General Counsel 6565 Taft Street, Ste. 400 Hollywood, FL 33024-4044 <i>ia PS</i>
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Office of the United States Trustee 51 SW First Avenue Room 1204 Miami, FL 33130 <i>ia PS</i>	Time Warner Telecom Inc C/O Linda Boyle 10475 Park Meadows Dr. Unit 400 Littleton, CO 80124 <i>ia PS</i>
Weiss Serota Helfman Pastori a Cole & Boniske PL C/O Douglas R. Gonzales 200 E. Broward Blvd Ste. 1900 Ft. Lauderdale, FL 33301 <i>ia PS</i>	Wolff Hill McFarlin & Herron PA C/O Peter N. Hill 1851 W. Colonial Dr. Orlando, FL 32804 <i>ia PS</i>

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E H I B I T A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION

www.flsb.uscourts.gov

In re: Case No.: 08-10928-BKC-JKO
TOUSA, INC. et al.,^{1/} Chapter 11
Debtors.

**DECLARATION OF PATRICIA A. REDMOND
IN SUPPORT OF THE APPLICATION FOR THE ENTRY OF
AN ORDER AUTHORIZING THE EMPLOYMENT OF
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.
AS LOCAL COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Patricia A. Redmond, being duly sworn, states the following:

1. Except as otherwise noted herein, I have personal knowledge of the facts set forth below.
2. I am an attorney admitted to practice in the State of Florida, the United States District Court for the Southern District of Florida and am qualified to practice in the U.S. Bankruptcy Court for the Southern District of Florida.
3. I am a partner of the law firm of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. (“**Stearns Weaver**”) with offices located at 150 West Flagler Street, Museum Tower, Suite 2200, Miami, Florida 33130.

^{1/}

The Debtors in the cases are: TOUSA, Inc.; Engel Homes Commercial Construction, LLC; Engle Homes Delaware, Inc.; Engle Homes Residential Construction, L.L.C.; Engle Sierra Verde P4, LLC; Engle Sierra Verde P5, LLC; Engle/Gilligan LLC; Engle/James LLC; LB/TE #1, LLC; Lorton South condominium, LLC; McKay Landing LLC; Newmark Homes Business Trust; Newmark Homes Purchasing, L.P.; Newmark Homes, L.L.C.; Newmark Homes, L.P.; Preferred Builders Realty, Inc.; Reflection Key, LLC; Silverlake Interest, L.L.C.; TOI, LLC; TOUSA Associates Services Company; TOUSA Delaware, Inc.; TOUSA Funding, LLC; TOUSA Homes Arizona, LLC; TOUSA Homes Colorado, LLC; TOUSA Homes Florida, L.P.; TOUSA Homes Investment #1, Inc.; TOUSA Homes Investment #2, Inc.; TOUSA Homes Investment #2, LLC; TOUSA Homes Mid-Atlantic Holding, LLC; TOUSA Homes Mid-Atlantic, LLC; TOUSA Homes Nevada, LLC; TOUSA Homes, Inc.; TOUSA Homes, L.P.; TOUSA Investment #2, Inc.; TOUSA Mid-Atlantic Investment, LLC; TOUSA Realty, Inc.; TOUSA, LLC; and TOUSA/West Holdings, Inc.

4. I submit this declaration in support of the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) of TOUSA, Inc., *et al.*, for the entry of an Order authorizing the employment of Stearns Weaver as local counsel in these proceedings.

5. Stearns Weaver and one or more of its partners and associates may have in the past represented, may currently represent, and may represent in the future, parties-in-interest in these chapter 11 bankruptcy cases in connection with matters wholly unrelated (except as otherwise disclosed herein) to the debtors and these chapter 11 bankruptcy cases.

6. Stearns Weaver has searched its electronic database for its connection with certain parties-in-interest in this case, including: all known current and recent former officers and directors, senior noteholders, banks, lienholders, professionals, sale leasebacks, taxing authorities, unsecured creditors holding the largest twenty claims, and the United States Trustee.

7. As specifically set forth below, Stearns Weaver has represented or currently represents certain of the debtors’ creditors, or other parties-in-interest in matters wholly unrelated to the debtors and these chapter 11 cases. None of these representations generally described below are materially adverse to the interests of the debtors’ estates or the debtors’ creditors. Moreover, pursuant to 11 U.S.C. § 327 and Rule 2014, Fed.R.Bankr.P., Stearns Weaver is not disqualified from serving as local counsel to the Committee based upon these unrelated matters.

