

Emergency Application for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Special Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Greenberg Traurig Retention Application”).

By the Greenberg Traurig Retention Application, the Debtors seek entry of an order allowing them to retain and employ Greenberg Traurig as special counsel to the Debtors. Greenberg Traurig has worked with the Debtors for many years and has unique institutional knowledge of the Debtors’ operations. The Debtors believe that this knowledge will be critical to their success.

Greenberg Traurig will be retained to: (i) advise the Debtors on labor and employment issues; (ii) assist with sales or purchases of assets as requested by the Debtors or the Debtors’ bankruptcy counsel; (iii) provide non-bankruptcy legal advice; and (iv) represent the Debtors in matters which Greenberg Traurig represented the Debtors before the Petition Date.

The Debtors propose to pay Greenberg Traurig on an hourly basis, at rates ranging from \$200-\$950 per hour for attorneys, and to reimburse Greenberg Traurig for reasonable expenses. In the ninety days before the Petition Date, Greenberg Traurig received approximately \$554,991.31 from the Debtors.

The Debtors believe that Greenberg Traurig is disinterested and does not hold any adverse interest against the Debtors. The Debtors do note in the Greenberg Traurig Retention Application that Paul Berkowitz, the Executive Vice President of TOUSA, was a shareholder at Greenberg Traurig until December 2006. In addition, TOUSA is a party to a tolling agreement with Greenberg Traurig relating to potential claims that TOUSA may have against Greenberg Traurig related to advice Greenberg Traurig gave to TOUSA in connection with the EH/Transeastern transaction in July 2007. The Debtors assert that these circumstances will not impair Greenberg Traurig’s ability to give necessary guidance during these cases.

An interim order approving the Greenberg Traurig Retention Application was entered on January 31, 2008. A final order approving the Greenberg Traurig Retention Application was entered on March 6, 2008.