

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

_____	)	
In re:	)	Chapter 11 Cases
	)	Case No. 08-11643 (KJC)
WCI COMMUNITIES, INC., <u>et al.</u> , <sup>1</sup>	)	Jointly Administered
	)	
Debtors.	)	<b>Objection Deadline:</b> June 17, 2009 at 4:00 p.m. (ET)
_____	)	<b>Hearing Date:</b> Scheduled only if necessary.

**EIGHTH MONTHLY APPLICATION OF AKIN GUMP  
STRAUSS HAUER & FELD LLP, CO-COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR INTERIM ALLOWANCE OF COMPENSATION AND  
FOR THE REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED DURING THE PERIOD FROM  
APRIL 1, 2009 THROUGH APRIL 30, 2009**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide  
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: September 23, 2008 (nunc pro tunc to August 13, 2008)

Period for which Compensation  
and Reimbursement is sought: April 1, 2009 through April 30, 2009

Amount of Compensation sought as  
actual, reasonable, and necessary: \$73,080.40 (80% of \$91,350.50)

Amount of Expense Reimbursement sought  
as actual, reasonable, and necessary: \$5,800.29

This is Akin Gump's eighth monthly fee application.

The total time expended for the preparation of Akin Gump's seventh monthly fee application was 10.30 hours and the corresponding compensation is \$4,320.00.

<sup>1</sup> A list of the Debtors and their Tax Identification Numbers is located on the docket for Case No. 08-11643 (KJC) and <http://chapter11.epiqsystems.com/wcicomunities>.

**Prior Fee Applications:**

<b>Time Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Status</b>
08/13/08 – 09/30/08  (First Monthly Fee Application)	\$698,538.20 (80% of \$873,172.75)	\$24,976.93	Pursuant to orders of this Court dated January 21, 2009 (Docket No. 1038) and January 27, 2009 (Docket No. 1064), Akin Gump was awarded fees in the amount of \$873,172.75 and expenses in the amount of \$24,818.59. Akin Gump has received payment of the fees and the expenses awarded.
10/01/08 – 10/31/08  (Second Monthly Fee Application)	\$242,977.20 (80% of \$303,721.50)	\$6,187.46	Pursuant to orders of this Court dated January 21, 2009 (Docket No. 1038) and January 27, 2009 (Docket No. 1064), Akin Gump was awarded fees in the amount of \$303,721.50 and expenses in the amount of \$6,187.46. Akin Gump has received payment of the fees and expenses awarded.
11/01/08 – 11/30/08  (Third Monthly Fee Application)	\$227,810.80 (80% of \$284,763.50)	\$11,053.23	On January 14, 2009, Akin Gump filed a certificate of no objection (Docket No. 992) with respect to the Third Monthly Fee Application. Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Third Monthly Fee Application.
12/01/08 – 12/31/08  (Fourth Monthly Fee Application)	\$236,946.60 (80% of \$296,183.25)	\$11,961.32	On February 23, 2009, Akin Gump filed a certificate of no objection (Docket No. 1223) with respect to the Fourth Monthly Fee Application. Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Fourth Monthly Fee Application.

<b>Time Period</b>	<b>Fee Requested</b>	<b>Expenses Requested</b>	<b>Status</b>
01/01/09 – 01/31/09  (Fifth Monthly Fee Application)	\$225,788.00 (80% of \$282,235.00)	\$6,507.13	On March 23, 2009, Akin Gump filed a certificate of no objection (Docket No. 1366) with respect to the Fifth Monthly Fee Application. Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Fifth Monthly Fee Application.
02/01/09 – 02/28/09  (Sixth Monthly Fee Application)	\$93,938.40 (80% of \$117,423.00)	\$6,017.30	On April 15, 2009, Akin Gump filed a certificate of no objection. (Docket No. 1488) with respect to the Sixth Monthly Fee Application. Akin Gump has received payment of the 80% fees and 100% of the expenses requested in the Sixth Monthly Fee Application.
03/01/09 – 03/31/09  (Seventh Monthly Fee Application)	\$83,084.80 (80% of \$103,856.00)	\$1,361.60	On May 13, 2009, Akin Gump filed a certificate of no objection (Docket No. 1602) with respect to the Seventh Monthly Fee Application. Akin Gump has received payment of the 80% fees and 100% of the expenses requested in the Seventh Monthly Fee Application.

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS  
RENDERING SERVICES DURING THE PERIOD  
APRIL 1, 2009 THROUGH APRIL 30, 2009**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation Requested</b>
Lisa G. Beckerman	Partner for 10 years; Admitted in 1989; Financial Restructuring Department	\$925	49.20	\$45,510.00
Howard B. Jacobson	Partner for 11 years; Admitted in 1979; Tax Department	\$690	2.50	\$1,725.00
Stephen B. Kuhn	Partner for 9 years; Admitted in 1991; Corporate Department	\$745	0.90	\$670.50
Brian D. Geldert	Counsel for 1 year; Admitted in 2004; Financial Restructuring Department	\$530	33.10	\$17,543.00
Karen G. Green	Counsel for 9 years; Admitted in 1995; Public Law & Policy Department	\$505	0.40	\$202.00
Shannon L. Naegel	Associate for 2 years; Admitted in 2007; Tax Department	\$335	7.60	\$2,546.00
Joshua Y. Sturm	Associate for 3 years; Admitted in 2007; Financial Restructuring Department	\$420	46.60	\$19,572.00
Rebecca L. M. Barloon	Legal Assistant for 2 years; Financial Restructuring Department	\$190	4.10	\$779.00
Kinga Bernath	Legal Assistant for 4 years; Corporate Department	\$190	3.80	\$722.00
Dagmara Krasa-Berstell	Legal Assistant for 19 years; Financial Restructuring Department	\$210	3.20	\$672.00
Marianne Mulcahey	Legal Assistant for 19 years; Public Law & Policy Department	\$215	0.40	\$86.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	5.40	\$1,323.00

Total Amount of Fees:           \$91,350.50  
 Total Number of Hours:         157.20  
 Blended Hourly Rate:           \$581.11

**COMPENSATION BY PROJECT CATEGORY  
APRIL 1, 2009 THROUGH APRIL 30, 2009**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
General Case Administration	17.70	\$8,344.00
Akin Gump Fee Application/Monthly Billing Report	12.50	\$5,390.00
Analysis of Other Professionals Fee Applications	7.30	\$2,293.50
Review of Schedules, Statements	0.80	\$336.00
Creditors Committee Meetings	19.30	\$11,954.00
Court Hearings	4.40	\$2,587.50
Financial Reports and Analysis	4.50	\$3,350.50
Executory Contracts/License Agreements	9.20	\$4,945.00
General Claims Analysis/Claims Objections	24.30	\$14,131.00
Analysis of Pre-Petition Transactions	2.50	\$2,312.50
Analysis of Secured Claims/Adequate Protection Issues	0.20	\$185.00
Lift Stay Litigation	0.50	\$462.50
General Adversary Proceedings	9.20	\$6,079.50
Tax Issues	11.30	\$5,428.00
Real Estate Issues/Leases	6.60	\$3,609.00
Exclusivity	8.20	\$5,600.50
Plan, Disclosure Statement and Plan Related Documentation	9.20	\$7,992.50
Asset/Stock Transactions/Business Liquidations	7.60	\$5,647.50
Travel (billed at 50% of actual time)	0.80	\$424.00
Committee Website/Information Agent Retention	1.10	\$278.00
<b>TOTAL</b>	<b>157.20</b>	<b>\$91,350.50</b>

**DISBURSEMENT SUMMARY**  
**APRIL 1, 2009 THROUGH APRIL 30, 2009**

Computerized Research/PACER Charges	\$1,013.48
Conference Call Charges	\$2,053.57
Courier Service/Postage	\$67.10
Duplicating (billed at \$0.10 per page)	\$11.80
Duplicating – Third Party (billed at cost)	\$116.78
Meals/Committee Meeting Expenses	\$1,611.82
Travel – Ground Transportation	\$650.74
Travel – Train Fare	\$275.00
<b>TOTAL</b>	<b>\$5,800.29</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11 Cases
WCI COMMUNITIES, INC., <u>et al.</u> , <sup>1</sup>	)	Case No. 08-11643 (KJC)
	)	Jointly Administered
Debtors.	)	
	)	
	)	<b><u>Objection Deadline:</u> June 17, 2009 at 4:00 p.m. (ET)</b>

**EIGHTH MONTHLY APPLICATION OF AKIN GUMP STRAUSS HAUER  
& FELD LLP, CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF WCI COMMUNITIES, INC., ET AL., FOR  
INTERIM ALLOWANCE OF COMPENSATION AND FOR THE  
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED  
DURING THE PERIOD FROM APRIL 1, 2009 THROUGH APRIL 30, 2009**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of WCI Communities, Inc. (“WCI”), and its affiliated debtors and debtors in possession (collectively, the “Debtors”) for its eighth application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members entered on August 25, 2008 (the “Administrative Fee Order”) for interim allowance of compensation for services rendered in the aggregate amount of \$91,350.50 and for reimbursement of expenses incurred in

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<sup>1</sup> A list of the Debtors and their tax identification numbers is located on the docket for Case No. 08-11643 (KJC) and <http://chapter11.epiqsystems.com/wcicomunities>.

the aggregate amount of \$5,800.29 for the period commencing April 1, 2009 through April 30, 2009 (the “Compensation Period”), respectfully states as follows:

### **BACKGROUND**

1. On August 4, 2008 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Court”) under the Bankruptcy Code. On August 5, 2008, the Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

2. On August 13, 2008, pursuant to section 1102 of the Bankruptcy Code, the Office of the United States Trustee for the District of Delaware appointed the Committee. The Committee currently consists of five members.<sup>2</sup>

3. On the same day, pursuant to Bankruptcy Code section 1103(a), the Committee selected Akin Gump to serve as co-counsel to the Committee.

4. On August 25, 2008, the Court entered the Administrative Fee Order authorizing certain professionals (collectively, the “Professionals”) to submit monthly and interim applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein.

