

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

_____)
In re:) Chapter 11 Cases)
) Case No. 08-11643 (KJC))
WCI COMMUNITIES, INC., et al.,¹) Jointly Administered)
))
Debtors.) **Objection Deadline: July 16, 2009 at 4:00 p.m. (ET)**)
_____) **Hearing Date: Scheduled only if necessary.**

**NINTH 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
MAY 1, 2009 THROUGH MAY 31, 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: May 1, 2009 through May 31, 2009

Amount of Compensation sought as
actual, reasonable, and necessary: \$113,082.00 (80% of \$141,352.50)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$5,654.03

This is Akin Gump's ninth monthly fee application.

The total time expended for the preparation of Akin Gump's eighth monthly fee application was 8.60 hours and the corresponding compensation is \$4,608.50.

¹ 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:

Time Period	Fees Requested	Expenses Requested	Status
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.

Time Period	Fee Requested	Expenses Requested	Status
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 80% of the fees and 100% of the expenses requested in the Seventh Monthly Fee Application.
04/01/09 – 04/30/09 (Eighth Monthly Fee Application)	\$73,080.40 (80% of \$91,350.50)	\$5,800.29	On June 19, 2009, Akin Gump filed a certificate of no objection (Docket No. 1911) with respect to the Eighth Monthly Fee Application. Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the Eighth Monthly Fee Application.

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
MAY 1, 2009 THROUGH MAY 31, 2009**

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
Lisa G. Beckerman	Partner for 10 years; Admitted in 1989; Financial Restructuring Department	\$925	80.90	\$74,832.50
Howard B. Jacobson	Partner for 11 years; Admitted in 1979; Tax Department	\$690	19.00	\$13,110.00
Abid Qureshi	Partner for 2 years; Admitted in 1996; Financial Restructuring Department	\$675	3.20	\$2,160.00
Kenneth A. Davis	Senior Counsel for 2 years; Admitted in 1995; Financial Restructuring Department	\$620	0.30	\$186.00
Brian D. Geldert	Counsel for 1 year; Admitted in 2004; Financial Restructuring Department	\$530	40.60	\$21,518.00
Jason Goldsmith	Associate for 2 years; Admitted in 2008; Litigation Department	\$375	6.00	\$2,250.00
Shannon L. Naegel	Associate for 2 years; Admitted in 2007; Tax Department	\$335	9.20	\$3,082.00
Joshua Y. Sturm	Associate for 3 years; Admitted in 2007; Financial Restructuring Department	\$420	51.30	\$21,546.00
Rebecca L. M. Barloon	Legal Assistant for 2 years; Financial Restructuring Department	\$190	8.00	\$1,520.00
Dagmara Krasa-Berstell	Legal Assistant for 19 years; Financial Restructuring Department	\$210	2.20	\$462.00
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	2.80	\$686.00

Total Amount of Fees:	\$141,352.50
Total Number of Hours:	223.50
Blended Hourly Rate:	\$632.45

**COMPENSATION BY PROJECT CATEGORY
MAY 1, 2009 THROUGH MAY 31, 2009**

Project Category	Total Hours	Total Fees
General Case Administration	14.60	\$6,774.50
Akin Gump Fee Application/Monthly Billing Report	17.10	\$8,583.00
Analysis of Other Professionals Fee Applications	0.20	\$106.00
Creditors Committee Meetings	35.20	\$21,209.00
Court Hearings	5.80	\$2,145.00
Financial Reports and Analysis	4.40	\$3,337.00
Executory Contracts/License Agreements	0.40	\$291.00
General Claims Analysis/Claims Objections	7.50	\$5,622.50
Analysis of Pre-Petition Transactions	16.50	\$9,890.00
Analysis of Secured Claims/Adequate Protection Issues	1.80	\$1,665.00
General Adversary Proceedings	2.60	\$1,698.00
Tax Issues	7.70	\$5,277.00
Real Estate Issues/Leases	0.20	\$106.00
Exclusivity	5.30	\$3,627.50
Plan, Disclosure Statement and Plan Related Documentation	81.20	\$56,311.00
Asset/Stock Transactions/Business Liquidations	22.60	\$14,611.00
Committee Website/Information Agent Retention	0.40	\$99.00
TOTAL	223.50	\$141,352.50