Relationships with Banks

8. Stearns Weaver currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with the following banks:

- a. Citigroup, Inc.;
- b. HSBC;
- c. Wells Fargo & Company;

- d. Wachovia Corporation;
- e. Morgan Stanley; and
- f. the American International Group, Inc.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Other Professionals

9. Stearns Weaver has formerly represented certain affiliates, subsidiaries, and entities associated with the following professionals:

- a. Alvarez and Marsal;
- b. Ernst & Young;
- c. Goldman Sachs Group, Inc.; and
- d. Imperial Capital, LLC.

However, all of these prior representations have been in matters wholly unrelated to the debtors and these chapter 11 bankruptcy cases.

Relationships with Debtors and Affiliates

10. Stearns Weaver has formerly represented certain affiliates, subsidiaries, and entities associated with the following debtors and affiliates of the debtors:

- a. Newmark Homes, Corp.;
- b. Adler Realty Co.;
- c. Eagle Homes;
- d. Universal Land Title Agency, Inc.; and
- e. Laurel Highlands, LLC.

However, all of such prior Stearns Weaver representations of such parties have been in matters wholly

unrelated to the debtors and these chapter 11 bankruptcy cases.

11. Furthermore, Stearns Weaver has in the past and currently represents certain affiliates, subsidiaries, and entities associated with the Falcone Group (the seller of the Transeastern assets) of companies, which companies are the predecessor-in-interest to some of the debtors' assets. With the exception of the Falcone Group, such matters were and are unrelated to these chapter 11 bankruptcy cases. With the consent of the Committee, Stearns Weaver will not represent the Committee in matters that are adverse to the Falcone Group, if any.

Relationships with Officers and Directors

12. Stearns Weaver has formerly represented Scott Lane on matters unrelated to the Debtors and these chapter 11 bankruptcy cases.

Relationships with Joint Venture/Land Interests

13. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with the joint venture partners/land interests as follows:

- a. Akerman Senterfit;
- b. Cahill Gordon & Reindell, LLP;
- c. Centex Homes;
- d. Colonial Bank;
- e. Greenberg Traurig;
- f. Guaranty Bank;
- g. LaSalle Bank, N.A.;
- h. Lennar Corporation;
- i. Newmark;

- j. O'Melveny & Myers LLP;
- k. Strategic Capital Resources, Inc.; and
- l. Wells Fargo Bank.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Utility Providers

14. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with utility providers as follows:

- a. AT&T;
- b. BellSouth;
- c. FPL;
- d. Nextel;
- e. Progress Energy;
- f. MCI; and
- g. Skytel.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Taxing Authorities

15. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with the taxing authorities as follows:

- a. City of Doral;
- b. City of Port St. Lucie;
- c. Clark County;

- d. City of Daytona Beach;
- e. Lee County;
- f. Orange County Board; and
- g. Miami-Dade County.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Twenty Largest Unsecured Creditors

16. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with the twenty largest unsecured creditors as follows:

- a. Clear Channel Broadcasting; and
- b. HSBC Bank.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Sale/Leaseback Parties

17. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with the sale/leaseback parties as follows:

- a. City of Ft. Lauderdale; and
- b. Robert Levy.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

Relationships with Suppliers/Vendors

18. Stearns Weaver currently represents or formerly has represented, certain affiliates, subsidiaries, and entities associated with the suppliers of the Debtors as follows:

- a. ABC Supply Co., Inc.;
- b. Ferguson Enterprises;
- c. Home Depot;
- d. Hughes Supply, Inc.;
- e. Lowe's Companies;
- f. M.A. Bruder & Sons, Inc.;
- g. Overhead Door Co.;
- h. Redi-Mix;
- i. Specialties, Inc.;
- j. Verizon;
- k. American Express;
- l. Bellsouth;
- m. Clear Channel;
- n. Federal Express;
- o. GE Capital;
- p. Fidelity National Title;
- q. First American Title;
- r. General Electric Company;
- s. Holiday Inn;
- t. Home Depot;
- u. Miami Herald;
- v. Mid-State;
- w. Multi-Listing Service;

- x. Office Depot;
- y. Outback Steakhouse;
- z. Publix;
- aa. David Rivera;
- bb. Ruden McClosky;
- cc. Sam's Club;
- dd. Sprint;
- ee. Terrabrook;
- ff. United Parcel Service;
- gg. W.W.Williams;
- hh. Wells Fargo Financial Leasing;
- ii. Yellow Pages; and
- jj. Zephyrhills.