5. On September 23, 2008, this Court entered an order authorizing the retention of Akin Gump as co-counsel to the Committee, effective as of August 13, 2008 (the “Retention Order”). The Retention Order authorized Akin Gump to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

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<sup>2</sup> The Committee is comprised of the following entities: The Bank of New York Mellon, as indenture trustee; iStar Financial Inc.; AQR Capital Management; Law Debenture Trust Company of New York, as indenture trustee; The Signal Group, Inc; and Taberna Capital Management as an *ex officio* member.

### **PRIOR FEE APPLICATIONS**

6. Pursuant to the Administrative Fee Order, Akin Gump filed its First Monthly Fee Application (as defined below) on October 21, 2008 for interim allowance of compensation in the sum of \$698,538.20 (80% of \$873,172.75) and for reimbursement of expenses in the amount of \$24,976.93 for services rendered during the period August 13, 2008 through and including September 30, 2008 (the "First Monthly Fee Application").

7. Pursuant to the Administrative Fee Order, Akin Gump filed its Second Monthly Fee Application (as defined below) on November 25, 2008 for interim allowance of compensation in the sum of \$242,977.20 (80% of \$303,721.50) and for reimbursement of expenses in the amount of \$6,187.46 for services rendered during the period October 1, 2008 through and including October 31, 2008 (the "Second Monthly Fee Application").

8. Pursuant to the Administrative Fee Order, Akin Gump filed its request for interim allowance of compensation and the reimbursement of expenses for services rendered during the period from August 13, 2008 through October 31, 2008 (the "Interim Fee Application") on December 10, 2008, seeking interim allowance of compensation in the sum of \$1,176,894.25 and reimbursement of expenses in the sum of \$31,164.39. On January 8, 2009, Akin Gump filed a certificate of no objection with respect to the Interim Fee Application. At a hearing on January 20, 2009, Akin Gump agreed to reduce its expense request by \$158.34 to \$31,006.05. On January 28, 2009, the Court entered an order approving the amount of fees and the reduced amount of expenses requested in the Interim Fee Application on an interim basis. Akin Gump has received payment of the fees and expenses awarded for the First Monthly Fee Application and the Second Monthly Fee Application.

9. Pursuant to the Administrative Fee Order, Akin Gump filed its Third Monthly Fee Application (as defined below) on December 22, 2008 for interim allowance of compensation in

the sum of \$227,810.80 (80% of \$284,763.50) and for reimbursement of expenses in the amount of \$11,053.23 for services rendered during the period November 1, 2008 through and including November 30, 2008 (the "Third Monthly Fee Application"). On January 14, 2009, Akin Gump filed a certificate of no objection with respect to the Third Monthly Fee Application. As of the date of this Application, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Third Monthly Fee Application.

10. Pursuant to the Administrative Fee Order, Akin Gump filed its Fourth Monthly Fee Application (as defined below) on January 30, 2009 for interim allowance of compensation in the sum of \$236,946.60 (80% of \$296,183.25) and for reimbursement of expenses in the amount of \$11,961.32 for services rendered during the period December 1, 2008 through and including December 31, 2008 (the "Fourth Monthly Fee Application"). On February 23, 2009, Akin Gump filed a certificate of no objection with respect to the Fourth Monthly Fee Application. As of the date of this Application, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Fourth Monthly Fee Application.

11. Pursuant to the Administrative Fee Order, Akin Gump filed its Fifth Monthly Fee Application (as defined below) on February 28, 2009 for interim allowance of compensation in the sum of \$225,788.00 (80% of \$282,235.00) and for reimbursement of expenses in the amount of \$6,507.13 for services rendered during the period January 1, 2009 through and including January 31, 2009 (the "Fifth Monthly Fee Application"). On March 23, 2009, Akin Gump filed a certificate of no objection with respect to the Fifth Monthly Fee Application. As of the date of this Application, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Fifth Monthly Fee Application.

12. Pursuant to the Administrative Fee Order, Akin Gump filed its second request for interim allowance of compensation and the reimbursement of expenses for services rendered during the period from November 1, 2008 through January 31, 2009 (the “Interim Fee Application”) on March 16, 2009, seeking interim allowance of compensation in the sum of \$863,181.75 and reimbursement of expenses in the sum of \$29,075.68.

13. Pursuant to the Administrative Fee Order, Akin Gump filed its Sixth Monthly Fee Application (as defined below) on March 24, 2009 for interim allowance of compensation in the sum of \$93,938.40 (80% of \$117,423.00) and for reimbursement of expenses in the amount of \$6,017.30 for services rendered during the period February 1, 2009 through and including February 28, 2009 (the “Sixth Monthly Fee Application”). On April 15, 2009, Akin Gump filed a certificate of no objection with respect to the Sixth Monthly Fee Application. As of the date of this Application, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Sixth Monthly Fee Application.

14. Pursuant to the Administrative Fee Order, Akin Gump filed its Seventh Monthly Fee Application (as defined below) on April 21, 2009 for interim allowance of compensation in the sum of \$83,084.80 (80% of \$103,856.00) and for reimbursement of expenses in the amount of \$1,361.60 for services rendered during the period March 1, 2009 through and including March 31, 2009 (the “Seventh Monthly Fee Application”). On May 13, 2009, Akin Gump filed a certificate of no objection with respect to the Seventh Monthly Fee Application. As of the date of this Application, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Seventh Monthly Fee Application.

## **JURISDICTION**

15. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 328(a), Bankruptcy Rule 2014, and Local Rule 2016-2.

## **RELIEF REQUESTED**

16. By this Application, pursuant to Bankruptcy Code sections 330(a) and 331, Bankruptcy Rule 2016, Local Rule 2016-2, and the Administrative Fee Order, Akin Gump seeks (i) interim allowance and award of compensation for the professional services rendered by Akin Gump as attorneys for the Committee for the Compensation Period in the amount of \$91,350.50, representing 157.20 hours in professional services; and (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the amount of \$5,800.29.

17. Pursuant to the Administrative Fee Order, if no objection to this Application is filed within twenty days of the filing hereof, then Akin Gump may be paid 80% of the fees and 100% of the expenses requested in this Application. Accordingly, by this Application, Akin Gump is seeking payment of a total of \$78,880.69, which is the sum of \$73,080.40 (80% of \$91,350.50) of fees and \$5,800.29 for reimbursement of its expenses relating to services rendered during the Compensation Period.

18. Akin Gump has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or

understanding between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these cases.

19. As stated in the Affirmation of Lisa G. Beckerman, Esq., annexed hereto as Exhibit A, (i) all of the services for which interim compensation is sought herein were rendered for or on behalf of the Committee solely in connection with these cases and (ii) Akin Gump has reviewed the requirements of Local Rule 2016-2 and this Application complies therewith.

#### **SUMMARY OF SERVICES RENDERED**

20. Since its retention on August 13, 2008, Akin Gump has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by Akin Gump personnel from several legal disciplines.

21. In the ordinary course of its practice, Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services. In accordance with the provisions of the Administrative Fee Order, a compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services for the Committee during the Compensation Period is annexed hereto as Exhibit B.

22. In the ordinary course of its practice, Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are available for inspection. A schedule of the categories of

expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit C. A detailed summary of the expenses is attached hereto as Exhibit D.

23. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

24. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit B. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(a) **Case Administration**

25. A portion of the services rendered during the Compensation Period were directed to the continuing organizational needs of the Committee and matters related thereto. Akin Gump's continued attention to the Committee's organizational needs during the Compensation Period enabled the Committee to function as a coordinated group and to acquit its fiduciary duties to the Debtors' unsecured creditor body.

26. During the Compensation Period, Akin Gump reviewed and analyzed all motions and applications filed by the Debtors and other parties in interest in these cases and any objections thereto. In connection with such analyses, Akin Gump, with the assistance of Houlihan Lokey Howard & Zukin Capital, Inc. ("Houlihan Lokey"), conducted extensive diligence on the subject matter of each motion and application to, among other things, ascertain the effect that the relief requested would have on the Debtors, their businesses, the interests of the Debtors' unsecured creditors and the administration of these cases. These diligence efforts

included reviewing underlying documentation related to the applicable pleading and working with Houlihan Lokey to ensure that the Committee had a complete understanding of the impact that the relief requested in any given pleading would have on the Debtors' businesses and reorganization efforts.

27. In addition, Akin Gump, together with Houlihan Lokey, met and held conference calls with representatives of the Debtors and third parties in order to achieve amicable resolutions of the many issues that have arisen in these cases. As a result of these efforts, essentially all of the disputes that arose during the Compensation Period were consensually resolved, saving the Debtors' estates significant resources that would otherwise have been expended in protracted litigations.

28. Furthermore, Akin Gump monitored filings made with the U.S. Securities and Exchange Commission with respect to ownership in and transactions related to publicly traded interests in the Debtors. Akin Gump reviewed such filings to determine whether they might have any impact on the Debtors' unsecured creditors.

29. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it was able to address efficiently all issues relating to case administration that have arisen during the pendency of these chapter 11 cases.

(b) **Committee Meetings**

30. The Committee played an active role in the Debtors' chapter 11 cases during the Compensation Period. Akin Gump, together with Houlihan Lokey, coordinated all of the Committee's activities, including attending to member issues and setting agendas for Committee conference calls and in-person meetings. Specifically, during the Compensation Period, Akin Gump, together with Houlihan Lokey, held weekly conference calls with the full Committee. In

addition, Akin Gump had numerous conference calls with the Committee chair and other individual Committee members during the Compensation Period.

31. Prior to such meetings, Akin Gump reviewed and summarized each pending matter requiring the Committee's attention and all underlying documentation in connection therewith. Thereafter, Akin Gump discussed each of these matters with the Committee and assisted the Committee in formulating a position with respect to each pending matter.

32. Through the conference calls and correspondence described above, Akin Gump assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues that have arisen in these chapter 11 cases, to monitor closely the Debtors' management of these proceedings, and to reach independent conclusions on the merits of specific matters and the prospects of reorganization.