DISBURSEMENT SUMMARY
MAY 1, 2009 THROUGH MAY 31, 2009

Computerized Research/PACER Charges	\$144.68
Conference Call Charges	\$4,543.35
Duplicating (billed at \$0.10 per page)	\$5.40
Meals	\$598.35
Travel – Ground Transportation	\$362.25
TOTAL	\$5,654.03

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**NINTH 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 MAY 1, 2009 THROUGH MAY 31, 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 ninth 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 \$141,352.50 and for reimbursement of expenses incurred in the aggregate amount of \$5,654.03 for the period commencing May 1, 2009 through May 31, 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 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>.

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.³

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.

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

³ 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.

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 “Second 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.

15. Pursuant to the Administrative Fee Order, Akin Gump filed its Eighth Monthly Fee Application (as defined below) on May 28, 2009 for interim allowance of compensation in the sum of \$73,080.40 (80% of \$91,350.50) and for reimbursement of expenses in the amount of \$5,800.29 for services rendered during the period April 1, 2009 through and including April 30, 2009 (the "Eighth Monthly Fee Application"). On June 19, 2009, Akin Gump filed a certificate of no objection with respect to the Eighth 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.

16. Pursuant to the Administrative Fee Order, Akin Gump filed its third request for interim allowance of compensation and the reimbursement of expenses for services rendered during the period from February 1, 2009 through April 30, 2009 (the “Third Interim Fee Application”) on June 12, 2009, seeking interim allowance of compensation in the sum of \$312,629.50 and reimbursement of expenses in the sum of \$13,179.19.

JURISDICTION

17. 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

18. 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 \$141,352.50, representing 223.50 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 \$5,654.03.

19. 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 \$118,736.03, which is the sum of \$113,082.00 (80% of

\$141,352.50) of fees and \$5,654.03 for reimbursement of its expenses relating to services rendered during the Compensation Period.

20. 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.

21. 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

22. 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.

23. 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.

24. 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.

25. 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.

26. 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**

27. 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.

28. 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.

29. 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.

30. 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**

31. 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.

32. 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.

33. 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**

34. Akin Gump attorneys appeared at 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) **Committee Standing Motion**

35. During the Compensation Period, Akin Gump reviewed and revised the Committee's motion seeking leave, standing and authority to prosecute and, if appropriate, settle causes of action on behalf of the Debtors' estates (the "Standing Motion"). On June 1, 2009, Akin Gump filed the Standing Motion on behalf of the Committee, and on June 16, 2009 the Court granted the relief requested in the Standing Motion.

(e) **Tax Issues**

36. 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) **Plan Process**

37. On May 1, 2009, the Committee was provided with two proposed term sheets for a potential plan of reorganization (together, the "Initial Proposed Term Sheets"), one formulated by the Debtors and the other formulated by the prepetition secured lenders (the "Term Sheets"). Akin Gump reviewed and analyzed the Term Sheets, and held discussions with Houlihan Lokey in order to assess how the plans of reorganization outlined in each Term Sheet would affect the unsecured creditor constituency. Thereafter, the Committee's Professionals held numerous conference calls with the Committee to discuss the Term Sheets with the Committee, and formulate a response thereto. At the Committee's direction, during the Compensation Period, the Committee's professionals held numerous conversations and meetings with the Debtors' professionals and with counsel to the prepetition secured lenders in order to try to negotiate the Term Sheet provided by the Debtors' prepetition secured lenders for a consensual plan of reorganization.

