

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

	X	
In re:	:	Chapter 11 Cases
	:	
TOUSA, INC., et al.,	:	Case No. 08-10928-JKO
Debtors.	:	
	:	Jointly Administered
	:	
OFFICIAL COMMITTEE OF UNSECURED	:	
CREDITORS OF TOUSA, INC., <i>et al.</i> ,	:	
	:	
Plaintiff,	:	
	:	
vs.	:	Adv. Pro. No. 08-01435
	:	
CITICORP NORTH AMERICA, INC., <i>et al.</i> ,	:	
	:	
Defendants.	:	
	X	

**STIPULATION REGARDING MOTION OF TENNENBAUM MULTI-STRATEGY MASTER FUND TO ALTER, AMEND, CLARIFY OR SEEK RELIEF FROM JUDGMENT**

Tennenbaum Multi-Strategy Master Fund (“TMS”) and the Official Committee of Unsecured Creditors of TOUSA, Inc. (the “Committee”) stipulate as follows with respect to TMS’s motion (the “Relief Motion”), D.E. #703,<sup>1</sup> pursuant to Fed. R. Bankr. P. 9023 and Fed. R. Civ. P. 59(e) and 60(b) for entry of an order altering, amending, clarifying or voiding as to TMS the Court’s judgment in this matter.

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<sup>1</sup> Citations to docket entries refer to the docket for this Adversary Proceeding unless otherwise noted.

WHEREAS,

A. On July 14, 2008, the Committee commenced the above-captioned adversary proceeding (the "Existing Adversary Proceeding") by filing a complaint (the "Initial Complaint") that did not name TMS as a defendant;

A. On October 17, 2008, the Committee filed an amended complaint (the "First Amended Complaint") in the Existing Adversary Proceeding that named TMS as a defendant;

B. On October 13, 2009, the Court entered findings of fact and conclusions of law (the "Findings"), D.E. #658, and a judgment (the "Judgment"), D.E. #659, in respect of the Existing Adversary Proceeding;

C. On October 23, 2009, TMS filed the Relief Motion on the grounds that, among other things, TMS was not properly served with the Initial Complaint, the First Amended Complaint, or any other complaint filed in the Existing Adversary Proceeding and, therefore, the Judgment is not binding upon TMS;

D. On October 30, 2009, the Court entered amended findings of fact and conclusions of law (the "Amended Findings"), D.E. #722, and an amended judgment (the "Amended Judgment"), D.E. #721, in respect of the Existing Adversary Proceeding, which, by their terms, amend and replace the Findings and Judgment, respectively;

E. On November 9, 2009, the Court entered an order approving a stipulation between TMS and the Committee which, among other things, adjourned the hearing date regarding the Relief Motion from November 9, 2009 to January 11, 2010 and deemed the Relief Motion to seek relief regarding the Amended Judgment;

F. On January 6, 2010, the Court entered an order approving a further stipulation between TMS and the Committee which, among other things, adjourned the hearing date regarding the Relief Motion to April 22, 2010;

G. At a hearing held January 11, 2010, upon the request of Citicorp, as Agent for certain First Lien Lenders, the Court advanced the hearing date regarding the Relief Motion to February 24, 2010; and

H. On January 27, 2010, the Committee commenced a new adversary proceeding (the "New Adversary Proceeding") against TMS and certain other parties.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between TMS and the Committee, that:

1. TMS is not a party to the Amended Findings or the Amended Judgment, and the Committee shall not enforce, or attempt to enforce, the Amended Judgment against TMS.

2. As TMS is not a party to the Amended Findings or the Amended Judgment, TMS shall not be obligated to post any bond or other security in connection with any appeal or appeals of the Amended Findings or Amended Judgment.

3. TMS's entry into this stipulation shall not be deemed to have waived any of its defenses regarding the New Adversary Proceeding.

4. TMS shall withdraw the Relief Motion no later than five (5) days after entry of an order approving this stipulation.

Respectfully submitted this 8th day of February 2010.

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CERTIFICATE OF SERVICE

I hereby certify that on February 8, 2010, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record or pro se parties identified on the attached Service List in the manner specified, either via transmission of Notices of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel or parties who are not authorized to receive electronically Notices of electronic Filing.

/s/ Patricia A. Redmond

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