(c) **Court Hearings**

33. Akin Gump attorneys appeared a hearing held before this Court during the Compensation Period. In preparing for such hearing, Akin Gump reviewed all applicable motions and applications filed with the Court, including any responses thereto and, as noted above, provided the Committee with memoranda summarizing such motions and applications, which included the Committee's professionals' recommendations with respect to the relief requested by such motions and applications.

(d) **Claims Analysis**

34. During the Compensation Period, Akin Gump reviewed the revised preliminary claims register summary information provided by the Debtors and held conversations with the Debtors regarding the same. Additionally, Akin Gump reviewed, summarized and, together with Houlihan Lokey, provided the Committee with recommendations with respect to: (i) the Debtors' second and third omnibus claims objections and responses thereto, (ii) a motion filed by

the Fremont Building Company seeking allowance of an administrative expense claim for certain alleged postpetition expenses, and (iii) three motions by movants seeking to allow the filing of late proofs of claims relating to the alleged presence of “Chinese Drywall” in their homes.

(e) **Tax Issues**

35. During the Compensation Period, Akin Gump performed tax due diligence and research relating to tax status and structuring issues in connection with potential plan discussions.

(f) **Exclusivity/ Plan Process**

36. During the Compensation Period, Akin Gump reviewed the Debtors’ motion to extend its exclusive periods (the “Exclusivity Motion”) and engaged in discussions with the Debtors’ counsel and the pre-petition secured lenders’ counsel about the Exclusivity Motion. Akin Gump also prepared a memorandum for the Committee with respect to the Exclusivity Motion and discussed the Exclusivity Motion with the Committee.

37. During the Compensation Period, Akin Gump reviewed additional long-term financial projections provided by the Debtors. Despite the Committee’s and the Committee’s professionals repeated requests (as evidenced by the time records) to engage in plan discussions with the Debtors and the pre-petition secured lenders during the Compensation Period, the Committee was not provided with the term sheets for a plan of reorganization formulated by the Debtors and the pre-petition secured lenders nor were any plan discussions held with either constituency during the Compensation Period.

**ALLOWANCE OF COMPENSATION**

38. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore,

required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively, and economically, and the results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

39. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Administrative Fee Order.

40. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person "reasonable compensation for actual, necessary services rendered . . . ." Section 330(a)(3)(A), in turn, provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

41. The total time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period was 157.20 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

42. As shown by this application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time. In addition, Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$5,800.29 for which Akin Gump respectfully requests reimbursement in full.

43. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

44. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage, and certain other office services, since the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.10 per page for internal duplicating and does not charge for facsimile transmissions.

45. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

46. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period.

**WHEREFORE**, Akin Gump respectfully requests that this Court enter an order:

(a) approving the payment of \$73,080.40 (80% of \$91,350.50) for compensation for professional services rendered to the Committee during the Compensation Period;

(b) approving the reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the Compensation Period in the amount of \$5,800.29; and

(c) granting such other and further relief as this Court may deem just and proper.

Dated: May 28, 2009

Respectfully Submitted,

**AKIN GUMP STRAUSS HAUER & FELD LLP**

/s/ Lisa G. Beckerman  
Daniel H. Golden, Esquire (*Pro Hac Vice*)  
Lisa G. Beckerman, Esquire (*Pro Hac Vice*)  
One Bryant Park  
New York, New York 10036  
Telephone: 212.872.1000  
Facsimile: 212.872.1002

Co-Counsel to the Official Committee of Unsecured  
Creditors of WCI Communities, Inc., et al.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	)	Chapter 11
	)	
WCI Communities, Inc. <i>et al.</i> ,	)	Case No. 08-11643 (KJC)
	)	
Debtors.	)	(Jointly Administered)
	)	

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Objection Deadline: June 17, 2009, at 4:00 p.m.

**NOTICE OF EIGHTH MONTHLY FEE APPLICATION OF  
AKIN GUMP STRAUSS HAUER & FELD LLP**

**PLEASE TAKE NOTICE** that the Official Committee of Unsecured Creditors (the “Committee”) of WCI Communities, Inc. (“WCI”) and certain of its subsidiaries and affiliates (collectively with WCI, the “Debtors”), has today filed the attached *Eighth Monthly Application of Akin Gump Strauss Hauer & Feld LLP Co-Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period from April 1, 2009 through April 30, 2009* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Application must be made in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Committee Members (the “Administrative Order”) entered August 25, 2008 [Docket No. 201], and must be filed with the Clerk of the Court, and be served upon and received by: (i) Vivien Hastings, General Counsel of WCI, 24301 Walden Center Drive, Bonita Springs, FL 34134; (ii) Delaware counsel for the Debtors, Fox Rothschild LLP, Citizens Bank Center, 919 N. Market Street, Suite 1600, Wilmington, DE 19801, Attn: Jeffrey M. Schlerf, Esq.; (iii) counsel for the Debtors, White & Case LLP, Wachovia Financial

Center, 49th Floor, 200 South Biscayne Boulevard, Miami, Florida 33131-2352, Attn: Linda Leali, Esq.; (iv) counsel for the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Philip M. Abelson, Esq.; (v) Delaware counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Timothy P. Cairns, Esq.; and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suit 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane Leamy, Esq.; (vii) counsel to Banc of America Securities LLC, Haynes and Boone, LLP, 901 Main Street, Suite 3100, Dallas, TX 75202, Attn: Stephen M. Pezanosky, Esq.; (viii) counsel to Wachovia Capital Markets, LLC, Davis, Polk, & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Timothy Graulich, Esq.; (ix) counsel to Law Debenture Trust Company, Pryor Cashman LLP, 410 Park Avenue, New York, NY 10022, Attn: Tina N. Moss, Esq.; and (x) counsel to The Bank of New York Mellon, Emmet Marvin & Martin LLP, 120 Broadway, New York, NY 10271, Attn: Edward Zujkowski, Esq. (collectively, the “Notice Parties”) so as to be received no later than **June 17, 2009 at 4:00 p.m. (ET)** (the “Objection Deadline”). Only those objections that are timely filed, served, and received will be considered by the Court.

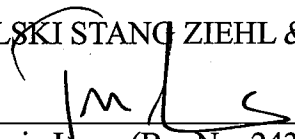
**PLEASE TAKE FURTHER NOTICE** that if an objection is timely filed, served, and received and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be held at a time convenient to the Court.

**PLEASE TAKE FURTHER NOTICE** that in accordance with the Administrative Order, if no objection is timely filed, served, and received by the Objection Deadline, the Debtors are authorized to pay Akin Gump Strauss Hauer & Feld an amount equal

to the lesser of (a) 80% of the fees and 100% of the expenses requested in the Application or (b) 80% of the fees and 100% of the expenses requested not subject to an objection without further notice or hearing.

Dated: May 28, 2009

PACHULSKI STANG ZIEHL & JONES LLP



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Laura Davis Jones (Bar No. 2436)  
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and

AKIN GUMP STRAUSS HAUER & FELD LLP  
Daniel H. Golden, Esquire  
Lisa G. Beckerman, Esquire  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 872-1000  
Facsimile: (212) 872-1002

Co-Counsel to the Official Committee of Unsecured  
Creditors of WCI Communities, Inc., et al.

# EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11 Cases	
	)	Case No. 08-11643 (KJC)	
WCI COMMUNITIES, INC., <u>et al.</u> , <sup>1</sup>	)	Jointly Administered	
	)		
Debtors.	)		
	)		

**AFFIRMATION**

LISA G. BECKERMAN respectfully states and affirms:

1. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices for the practice of law at One Bryant Park, New York, New York 10036. Akin Gump has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of WCI Communities, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors").

2. This affirmation is submitted pursuant to Bankruptcy Rule 2016(a) in support of Akin Gump's application for an interim payment of \$73,080.40 (80% of \$91,350.50) of fees and \$5,800.29 for reimbursement of expenses for services rendered during the period from April 1, 2009 through and including April 30, 2009.

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<sup>1</sup> A list of the Debtors and their tax identification numbers is located on the docket for Case No. 08-11643 (KJC) and <http://chapter11.epiqsystems.com/wcicomunities>.

3. I have reviewed the requirements of rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and submit that the Application substantially complies with such rule.

4. All services for which compensation is requested by Akin Gump were professional services performed for and on behalf of the Committee and not on behalf of any other person.

5. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

6. In accordance with Title 18 U.S.C. § 155, neither I nor any member or associate of my firm has entered into any agreement, express, or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

7. In accordance with section 504 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.

/s/ Lisa G. Beckerman

**LISA G. BECKERMAN**

Dated: New York, New York  
May 28, 2009

# **EXHIBIT B**

AKIN GUMP  
STRAUSS HAUER & FELD LLP

Attorneys at Law

WCI COMMUNITIES CREDITORS COMMITTEE  
ATTN: VIVIEN N. HASTINGS  
24301 WALDEN CENTER DRIVE  
BONITA SPRINGS, CA 34134

Invoice Number 1253473  
Invoice Date 05/12/09  
Client Number 686759  
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/09 :