38. On May 8, 2009, the Debtors provided the Committee with a markup of the Initial Debtor Term Sheet prepared by the prepetition secured lenders (the "Secured Lenders Term Sheet Comments"). After reviewing the Secured Lenders Term Sheet Comments, discussing the same with Houlihan Lokey and holding a Committee conference call to solicit guidance from the Committee, Akin Gump, together with Houlihan Lokey prepared a markup of the Secured Lenders Term Sheet Comments (the "Committee Term Sheet Comments") seeking to identify and address the Committee's concerns with proposed term sheets that it had previously received.

Drafts of the Committee Term Sheet Comments were circulated to the Committee for comments and input, and conference calls were held with the Committee to discuss particular provisions. Upon its approval by the Committee, the Committee Term Sheet Comments were circulated to the Debtors and the prepetition secured lenders on May 12, 2009. On May 21, 2009, counsel for the prepetition secured lenders sent Akin Gump a further draft term sheet, revising the Secured Lenders Term Sheet Comments that they had initially circulated on May 8, 2009. On May 29, 2009, after discussions with the Committee and Houlihan Lokey, Akin Gump prepared a mark up of the revised Secured Lenders Term Sheet which it delivered to counsel to the prepetition secured lenders and counsel to the Debtors.

39. Throughout the course of the Compensation Period, at the Committee's direction, the Committee's professionals continued to hold further conference calls and meetings with the Debtors' professionals and the prepetition secured lenders' professionals to resolve outstanding issues relating to the proposed plan term sheets. Throughout this term sheet negotiation process, the Committee's professionals kept the Committee updated on the status of these discussions through periodic email updates and telephonic meetings, as necessary.

(g) **Asset Sales**

40. During the Compensation Period, Akin Gump reviewed and analyzed numerous potential sales and transfers of the Debtors' assets, including, among others, (i) a conveyance of certain real property with *de minimis* value without receiving any payment, and (ii) the proposed sale of the Debtors' Bal Harbour properties. Akin Gump reviewed the terms of each proposed transaction, and conferred with Debtors' counsel regarding its terms. Akin Gump also conferred with Houlihan Lokey regarding the terms of each proposed transaction, and prepared summaries of such transactions for the Committee, which included the recommendations of the Committee's professionals.

ALLOWANCE OF COMPENSATION

41. 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.

42. 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.

43. 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.

44. The total time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period was 223.50 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

45. 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 \$5,654.03 for which Akin Gump respectfully requests reimbursement in full.

46. 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.

47. 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.

48. 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.

49. 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 \$113,082.00 (80% of \$141,352.50) 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 \$5,654.03; and

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

Dated: June 26, 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

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

Objection Deadline: July 16, 2009, at 4:00 p.m.

**NOTICE OF NINTH 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 *Ninth 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 May 1, 2009 through May 31, 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 **July 16, 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.

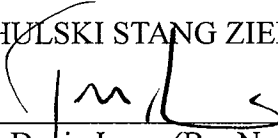
PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served, and received and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be held at a time convenient to the Court.

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: June 26, 2009

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
Michael R. Seidl (Bar No. 3889)
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and

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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> , ¹)	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 \$113,082.00 (80% of \$141,352.50) of fees and \$5,654.03 for reimbursement of expenses for services rendered during the period from May 1, 2009 through and including May 31, 2009.