However, all of such prior and current Stearns Weaver representations of such parties have been in matters wholly unrelated to the Debtors and these chapter 11 cases.

General

19. Except as otherwise set forth above, neither I nor Stearns Weaver hold or represent any interest adverse to the estate, and we are disinterested persons as required by 11 U.S.C. § 327(a).

20. Except as otherwise set forth above, neither I nor Stearns Weaver has any connection with the Debtor, creditors, or any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Offices of the U.S. Trustee as described in Rule 2014 of the Federal Rules of Bankruptcy Procedure.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated this 20th day of March, 2008.

/S/ Patricia A. Redmond
Patricia A. Redmond, Esq.
Stearns Weaver Miller et al.
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E H I B I T B

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

In re: Case No.: 08-10928-BKC-JKO
TOUSA, INC. et al.,^{1/} Chapter 11
Debtors.

**ORDER GRANTING
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
TOUSA, INC., ET AL., TO RETAIN AND EMPLOY PATRICIA A. REDMOND, ESQ.,
AND THE LAW FIRM OF STEARNS WEAVER MILLER, WEISSLER ALHADEFF &
SITTERSON, P.A., AS ITS LOCAL COUNSEL, NUNC PRO TUNC TO FEBRUARY , 2008**

THIS MATTER came before the Court for hearing on _____, 2008, upon the Application (“**Application**”) to Retain and Employ Patricia A. Redmond, Esq., (“**Redmond**”) and the law firm of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. (“**Stearns Weaver**” and together with Redmond referred to as “**Local Counsel**”),, *nunc pro tunc* to February ____, 2008 (DE ____), filed by the Official Committee of Unsecured Creditors (the “**Committee**”)^{2/} of TOUSA, INC., *et al.*, (collectively, “**Debtors**”). Upon consideration of the Application, it is hereby ordered and adjudged as follows:

^{1/} The Debtors in the cases are: TOUSA, Inc.; Engel Homes Commercial Construction, LLC; Engle Homes Delaware, Inc.; Engel Homes Residential Construction, L.L.C.; Engle Sierra Verde P4, LLC; Engle Sierra Verde P5, LLC; Engle/Gilligan LLC; Engle/James LLC; LB/TE #1, LLC; Lorton South condominium, LLC; McKay Landing LLC; Newmark Homes Business Trust; Newmark Homes Purchasing, L.P.; Newmark Homes, L.L.C.; Newmark Homes, L.P.; Preferred Builders Realty, Inc.; Reflection Key, LLC; Silverlake Interest, L.L.C.; TOI, LLC; TOUSA Associates Services Company; TOUSA Delaware, Inc.; TOUSA Funding, LLC; TOUSA Homes Arizona, LLC; TOUSA Homes Colorado, LLC; TOUSA Homes Florida, L.P.; TOUSA Homes Investment #1, Inc.; TOUSA Homes Investment #2, Inc.; TOUSA Homes Investment #2, LLC; TOUSA Homes Mid-Atlantic Holding, LLC; TOUSA Homes Mid-Atlantic, LLC; TOUSA Homes Nevada, LLC; TOUSA Homes, Inc.; TOUSA Homes, L.P.; TOUSA Investment #2, Inc.; TOUSA Mid-Atlantic Investment, LLC; TOUSA Realty, Inc.; TOUSA, LLC; and TOUSA/West Holdings, Inc.

^{2/} The Committee consists of the following seven (7) members: Wilmington Trust Co., as indenture trustee; HSBC Bank USA, N.A., as indenture trustee; Trapeza CDOX, LTD.; Capital Research and Management Company; SMH Capital Advisors, Inc.; Geotek, Inc./Geotek Insite, Inc.; and SelectBuild Arizona.

1. The Committee, in accordance with 11 U.S.C. §§ 328(a) and 1103(b), is hereby authorized to retain and employ Redmond and Stearns Weaver, as Local Counsel.

2. Redmond and Stearns shall be compensated in such amounts as they be allowed by the Court upon property application in accordance with 11 U.S.C. § 330 and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (D.E. 103).

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Submitted by:

STEARNS WEAVER MILLER WEISSLER
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Proposed Co-Counsel to 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 the Office of the United States Trustee and all counsel or parties who have filed notices of appearance in these cases.)

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