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	17.70	\$8,344.00
0003 Akin Gump Fee Application/Monthly Billing Reports	12.50	\$5,390.00
0004 Analysis of Other Professionals Fee Applications/Reports	7.30	\$2,293.50
0005 Review/Preparation of Schedules, Statements	0.80	\$336.00
0007 Creditors Committee Meetings	19.30	\$11,954.00
0008 Court Hearings	4.40	\$2,587.50
0009 Financial Reports and Analysis	4.50	\$3,350.50
0011 Executory Contracts/License Agreements	9.20	\$4,945.00
0012 General Claims Analysis/Claims Objections	24.30	\$14,131.00
0013 Analysis of Pre-Petition Transactions	2.50	\$2,312.50
0015 Analysis of Secured Claims/Adequate Protection Issues	0.20	\$185.00
0016 Lift Stay Litigation	0.50	\$462.50
0017 General Adversary Proceedings	9.20	\$6,079.50
0018 Tax Issues	11.30	\$5,428.00
0020 Real Estate Issues/Leases	6.60	\$3,609.00
0021 Exclusivity	8.20	\$5,600.50
0022 Plan, Disclosure Statement and Plan Related Documentation	9.20	\$7,992.50
0024 Asset/Stock Transaction/Business Liquidations	7.60	\$5,647.50
0025 Travel	0.80	\$424.00
0030 Committee Website/Information Agent Retention	1.10	\$278.00
TOTAL	157.20	\$91,350.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/01/09	LGB	0002 Email Tracz re equity committee (.1).	0.10
04/01/09	RLB	0002 Pulled claims pleadings for J. Sturm (.2)	0.20
04/01/09	JYS	0002 Review form 4s filed by officers/directors (.5).	0.50
04/02/09	DK	0002 Review case docket (.3); Update to-do list (.8).	1.10
04/02/09	JYS	0002 Review and revise Committee member expense application(.6); office conference with L. Beckerman re same (.2); telephone conference with J. Rosado re revisions to same (.2).	1.00
04/03/09	BDG	0002 review 3/27-4/3 docket update (.1).	0.10
04/03/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.3).	0.60
04/06/09	LGB	0002 Review email from Geldert re agenda for 4/7/09 call (.1); respond to same (.1); review email from Gissinger re same (.1); respond to same (.1).	0.40
04/06/09	RLB	0002 Pulled pleading for J. Sturm (.1)	0.10
04/07/09	LGB	0002 Email Green/Jankowsky re Chinese drywall legislation (.1); review articles re same (.2; email HLHZ re same (.1); review response from Gissinger (.1); email Committee re same (.1); review US House/US Senate bills re Chinese dry wall (.7).	1.30
04/07/09	MM	0002 Obtain and forward legislation re Chinese drywall (S. Res. 91; H.R. 1977).	0.40
04/07/09	KGK	0002 Coordinate research on H.R. 1977 and S. Res. 91.	0.40
04/07/09	JYS	0002 Update to do list.	0.30
04/08/09	JYS	0002 Correspondence with J. Rosado re iStar expense report (.1).	0.10
04/08/09	JYS	0002 Review docket.	0.20
04/10/09	BDG	0002 review 4/3 - 4/10 docket report (.1).	0.10
04/10/09	DK	0002 Review case docket (.2); Prepare and distribute docket report (.3).	0.50
04/13/09	LGB	0002 Review email from Geldert re agenda (.1); respond to same (.1).	0.20
04/13/09	JYS	0002 Office conference with B. Geldert re pending matters (.1); review docket (.4).	0.50
04/14/09	LGB	0002 Review email from Geldert re agenda (.1); respond to same (.1); o/c Sturm re upcoming motions (.2); t/c Averch re same (.3).	0.70
04/14/09	RLB	0002 Pulled pleadings from docket for J. Sturm (.3)	0.30
04/14/09	JYS	0002 Review pending motions (.4); office conference with L. Beckerman re same (.3).	0.70
04/14/09	JYS	0002 Telephone conference with B. Geldert re pending matters (0.2).	0.20
04/16/09	LGB	0002 Email Lewis re Chinese wall board/Lonestar bid materials (.1); review response (.1).	0.20
04/17/09	BDG	0002 Review 4/10- 4/17 docket report (0.2).	0.20
04/17/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.2).	0.50
04/20/09	LGB	0002 Review email from Geldert re agenda (.1); respond to same (.1); review email from Gissinger re same (.1).	0.30
04/20/09	BDG	0002 Call w/Debtors re sale process, claims analyses (1.5); review documents to prepare for call (.5).	2.00
04/20/09	RLB	0002 Updated case calendar (.4)	0.40
04/21/09	RLB	0002 Updated contact list (.2)	0.20
04/21/09	JYS	0002 Office conference with L. Beckerman re pending matters.	0.20
04/21/09	JYS	0002 Updating contact lists (.3); distribute same to Committee (.2).	0.50
04/24/09	BDG	0002 Review 4/20-4/24 docket report (.1).	0.10
04/24/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.2).	0.50
04/24/09	RLB	0002 Looked up hearing dates for B. Geldert (.4)	0.40
04/27/09	LGB	0002 Review email Geldert re agenda (.1); review email from Gissinger re same (.1).	0.20
04/27/09	BDG	0002 Confer JS re various pending motions (.2); o/c LB re same (.2).	0.40
04/27/09	RLB	0002 Created list of pending motions for J. Sturm (.4)	0.40
04/27/09	JYS	0002 Review docket (.4); correspondence with B. Geldert re pending motions (.6).	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/30/09	HBJ	0002 Review communications re discussions between parties and upcoming meetings.	0.20
04/01/09	LGB	0003 Review email from Sprofera re February bill expenses (.1); review email from Geldert re same (.1).	0.20
04/01/09	PJS	0003 Prepare Committee application.	0.30
04/01/09	BDG	0003 confer M. Brown re expense query (.1).	0.10
04/02/09	LGB	0003 Review and comment on pre bill for March (.7).	0.70
04/02/09	PJS	0003 Review and prepare documents re fee application.	1.20
04/07/09	LGB	0003 Review March invoice (.1); email Sturm, Sprofera and Geldert re same (.1); email Heyman/Gold re same (.1).	0.30
04/07/09	PJS	0003 Review and prepare documents re fee application.	1.10
04/17/09	PJS	0003 Review and prepare documents re fee application.	2.80
04/17/09	JYS	0003 Preparing WCI March fee application (.7);	0.70
04/20/09	LGB	0003 Review email from Geldert re monthly fee application (.1).	0.10
04/20/09	JYS	0003 Prep March fee application (.9); office conference with B. Geldert re same (.1).	1.00
04/21/09	LGB	0003 Review March interim fee application (.4); o/c Sturm re same (.1).	0.50
04/21/09	BDG	0003 Review and revise 7th fee application (.6).	0.60
04/21/09	JYS	0003 Revise March fee application (.6); coordinate filing of same (.4).	1.00
04/27/09	BDG	0003 Review fee auditor report (.3).	0.30
04/27/09	JYS	0003 Review of fee auditor's letter (.5); office conference with B. Geldert re same (.2).	0.70
04/29/09	BDG	0003 O/c LB and JS re examiner report (.4); follow up emails w/team re same (.2).	0.60
04/30/09	JYS	0003 Prep of response to fee auditor.	0.30
04/21/09	LGB	0004 Email Sturm/Geldert re Bayard final fee application (.1).	0.10
04/27/09	LGB	0004 Review email from Lewis re HLHZ interim fee applications (.1); respond to same (.1).	0.20
04/28/09	RLB	0004 Created final fee application summary of Bayard for J. Sturm (.8)	0.80
04/28/09	JYS	0004 Bayard Fee Application Summary (.5); correspondence with B. Geldert re same (.2).	0.70
04/29/09	KB	0004 Confered with J. Sturm re Bayard final fee application (.1); started checking Bayard fee application against monthly fee applications (.4).	0.50
04/29/09	JYS	0004 Prepare Bayard final fee app summary (0.5).	0.50
04/30/09	LGB	0004 Review summary of Bayard final fee application (.2).	0.20
04/30/09	BDG	0004 Review summary of Bayard final fee application (0.3).	0.30
04/30/09	KB	0004 Confered with J. Sturm re Bayard's final fee application (.3); reviewed same (3.0).	3.30
04/30/09	JYS	0004 Office conference with K. Bernath re Bayard final fee application (.3); correspondence with B. Geldert re same (.3); office conference with L. Beckerman re same (.1).	0.70
04/22/09	JYS	0005 Office conference with K. Bernath re prep of summary of schedules and statements (.3); prep of same (.2); correspondence with K. Bernath re same (.3).	0.80
04/01/09	LGB	0007 T/C professionals (.3); t/c Committee (.6).	0.90
04/01/09	BDG	0007 Attend and participate in weekly committee calls (.8).	0.80
04/01/09	JYS	0007 Prep for Committee call (.3); professional pre call (.3); Committee call (.5); follow up with AG team re pending matters (.2).	1.30
04/06/09	BDG	0007 Attend to agenda for 4/7 meeting (.3).	0.30
04/06/09	JYS	0007 Correspondence with B. Geldert re Committee call (.2); prep for same (.2).	0.40
04/07/09	LGB	0007 T/C Committee (.7).	0.70
04/07/09	BDG	0007 Attend and participate in weekly calls (.8).	0.80
04/07/09	JYS	0007 Committee call (.7); professional precall (.2).	0.90
04/13/09	BDG	0007 Attend to agenda for Wednesday calls (0.2).	0.20
04/14/09	JYS	0007 Prep for 4/15 Committee call.	0.30
04/15/09	LGB	0007 Attend professionals pre call (.3); attend committee call (1.2).	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/15/09	BDG	0007 Attend and participate in weekly Committee calls (0.6).	0.60
04/20/09	BDG	0007 Attend to agenda for weekly call (.3).	0.30
04/21/09	BDG	0007 Finalize and circulate agenda (.1).	0.10
04/21/09	JYS	0007 Prep for 4/22 Committee call.	0.50
04/22/09	LGB	0007 Attend professionals pre call (.3); t/c Committee (1.5).	1.80
04/22/09	BDG	0007 Attend weekly Committee call (.7); prepare for same (.3).	1.00
04/22/09	JYS	0007 Committee call (1.2); prep for same (.2); professional precall (.3); follow-up meeting with AG team re pending matters (.2).	2.00
04/24/09	JYS	0007 Telephone conference responding creditor inquiry.	0.40
04/27/09	BDG	0007 Attend to agenda re weekly call (.3); confer HLHZ and LB re same (.2).	0.50
04/28/09	LGB	0007 Attend professionals pre call (.3); attend committee call (.8).	1.10
04/28/09	BDG	0007 Attend and participate on weekly calls (.9).	0.90
04/28/09	JYS	0007 Committee call (.8); prep for call (.4); Professional pre-call (.3)	1.50
04/29/09	BDG	0007 Confer member re call (.1).	0.10
04/30/09	LGB	0007 Review emails from Altshul, Schessler, Pulvino re call (.1); email Moss, Bice, Copeland, Lieberman re Committee call (.1); email Sturm re same (.1); email Committee re same (.1).	0.40