¹ 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
June 26, 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 1259848
Invoice Date 06/11/09
Client Number 686759
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/09 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	14.60	\$6,774.50
0003	Akin Gump Fee Application/Monthly Billing Reports	17.10	\$8,583.00
0004	Analysis of Other Professionals Fee Applications/Reports	0.20	\$106.00
0007	Creditors Committee Meetings	35.20	\$21,209.00
0008	Court Hearings	5.80	\$2,145.00
0009	Financial Reports and Analysis	4.40	\$3,337.00
0011	Executory Contracts/License Agreements	0.40	\$291.00
0012	General Claims Analysis/Claims Objections	7.50	\$5,622.50
0013	Analysis of Pre-Petition Transactions	16.50	\$9,890.00
0015	Analysis of Secured Claims/Adequate Protection Issues	1.80	\$1,665.00
0017	General Adversary Proceedings	2.60	\$1,698.00
0018	Tax Issues	7.70	\$5,277.00
0020	Real Estate Issues/Leases	0.20	\$106.00
0021	Exclusivity	5.30	\$3,627.50
0022	Plan, Disclosure Statement and Plan Related Documentation	81.20	\$56,311.00
0024	Asset/Stock Transaction/Business Liquidations	22.60	\$14,611.00
0030	Committee Website/Information Agent Retention	0.40	\$99.00
	TOTAL	223.50	\$141,352.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/01/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.3).	0.60
05/04/09	RLB	0002 Updated case calendar (.5)	0.50
05/04/09	JYS	0002 Prep for Committee call (.3); Committee call (1.3).	1.60
05/04/09	JYS	0002 Update Committee contact lists.	0.30
05/05/09	LGB	0002 Review agenda (.1); email Geldert re same (.1); review email from Gissinger re same (.1).	0.30
05/06/09	BDG	0002 Review pending matters for 5/13 - 5/27 hearings (.3).	0.30
05/06/09	RLB	0002 Created list of pending motions (.6)	0.60
05/06/09	JYS	0002 Responding to creditor inquiries.	0.50
05/07/09	JYS	0002 Responding to creditor inquiry re list of creditors.	0.40
05/08/09	BDG	0002 Review 5/1 - 5/8 docket report (.1).	0.10
05/08/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.3).	0.60
05/14/09	RLB	0002 Pulled sale motion for J. Sturm and L. Beckerman (.7)	0.70
05/15/09	BDG	0002 Review 5/11 - 5/15 docket report.	0.10
05/15/09	DK	0002 Review case docket (.2); Prepare and distribute docket report (.2).	0.40
05/15/09	JYS	0002 Office conference with B. Geldert re pending matters.	0.20
05/18/09	RLB	0002 Pulled docket no. 1603 for J. Sturm (.5)	0.50
05/19/09	LGB	0002 Review email from Geldert re agenda (.1); respond to same (.1); review email from Gissinger re same (.1).	0.30
05/21/09	LGB	0002 Review email from Mackay re call (.1); respond to same (.1); review email from Gissinger re same (.1); respond to same (.1); review email from Heyman re same (.1); review email re Altschul re same (.1); review email from Palvino re same (.1); review email from Zujkowski re same (.1); review email from Moss re same (.1); email from Schessler re same (.1).	1.00
05/22/09	LGB	0002 Email Bice re availability for a call (.1; email Committee re same (.1); email Moss re same (.1); review email from Gold re same (.1); respond to same (.1); review email from Bice re same (.1); review email from Hilty re same (.1).	0.70
05/22/09	RLB	0002 Created docket report (.2)	0.20
05/23/09	BDG	0002 Review 5/15 - 5/22 docket report.	0.10
05/26/09	LGB	0002 Emails re valuation call with Qureshi, Preiser, Hilty (.2); review email from gold re 6/3 call (.1); respond to same (.1).	0.40
05/27/09	LGB	0002 Email Sturm re committee call (.1); email committee re same (.1).	0.20
05/28/09	LGB	0002 Review email from Kalenska re expense reimbursement (.1); respond to same (.1); review list of upcoming motions (.2).	0.40