04/03/09	LGB	0008 Review agenda for 4/7 hearing (.2).	0.20
04/03/09	RLB	0008 Created hearing index and binder for 4-7 hearing (.5)	0.50
04/03/09	JYS	0008 Review Agenda for 4/7 hearing (.2); coordinate prep of hearing binder (.2).	0.40
04/06/09	JYS	0008 Coordinate prep of hearing binder (.1); office conference with B. Geldert preparing for hearing (.1).	0.20
04/07/09	LGB	0008 Email Geldert re hearing (.1); review response to same (.1).	0.20
04/07/09	BDG	0008 Prepare for and attend hearing (1.2); draft summary for committee (.4); confer LB re same (.1).	1.70
04/08/09	LGB	0008 Review email from Geldert re 4/7 hearing (.1).	0.10
04/08/09	JYS	0008 Correspondence with B. Geldert re hearing outcome.	0.20
04/27/09	LGB	0008 O/C Geldert re 4/30 hearing (.1).	0.10
04/28/09	LGB	0008 T/C Brown re 4/30 hearing (.1); email Oberholzer re same (.1); review notice of agenda for 4/30 hearing (.2).	0.40
04/28/09	BDG	0008 Review hearing agenda (.1).	0.10
04/29/09	LGB	0008 Email Brown re 4/30 hearing (.1); review email from Brown re same (.1); email Cairns re same (.1).	0.30
04/01/09	LGB	0009 Review weekly financial report (.4); t/c Tallerico re same (.1).	0.50
04/01/09	BDG	0009 review HLHZ weekly operating report (.3)	0.30
04/06/09	LGB	0009 Review weekly financial report (.3).	0.30
04/06/09	BDG	0009 Review HLHZ weekly performance report (.2).	0.20
04/15/09	LGB	0009 Review weekly financial report (.3); review monthly operating report (.3).	0.60
04/15/09	BDG	0009 Review HLHZ performance memo (0.2); review implementation order re Le Jardin sale; confer LB and MB re same (0.3); review report on postpetition intercompany claims (0.2); review and circulate MDR (0.2).	0.90
04/17/09	LGB	0009 Review intercompany claims report for February (.4); review non-debtor intercompany claims report (.1).	0.50
04/17/09	BDG	0009 Review non-debtor intercompany transfer report (0.2).	0.20
04/21/09	LGB	0009 Review weekly financial report (.3).	0.30
04/28/09	LGB	0009 Review weekly financial report (.3).	0.30
04/28/09	BDG	0009 Review HLHZ weekly performance memo (.2).	0.20
04/28/09	JYS	0009 Review Operating Report.	0.20
04/01/09	LGB	0011 Review objection by Bank of America to rejection motion (.2).	0.20
04/02/09	LGB	0011 Review Debtors' reply to Bank of America's objection (.2).	0.20
04/02/09	BDG	0011 Confer Debtors re National City - Fremont motions (.2).	0.20
04/02/09	JYS	0011 Review and summarize Ninth Rejection Motion.	0.90
04/06/09	BDG	0011 confer w/Debtors re National City and Fremont motions (.2); call w/National City counsel (.2).	0.40
04/07/09	BDG	0011 correspondence w/counsel for National City (.2).	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/14/09	JYS	0011 Review and summarize Ninth Rejection motion (1.1); review and summarize Nation City Motion (1.5).	2.60
04/15/09	BDG	0011 Review letter to National City (0.3); t/c S. Delrahim re same (0.2).	0.50
04/16/09	LGB	0011 Review summary of 9th motion to reject contracts/leases (.2); review summary of NatCity motion to compel assumption of leases of equipment (.2).	0.40
04/16/09	BDG	0011 Review and revise memos to Committee re National City motion (0.6) and omnibus rejection motion (0.3).	0.90
04/17/09	BDG	0011 T/c with S. Delrahim re Fremont motion (0.2).	0.20
04/24/09	LGB	0011 Review language to order re 9th omnibus motion to reject contracts leases (.1); email Geldert re same (.1); review motion to reject NatCity lease of personal property (.2); review 10th omnibus motion to reject contract/leases (.2).	0.60
04/24/09	BDG	0011 Discussions w/S. Delrahim re Cypress Island response to 9th rejection motion (.2); confer LB re same (.1); review motion to reject National City leases (.3); review 10th omnibus rejection motion and confer HLHZ re same (.3).	0.90
04/29/09	BDG	0011 Emails w/HLHZ re 10th rejection motion (.1).	0.10
04/29/09	JYS	0011 Summarize 10th Omnibus objection motion (0.9).	0.90
04/01/09	LGB	0012 Email Geldert re 2nd/3rd claims objections/summary re same (.1); review response from Geldert re same (.1).	0.20
04/01/09	BDG	0012 Confer LB (.1) and JS (.2) re two omnibus claims objections.	0.30
04/01/09	JYS	0012 Review and summarize second and third claims objections (1.1); correspondence with B. Geldert re same (.2).	1.30
04/02/09	LGB	0012 Review 2nd omnibus objection to claims (.2); review 3rd omnibus objection to claims (.3).	0.50
04/02/09	BDG	0012 review second and third omnibus claims objections and revise summary for committee (.5).	0.50
04/02/09	JYS	0012 Review Omnibus claims objection summary.	0.30
04/02/09	JYS	0012 Review claims objection summary.	0.20
04/03/09	LGB	0012 Email Sturm re Nelson motion (.1); email Nelson re same (.1); review email from Geldert re 2nd/3rd omnibus claims objections (.1).	0.30
04/03/09	BDG	0012 review analysis of claims pool (.3)/	0.30
04/09/09	LGB	0012 Review email from Rinaldi re claims analysis (.1); respond to same (.1).	0.20
04/13/09	LGB	0012 Review email from Rinaldi re call (.1); respond to same (.1).	0.20
04/13/09	BDG	0012 Confer team re claims analysis (0.2).	0.20
04/14/09	LGB	0012 Review claims estimation analysis report (.3); t/c Gumbs, Brown, Leili, Gissinger re claims estimation (.6); email Committee re same (.1).	1.00
04/14/09	BDG	0012 Review claims estimation analysis (0.6).	0.60
04/14/09	JYS	0012 Review and summarize Fremont Administrative Expense Claim Motion (1.4).	1.40
04/14/09	JYS	0012 Review WCI claims estimating presentation (.3); call with W&C, L. Beckerman and FTI re same (.7); follow up office conference with L. Beckerman re same (.2).	1.20
04/15/09	LGB	0012 put together list of debtors where need more detailed claims information and email Leali/Gumbs/Rinaldi re same (.5); review email from Gumbs re same (.1).	0.60
04/16/09	BDG	0012 Review analysis packet re claims in advance of call (1.1).	1.10
04/16/09	JYS	0012 Review and summarize Fremont motion (.9); correspondence with B. Geldert re same (.2).	1.10
04/17/09	LGB	0012 Review responses filed by Godfrey. Hall, FPUC to claims objection.	0.40
04/17/09	JYS	0012 Office conference with B. Geldert re Fremont Motion (.2); telephone conference with S. Delrahim re same (.3); revising Fremont motion recommendation (.5).	1.00
04/20/09	LGB	0012 Review Field's motion to file late claim (.2); response to 3rd objection to claims filed by the Talerico's (.2); review motion summary re Fremont administrative claim request (.2).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/20/09	BDG	0012 Review and revise memo to Committee re Fremont admin claim (.3).	0.30
04/20/09	JYS	0012 Review Fremont Admin Claim Motion (.2); office conference with B. Geldert re same (.2); correspondence with B. Geldert re same (.2).	0.60
04/21/09	LGB	0012 Review revised claims estimate (.1); review claims analysis by debtor (.3).	0.40
04/21/09	BDG	0012 Correspondence w/team re ADR Data Room (.2); review claims estimation detail (.3).	0.50
04/21/09	JYS	0012 Review revised claim estimation analysis.	0.30
04/22/09	LGB	0012 Review response from French to claims objection (.2); review response from Duffy to claims objection (.1); review response from DeStefano to claims objection (.1)	0.40
04/23/09	LGB	0012 Review response to claims objection to Randall Berinhout (.2); review debtors' objection to Fremont building's motion (.2); review joinder to same (.1); t/c Sturm re same (.1).	0.60
04/23/09	BDG	0012 Review Debtors' objection to Fremont motion, including primary cases (.6); review joinder (.1); o/cs LB and JS re same (.2); confer JS re ADR Data room (.2).	1.10
04/23/09	JYS	0012 Review Fremont objection (.3); preparing joinder to same (.4); office conference with B. Geldert re same (.2); coordinating filing of same (.2).	1.10
04/24/09	LGB	0012 Review response to objection by Park (.1); review response to objection by Schiffrin (.1); review response by Heine (.1).	0.30
04/24/09	BDG	0012 Review proposed FPU settlement.	0.50
04/25/09	LGB	0012 Review FPU settlement (.1); email Geldert re same (.1).	0.20
04/28/09	LGB	0012 Review motion to allow Chinese Drywall claims to be filed late (.1).	0.10
04/29/09	BDG	0012 Confer S. Delrahim re 2 motions relating to Chinese Drywall claims (.2); o/c JS re same (.2).	0.40
04/29/09	JYS	0012 Review and summarize Fields Late Claim motion (1.1); t/c w/B. Geldert re same (0.2).	1.30
04/29/09	JYS	0012 Review and summarize Florida Chinese Drywall Plaintiffs' motion (0.7); correspondence with S. Delrahim re same (0.4); o/c with B. Geldert re same (0.1).	1.20
04/30/09	LGB	0012 Rev summaries of Fields late claim motion (.1); review Chinese Drywall plaintiffs motion to file late claim (.1); review tenth rejection motion (.2).	0.40
04/30/09	BDG	0012 Review and revise summaries to Committee re Z motions relating to Chinese Drywall claims (0.5).	0.50
04/30/09	JYS	0012 Review late filed claims motions (.2); revise same (.2); prep for circulation to Committee (.2).	0.60
04/05/09	LGB	0013 Review appraisals/information properties involved in alleged preferences (1.0).	1.00
04/06/09	LGB	0013 T/C Gissinger/Lewis re valuation of parcels concerning potential preferences (.5); email Gissinger/Lewis re same (.1); review response from Gissinger re same (.1).	0.70
04/17/09	LGB	0013 T/C Brown re avoidance actions (.6).	0.60
04/19/09	LGB	0013 Email Lewis re appraisal information (.1); respond to same.	0.20
04/28/09	LGB	0015 Review email from Pezanosky re challenge period extension request (.1); respond to same (.1).	0.20
04/14/09	LGB	0016 Review Watermark motion for relief from the automatic stay (.5).	0.50
04/02/09	JYS	0017 Review of ADR data room.	1.30
04/03/09	JYS	0017 Coordinating review of ADR data room.	0.20
04/06/09	LGB	0017 Review ADR database information/claims (2.0).	2.00
04/06/09	JYS	0017 Review ADR data room.	1.40
04/07/09	LGB	0017 Review ADR files/claims (1.0); review Legend Yacht Club objection to ADR organizations list (.1).	1.10
04/13/09	JYS	0017 Review of Motto ADR objections.	0.20
04/16/09	LGB	0017 Review Chinese wall/board presentation (.3).	0.30
04/20/09	LGB	0017 Email Averch/Brown re Chinese Drywall presentation (.1); review	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
04/20/09	BDG	0017	response to same (.1). Correspondence w/S. Delrahim re FDEP (.1).	0.10
04/21/09	LGB	0017	O/C Sturm re ADR data room (.1); review email from Sturm re same (.1); review response to same from Garsich (.1).	0.30
04/21/09	JYS	0017	Correspondence with W&C re ADR data room.	0.30
04/22/09	LGB	0017	Review email from Sturm re ADR data room (.1); respond to same (.1).	0.20
04/22/09	BDG	0017	Review ADR documents and correspondence re same (.3).	0.30
04/22/09	JYS	0017	Telephone conference with R. Gorsich re ADR procedure (.3); office conference with B. Geldert re same (.1); email to AG team re same (.2).	0.60
04/30/09	LGB	0017	Email Sturm re ADR data room (.1); review response to same (.1).	0.20
04/30/09	JYS	0017	Correspondence with L. Beckerman re ADR status (.1); telephone conference with R. Gorsich re same (.1); review of ADR data room (.3).	0.50
04/01/09	SLN	0018	Review tax returns.	2.40
04/02/09	HBJ	0018	Review materials to prepare for possible call.	0.30
04/02/09	SLN	0018	Review tax returns.	2.20
04/03/09	LGB	0018	Review spreadsheet (.2); t/c Pezanosky, Jacobson, Bezozo and Jones re tax issues/plan issues (.8); t/c Jacobson re same (.2); review email from Jacobson re 5 yr carry back (.1).	1.30
04/03/09	HBJ	0018	Review and modify Haynes & Boone schedule for call (0.3); call with L. Beckerman, S. Pezanosky, K. Bezozo and B. Jones re tax implications of restructuring (0.7); follow-up discussion on restructuring issues with L. Beckerman (0.2).	1.20
04/06/09	HBJ	0018	Review tax status and structure issues with S Naegel (0.5).	0.50
04/06/09	SLN	0018	Review tax due diligence documents and spreadsheet.	2.10
04/20/09	LGB	0018	Review tax basis information (.1).	0.10
04/20/09	HBJ	0018	Review tax basis materials.	0.20
04/20/09	SLN	0018	Review tax basis spreadsheet.	0.60
04/24/09	HBJ	0018	Meet with L. Beckerman re case status.	0.10
04/30/09	SLN	0018	Review tax summary from D. Gissinger.	0.30
04/01/09	BDG	0020	review BALC objection to rejection motion (.2).	0.20
04/02/09	BDG	0020	confer HLHZ re Ninth Omnibus rejection motion (.2).	0.20
04/11/09	BDG	0020	Review CESC lease and sublease assumption motions (.6); confer HLHZ re same (.2).	0.80
04/13/09	JYS	0020	Review and summarize NE headquarters assumption motion (1.3); review and summarize CESC assumption agreement and assumption motion (1.5).	2.80
04/14/09	LGB	0020	Review motion to assume lease re office space in Danbury, Ct. (.3); review motion to assume and assign sublease and related lease motion (.3).	0.60
04/14/09	JYS	0020	Revising NE headquarters assumption motion summary.	0.50
04/16/09	LGB	0020	Review summary of motion to assume and assign CESC lease/ sublease (.3); o/c Sturm re same (.1); review summary of motion to assume office lease in Danbury (.2).	0.60
04/16/09	BDG	0020	Review and revise memos to Committee re CESC lease and sublease assumption motions (0.9).	0.90
04/02/09	LGB	0021	Review exclusivity motion (.3).	0.30
04/02/09	BDG	0021	Review exclusivity motion (.3).	0.30
04/06/09	LGB	0021	Email Pezanosky re exclusivity motion objection deadline (.1); review email from Pezanosky re same (.1); review email from Lauria re same (.1); review email from Pezanosky re same (.1); respond to same (.1).	0.50
04/06/09	BDG	0021	Review correspondence re exclusivity (.1).	0.10
04/07/09	LGB	0021	Email Lauria re extension of exclusivity motion objection deadline (.1); review response re same (.1).	0.20
04/08/09	LGB	0021	Review email from Geldert re adjourning exclusivity motion/objection date (.1); respond to same (.1); review email from Gissinger re same (.1).	0.30
04/08/09	JYS	0021	Review Committee professionals' correspondence re extensions of	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
04/10/09	BDG	0021	exclusivity. Confer w/team re exclusivity (.10).	0.10
04/14/09	LGB	0021	Review email from Geldert re adjournment of exclusivity period (.1); review email from Brown re same (.1).	0.20
04/14/09	JYS	0021	Telephone conference with T. Cairns re procedure for adjourning exclusivity motion (.2); office conference with L. Beckerman re same (.2).	0.40
04/20/09	JYS	0021	Review and summarize Second Exclusivity Motion (.8); office conference with B. Geldert re same (.1).	0.90
04/25/09	LGB	0021	Email Pezanosky re exclusivity motion (.1).	0.10
04/26/09	BDG	0021	Confer LB re exclusivity and analysis of options presented (.5).	0.50
04/27/09	LGB	0021	Review memo re exclusivity motion (.4); o/c Sturm re same (.1); email HLHZ re same (.3); review response from Gissinger re same (.1); review email from Pezanosky re exclusivity motion (.1); review email from Hilty re same (.1); revise summary re same (.2); review email from Brown re same (.1); review email from Geldert re same (.1); respond to email from Brown (.5).	2.00
04/27/09	BDG	0021	Revising memo to Committee re exclusivity (.7); discussions w/LB re same (.3).	0.30
04/27/09	JYS	0021	Correspondence with B. Geldert re exclusivity extension motion (.3); office conferences with L. Beckerman re same (.3); revise same (.5).	1.10
04/28/09	LGB	0021	Review email from Brown re Banks' agreement to adjournment of the exclusivity motion (.1).	0.10
04/28/09	BDG	0021	Correspondence w/Debtors and team re exclusivity (.2).	0.20
04/29/09	LGB	0021	Review email from Brown re adjournment of exclusivity motion (.1); respond to same (.1).	0.20
04/29/09	BDG	0021	Numerous emails w/LB, HLHZ and W&C re exclusivity and plan term sheet (.2).	0.20
04/01/09	LGB	0022	T/C to Lauria re plan process (.1).	0.10
04/06/09	LGB	0022	Email Averch/Lauria/Qusba/Gumbs re meeting with committee/plan process (.1); t/c Lauria re plan process (.5); review email from Lauria re same (.1); respond to same (.1).	0.80
04/08/09	BDG	0022	confer MB (.1) and team (.2) re exclusivity proposal; t/c MB re same (.2).	0.50
04/15/09	LGB	0022	Email HLHZ re 2011 on projections (.1); email Pezanosky/Albergotti re plan process (.1); review email from Albergotti re same (.1); review email from Lewis re 2011 on projections (.1).	0.40
04/20/09	LGB	0022	Email Lauria re plan term sheet/exclusivity (.2).	0.20
04/21/09	LGB	0022	Review 5 yr emergence plan assumptions/projections (1.2).	1.20
04/22/09	LGB	0022	T/C Lauria re plan process (.5).	0.50
04/24/09	LGB	0022	T/C Pezanosky re plan process/exclusivity (.3); t/c Gissinger re same (.2); review email from Gissinger with call from Lazard (.1); respond to same (.1); email Lauria re same (.1).	0.80
04/28/09	LGB	0022	Review email from Pezanosky re plan term sheet (.1); respond to same (.1); review email from Gissinger re same (.1).	0.30
04/29/09	LGB	0022	Review email from Lauria re plan negotiations/May 7 meeting (.2); respond to same (.2); review response to same (.1); respond to same (.2); review response to same (.1); respond to same (.1); email HLHZ/Akin re meeting on May 7th (.1); review response from Hilty (.1); respond to same (.1); review email from Preiser re May 7 meeting (.1); respond to same (.1); review email from Jacobson re May 7 meeting (.1); respond to same (.1).	1.60
04/30/09	LGB	0022	Review email from Golden re May 7 plan negotiations (.1); respond to same (.1); t/c Heyman re plan negotiations (.3); email HLHZ re same (.1); review email from Gissinger re call with Goldstein re plan (.2); respond to same (.1); email committee re plan negotiations/May 7 meeting (.2); t/c Pezanosky re 5/5 meeting/plan process (.3); email	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/30/09	SBK	0022 HLHZ /Akin re same (.1). TC w/Beckerman re update and next steps re plan term sheet (.50); Several emails re same (.40).	0.90
04/30/09	BDG	0022 Team conferences re plan term sheet (0.2); review and respond to email correspondence re same (0.2).	0.40
04/03/09	LGB	0024 Review LOI from Neilinger re Palliro/Marsala; (.2); email Houlihan re same (.1); review email from Gissinger re same (.1).	0.40
04/03/09	BDG	0024 review bid re Triburon (.2) and confer team re same.	0.20
04/14/09	LGB	0024 Review notice of sale of miscellaneous assets (.1).	0.10
04/15/09	LGB	0024 Review implementation order re LeJardin (.1); review email from Geldert re same (.1); respond to same (.1).	0.30
04/16/09	LGB	0024 Review analysis re Lonestar bid (.2).	0.20
04/16/09	BDG	0024 Review Lonestar analysis (0.5).	0.50
04/17/09	LGB	0024 Review documents re NVR sale (.3)	0.30
04/17/09	LGB	0024 T/C Fry, Leali, Perchick, HLHZ, Geldert, Gumbs re Chinese drywall, non-cap sales asset process, Lonestar bid, NVR bid (1.5).	1.50
04/17/09	BDG	0024 Review MAUS update (0.3).	0.30
04/17/09	BDG	0024 All hands call re claims analysis and sale update (1.5).	1.50
04/20/09	BDG	0024 Review appraisal summary (.2).	0.20
04/21/09	LGB	0024 Email from Gissinger re non-core asset sales (.1); respond to same (.1); review response to same (.1); respond to same (.1).	1.30
04/21/09	BDG	0024 Correspondence w/team re various sales (.2); review documents re sales (.6).	0.80
04/07/09	BDG	0025 Travel from hearing (Actual time - 1.6).	0.80
04/17/09	RLB	0030 Created web versions of motion summaries (.4); sent to GCG for posting to committee website (.1)	0.50
04/17/09	JYS	0030 Review motion summaries for posting to website (.2).	0.30
04/30/09	RLB	0030 Created web versions of motion summaries and sent to GCG for posting (.3)	0.30

Total Hours

157.20

# **EXHIBIT C**

**DISBURSEMENT SUMMARY**  
**APRIL 1, 2009 THROUGH APRIL 30, 2009**

Computerized Research/PACER Charges	\$1,013.48
Conference Call Charges	\$2,053.57
Courier Service/Postage	\$67.10
Duplicating (billed at \$0.10 per page)	\$11.80
Duplicating – Third Party (billed at cost)	\$116.78
Meals/Committee Meeting Expenses	\$1,611.82
Travel – Ground Transportation	\$650.74
Travel – Train Fare	\$275.00
<b>TOTAL</b>	<b>\$5,800.29</b>

# **EXHIBIT D**

**AKIN GUMP  
STRAUSS HAUER & FELD LLP**

Attorneys at Law

WCI COMMUNITIES CREDITORS COMMITTEE  
ATTN: VIVIEN N. HASTINGS  
24301 WALDEN CENTER DRIVE  
BONITA SPRINGS, CA 34134

Invoice Number 1253473  
Invoice Date 05/12/09  
Client Number 686759  
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/09 :

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>
11/21/08	Meals - Business 11/19/08 J Sturm VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800004; DATE: 11/21/2008	\$66.00
01/01/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; Off the Wall	\$48.00
01/03/09	Meals (100%) Weekend work; Lisa G. Beckerman; Meal in Office; Carmine's	\$50.00
01/05/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; Off the Wall	\$50.00
01/06/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; Carmine's	\$50.00
01/12/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 638897 DATE: 1/23/2009 Vendor: Executive Royal Voucher #: 107791 Date: 01/12/2009 Name: Jason Goldsmith  Car Service, Vendor: Executive Royal Voucher #: 107791 Date: 01/12/2009 Name: Jason Goldsmith	\$134.80
01/13/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; Off the Wall	\$50.00
01/14/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; Carmine's	\$50.00
01/18/09	Meals (100%) Weekend work; Lisa G. Beckerman; Meal in Office; Carmine's	\$50.00
01/21/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; Carmine's	\$50.00
01/26/09	Meals (100%) Late work; Lisa G. Beckerman; Meal in Office; The Frozen	\$50.00

01/31/09	Monkey Meals (100%) Weekend work; Lisa G. Beckerman; Meal in Office; The Kebab House	\$48.15
02/01/09	Meals (100%) Weekend work; Lisa G. Beckerman; Meal in Office; Carmine's	\$50.00
02/02/09	Meals (100%) L. Beckerman; In-office meal; Meals	\$50.00
02/04/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; The Kebab House	\$49.76
02/04/09	Travel - Ground Transportation Hearing in Delaware; Seacoast Cab	\$8.00
02/11/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; Off the Wall	\$50.00
02/12/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; The Frozen Monkey	\$50.00
02/16/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 360321 DATE: 2/27/2009 Vendor: Prime Time Voucher #: 46323 Date: 02/16/2009 Name: Lisa Beckerman  Car Service, Vendor: Prime Time Voucher #: 46323 Date: 02/16/2009 Name: Lisa Beckerman	\$71.05
02/16/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; Carmine's	\$50.00
02/17/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 360321 DATE: 2/27/2009 Vendor: Prime Time Voucher #: 45829 Date: 02/17/2009 Name: Lisa Beckerman  Car Service, Vendor: Prime Time Voucher #: 45829 Date: 02/17/2009 Name: Lisa Beckerman	\$122.05
02/18/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 360321 DATE: 2/27/2009 Vendor: Prime Time Voucher #: 59473 Date: 02/18/2009 Name: Lisa Beckerman  Car Service, Vendor: Prime Time Voucher #: 59473 Date: 02/18/2009 Name: Lisa Beckerman	\$72.58
02/21/09	Audio and Web Conference Services VENDOR: SOUNDPATH LEGAL CONFERENCING; INVOICE#: 2028874000-021409; DATE: 2/21/2009	\$23.49
02/21/09	Meals (100%) Weekend work; Lisa G. Beckerman; In-office meal; Carmine's	\$50.00
02/24/09	Meals (100%) Late work; Lisa G. Beckerman; In-office meal; The Frozen Monkey	\$49.22
02/24/09	Travel - Ground Transportation Delaware hearing.; Seacoast Cab	\$8.00

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02/26/09	Duplication - Off Site Print Client documents; Four Seasons Hotel - Las Vegas	\$116.78
03/07/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 360965 DATE: 3/13/2009 Vendor: Prime Time Voucher #: 87047 Date: 03/07/2009 Name: Lisa Beckerman  Car Service, Vendor: Prime Time Voucher #: 87047 Date: 03/07/2009 Name: Lisa Beckerman	\$71.05
03/11/09	Travel - Ground Transportation Taxi home from office.; NYC taxi receipt	\$12.19
03/12/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 485765 DATE: 3/15/2009 Beckerman Lisa - Sushi of Gari 46th) - 03/12/2009	\$28.67
03/12/09	Meals - Business 3/11/09 S Thibodeaux VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800019; DATE: 3/12/2009	\$80.96
03/15/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 361248 DATE: 3/20/2009 Vendor: Prime Time Voucher #: 86932 Date: 03/15/2009 Name: Lisa Beckerman  Car Service, Vendor: Prime Time Voucher #: 86932 Date: 03/15/2009 Name: Lisa Beckerman	\$71.05
03/16/09	Meals (100%) Overtime meal.; 1; Overtime meal.; Starbucks	\$10.85
03/17/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 489575 DATE: 3/22/2009 Bernath Kinga - Akdeniz - 03/17/2009	\$17.59
03/18/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E129 DATE: 3/21/2009 TRACKING #: 1Z02E52E0149754430; PICKUP DATE: 03/18/2009; SENDER: Lisa G. Beckerman/SJ; RECEIVER: Howard D. Altschul - Taberna Capital Management;	\$6.85
03/18/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E129 DATE: 3/21/2009 TRACKING #: 1Z02E52E0149282244; PICKUP DATE: 03/18/2009; SENDER: Lisa G. Beckerman/SJ; RECEIVER: James J. Vinceguerra - Wolfblock;	\$6.85
03/19/09	Meals (100%) VENDOR:	\$19.82

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	SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 489575 DATE: 3/22/2009 Bernath Kinga - FreeFoods NYC - 03/19/2009	
03/19/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E129 DATE: 3/21/2009 TRACKING #: 1Z02E52E0149709686; PICKUP DATE: 03/19/2009; SENDER: Lisa G. Beckerman/SJ; RECEIVER: Howard D. Altschul - Taberna Capital Management;	\$12.09
03/19/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E129 DATE: 3/21/2009 TRACKING #: 1Z02E52E0150317490; PICKUP DATE: 03/19/2009; SENDER: Lisa G. Beckerman/SJ; RECEIVER: James J. Vincequerra - Wolfblock;	\$12.09
03/19/09	Meals - Business 03/18/09 - SHALINDA THIBODEAUX VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800020; DATE: 3/19/2009 - CUSTOMER# F203380000	\$97.54
03/19/09	Meals - Business 03/18/09 - SHALINDA THIBODEAUX VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800020; DATE: 3/19/2009 - CUSTOMER# F203380000	\$178.28
03/21/09	Audio and Web Conference Services VENDOR: SOUNDPATH LEGAL CONFERENCING; INVOICE#: 2028874000-031409; DATE: 3/21/2009	\$8.34
03/22/09	Travel - Ground Transportation VENDOR: ROYAL DISPATCH SERVICES, INC INVOICE#: 641223 DATE: 3/27/2009 Vendor: Executive Royal Voucher #: RVS37371A8 Date: 03/22/2009 Name: Kinga Bernath  Car Service, Vendor: Executive Royal Voucher #: RVS37371A8 Date: 03/22/2009 Name: Kinga Bernath	\$66.97
03/23/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 490693 DATE: 3/29/2009 Sturm Joshua - Abigaels on Broadway - 03/23/2009	\$30.33
03/23/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 490693 DATE: 3/29/2009	\$21.43

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03/23/09	Bernath Kinga - Akdeniz - 03/23/2009 Travel - Ground Transportation Taxi home from office.; NYC Taxi receipt	\$13.00
03/23/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: MAR09- 5306250000206 DATE: 3/30/2009 PASSENGER: BECKERMAN LISA TICKET #: 8140827307 DEPARTURE DATE: 03/23/2009 ROUTE: NYP WIL NYP	\$37.00
03/23/09	Travel - Train Fare VENDOR: DINERS CLUB INVOICE#: MAR09- 5306250000206 DATE: 3/30/2009 PASSENGER: BECKERMAN LISA TICKET #: 7344535670 DEPARTURE DATE: 03/25/2009 ROUTE: NYP WIL NYP	\$238.00
03/24/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E139 DATE: 3/28/2009 TRACKING #: 1Z02E52E0149119420; PICKUP DATE: 03/24/2009; SENDER: Lisa G. Beckerman/jm; RECEIVER: James J. Vincequerra - Wolfblock;	\$9.57
03/24/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E139 DATE: 3/28/2009 TRACKING #: 1Z02E52E0151542851; PICKUP DATE: 03/24/2009; SENDER: Lisa G. Beckerman/JM; RECEIVER: Howard D. Altschul - Taberna Capital Management;	\$6.85
03/24/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E139 DATE: 3/28/2009 TRACKING #: 1Z02E52E0151542851; PICKUP DATE: 03/24/2009; SENDER: Lisa G. Beckerman/JM; RECEIVER: Howard D. Altschul - Taberna Capital Management;	\$2.72
03/24/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 490693 DATE: 3/29/2009 Sturm Joshua - Abigaels on Broadway - 03/24/2009	\$28.67
03/27/09	Meals (100%) 3/25/2008 - Shalinda Thibodeaux VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800021; DATE: 3/27/2009	\$136.55
03/31/09	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E149 DATE: 4/4/2009	\$10.08

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TRACKING #: 1Z02E52E0149889518;  
PICKUP DATE: 03/31/2009; SENDER:  
Lisa G. Beckerman/JM; RECEIVER:  
Thomas E. Lauria Esq - White & Case  
LLP;

04/03/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 33 page(s)	\$3.30
04/03/09	Computerized Legal Research - Other 1/1/09 - 3/31/09	\$687.68
	VENDOR: PACER SERVICE CENTER; INVOICE#: APR09AG0054; DATE: 4/3/2009 - Login ID: AG0054	
04/05/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 1 page(s)	\$0.10
04/05/09	Audio and Web Conference Services VENDOR: DERAVENTURES, INC; INVOICE#: 04001-54901-09; DATE: 4/5/2009	\$2,021.74
04/06/09	Duplication - In House Photocopy - Sturm, Joshua, NY, 12 page(s)	\$1.20
04/07/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: BECKERMAN LISA; Charge Type: COMBINED SEARCH COMPONENT; Quantity: 3.0	\$209.70
04/07/09	Computerized Legal Research - Lexis Service: NEXIS SERVICE; Employee: BECKERMAN LISA; Charge Type: COMBINED SEARCH COMPONENT; Quantity: 2.0	\$116.10
04/17/09	Duplication - In House Photocopy - Sprofera, Peter, NY, 1 page(s)	\$0.10
04/17/09	Duplication - In House Photocopy - Sprofera, Peter, NY, 1 page(s)	\$0.10
04/19/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 2 page(s)	\$0.20
04/19/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 2 page(s)	\$0.20
04/19/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 20 page(s)	\$2.00
04/20/09	Duplication - In House Photocopy - Sturm, Joshua, NY, 29 page(s)	\$2.90
04/21/09	Duplication - In House Photocopy - Sturm, Joshua, NY, 13 page(s)	\$1.30
04/25/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 4 page(s)	\$0.40

Current Expenses

\$5,800.29

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	17.70	\$8,344.00
0003 Akin Gump Fee Application/Monthly Billing Reports	12.50	\$5,390.00
0004 Analysis of Other Professionals Fee Applications/Reports	7.30	\$2,293.50
0005 Review/Preparation of Schedules, Statements	0.80	\$336.00
0007 Creditors Committee Meetings	19.30	\$11,954.00
0008 Court Hearings	4.40	\$2,587.50
0009 Financial Reports and Analysis	4.50	\$3,350.50
0011 Executory Contracts/License Agreements	9.20	\$4,945.00
0012 General Claims Analysis/Claims Objections	24.30	\$14,131.00
0013 Analysis of Pre-Petition Transactions	2.50	\$2,312.50
0015 Analysis of Secured Claims/Adcquate Protection Issues	0.20	\$185.00
0016 Lift Stay Litigation	0.50	\$462.50
0017 General Adversary Proceedings	9.20	\$6,079.50
0018 Tax Issues	11.30	\$5,428.00
0020 Real Estate Issues/Leases	6.60	\$3,609.00
0021 Exclusivity	8.20	\$5,600.50
0022 Plan, Disclosure Statement and Plan Related Documentation	9.20	\$7,992.50
0024 Asset/Stock Transaction/Business Liquidations	7.60	\$5,647.50
0025 Travel	0.80	\$424.00
0030 Committee Website/Information Agent Retention	1.10	\$278.00
TOTAL	<u>157.20</u>	<u>\$91,350.50</u>

**Total Amount of This Invoice**

**\$97,150.79**

**REMITTANCE COPY**

**Return with Payment**

WCI COMMUNITIES CREDITORS COMMITTEE  
ATTN: VIVIEN N. HASTINGS  
24301 WALDEN CENTER DRIVE  
BONITA SPRINGS, CA 34134

Invoice Number 1253473  
Invoice Date 05/12/09  
Client Number 686759  
Matter Number 0001

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FED I.D. NO. 75-1338644

If sending remittance via Postal Mail  
please remit to:

**AKIN GUMP STRAUSS HAUER & FELD LLP**  
Dept. 7247-6838  
Philadelphia, PA 19170-6838

If sending remittance via Overnight Courier  
please remit to:

**AKIN GUMP STRAUSS LB# 7247-6838**  
c/o Citibank Delaware Lockbox Operations  
1615 Brett Road  
New Castle, DE 19720

If sending remittance via Wire  
Please use the following instructions:

**AKIN GUMP STRAUSS HAUER & FELD LLP**  
**CITIBANK, NA**  
399 Park Avenue  
New York, NY 10022

Account #: 3044-7604  
ABA# 0210-0008-9  
Ref: 686759/0001, Invoice No. 1253473

(For wires originating outside the US reference Swift ID# CITIUS33)

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

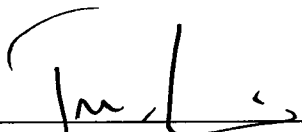
In re:	)	Chapter 11
	)	
WCI Communities, Inc. <i>et al.</i> ,	)	Case No. 08-11643 (KJC)
	)	
Debtors.	)	(Jointly Administered)
	)	

**CERTIFICATE OF SERVICE**

I, Timothy P. Cairns, hereby certify that on the 28<sup>th</sup> day of May 2009, I caused a copy of the following documents to be served on the individuals on the attached service list in the manner indicated:

**Notice of Eighth Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP;**

**Eighth Monthly Application of Akin Gump Strauss Hauer & Feld LLP Co-Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period from April 1, 2009 through April 30, 2009; Exhibits A through D.**

  
\_\_\_\_\_  
Timothy P. Cairns (Bar No. 4228)

**WCI Communities, Inc. Fee Application  
Service List**

Case No. 08-11643  
Doc No. 141575  
02 – Hand Delivery  
08 - First Class Mail  
02 – Electronic Mail

(Committee Counsel)  
Laura Davis Jones, Esquire  
Michael Seidl, Esquire  
Timothy Cairns, Esquire  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, Suite 1700  
PO Box 8705  
Wilmington, DE 19899-8705

***Hand Delivery***

(Counsel to Debtors)  
Jeffrey M. Schlerf, Esquire  
Eric M. Suttly, Esquire  
Fox Rothschild LLP  
Citizens Bank Center  
919 N. Market Street, Suite 1600  
Wilmington, DE 19801

***Hand Delivery***

(U.S. Trustee)  
Jane Leamy  
Office of the U.S. Trustee  
844 North King Street, Suite 2207  
Wilmington, DE 19801

***First Class Mail***

(Counsel to Debtors)  
Thomas E Lauria, Esquire  
Frank L. Eaton, Esquire  
Linda M. Leali, Esquire  
White & Case LLP  
Wachovia Financial Center, Suite 4900  
200 South Biscayne Boulevard  
Miami, FL 33131-2352

***First Class Mail***

(Counsel to Committee)  
Daniel H. Golden, Esquire  
Lisa Beckerman, Esquire  
Philip C. Dublin, Esquire  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, NY 10036

***First Class Mail***

(Counsel to Banc of America Securities  
LLC)  
Robert D. Albergotti, Esquire  
Sue P. Murphy, Esquire  
Haynes & Boone LLP  
901 Main Street, Suite 3100  
Dallas, TX 75202

***First Class Mail***

(Debtors)  
Vivien Hastings, Esquire  
General Counsel  
WCI Communities, Inc.  
24301 Walden Center Drive  
Bonita Springs, FL 34134

***First Class Mail***

(Counsel to Law Debenture Trust Company)  
Tina N. Moss, Esq.  
Pryor Cashman LLP  
410 Park Avenue  
New York, NY 10022

***First Class Mail***

(Counsel to Wachovia Capital Markets,  
LLC)  
John Fouhey, Esquire  
Jinsoo Ht. Kim, Esquire  
Timothy E. Graulich, Esquire  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

***First Class Mail***

(Counsel to The Bank of New York Mellon)  
Edward Zujkowski, Esquire  
Emmet Marvin & Martin LLP  
120 Broadway  
New York, NY 10271

***First Class Mail***

(Fee Auditor)  
Warren H. Smith  
Warren H. Smith & Associates  
Republic Center  
325 N. St. Paul  
Suite 1250  
Dallas, TX 75201

***Electronic Mail***

(Fee Auditor)  
Warren H. Smith & Associates  
Lisa M. Hamm  
[feeaudit@whsmithlaw.com](mailto:feeaudit@whsmithlaw.com)  
[LMHamm@whsmithlaw.com](mailto:LMHamm@whsmithlaw.com)