05/28/09	BDG	0002 Compile list and status of various pending motions (.3); draft summary of 5/27 hearing (.3).	0.60
05/28/09	RLB	0002 Pulled all AG's fee applications for J. Sturm (.5); sent J. Sturm list of upcoming motion hearings (.4); pulled pleadings (.2)	1.10
05/28/09	JYS	0002 Review docket (.6).	0.60
05/28/09	JYS	0002 Email Kris Kalenska re form for Committee reimbursements.	0.20
05/29/09	BDG	0002 T/c w/ S. Delrahim re pending motions (.2); review 5/26 - 5/29 docket report (.1).	0.30
05/29/09	DK	0002 Review case docket (.3); Prepare and distribute docket report (.3).	0.60
05/30/09	LGB	0002 Review motion for appointment of Chinese Drywall committee (.2).	0.20
05/01/09	BDG	0003 Research re examiner report (.4).	0.40
05/01/09	JYS	0003 Drafting response to Fee Examiner's report.	1.50
05/04/09	LGB	0003 Mark up April pre-bill (.7).	0.70
05/04/09	BDG	0003 confer JS re response to fee examiner report (.2).	0.20
05/04/09	RLB	0003 Created chart re meal expenses for Fee Auditors report (.4)	0.40
05/04/09	JYS	0003 Responding to fee examiners report.	1.80
05/05/09	LGB	0003 Review April bill and mark up same(.8); email Heyman re same (.1); review fee examiner response and comment on same (.5); o/c Sturm re same (.2).	1.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/05/09	BDG	0003 Review and revise response to fee examiner report (.3); o/c LB (.2) and JS (.1) re same; email w/L. Hamm re same (.1).	0.70
05/05/09	JYS	0003 Revising response to fee examiner's report (2.6); office conferences with L. Beckerman re same (.2).	2.80
05/07/09	PJS	0003 Review and prepare documents re fee statement.	1.20
05/12/09	PJS	0003 Review and prepare documents re fee application.	0.20
05/22/09	LGB	0003 Email Sturm re April fee application (.1); review response to same (.1).	0.20
05/22/09	JYS	0003 Correspondence with L. Beckerman re AG fee application.	0.30
05/27/09	PJS	0003 Review and prepare documents re fee application.	1.40
05/27/09	JYS	0003 Draft AG April fee app (1.5); office conference with L. Beckerman re same (.1).	1.60
05/28/09	LGB	0003 Review April fee application (.6); o/c Sturm re same (.1); review revised draft (.3); o/c Sturm re same (.1).	1.10
05/28/09	BDG	0003 O/c J. Sturm re fee application.	0.20
05/28/09	JYS	0003 Office conference with L. Beckerman re AG fee application (.1); revising same (.3); coordinating filing of same (.4).	0.80
05/01/09	BDG	0004 Attend to circulating memo to Committee re Bayard final fee applications (.2).	0.20
05/01/09	LGB	0007 T/C Committee	1.20
05/01/09	HBJ	0007 Committee call.	0.40
05/01/09	JYS	0007 Coordinate 5/4 Committee meeting.	0.20
05/01/09	JYS	0007 Committee call (.4) prep for same (.2); follow-up call with HLHZ (.2).	0.80
05/04/09	LGB	0007 Committee call (1.6).	1.60
05/04/09	HBJ	0007 Committee call.	0.50
05/04/09	BDG	0007 t/c member re inquiry (.1).	0.10
05/05/09	BDG	0007 Prepare agenda for weekly calls (.2); confer LB and HLHZ re same (.1).	0.30
05/05/09	JYS	0007 Prep for 5/6 Committee call.	0.30
05/06/09	LGB	0007 T/C Committee (1.4).	1.40
05/06/09	HBJ	0007 Professionals pre-call (0.2); discuss Committee call issues with S Naegel (0.2).	0.40
05/06/09	SLN	0007 Attend professionals' precall.	0.20
05/06/09	SLN	0007 Participate in Committee call.	0.80
05/06/09	BDG	0007 Attend and participate in weekly conference calls (1.1).	1.10
05/06/09	BDG	0007 Confer w/JS re: creditor query (.1).	0.10
05/06/09	JYS	0007 Prep for Committee call (.2); Committee call (1.1); Professional precall (5).	1.70
05/06/09	JYS	0007 Prep for 5/8 Committee call (.3).	0.30
05/08/09	LGB	0007 T/C Committee re plan (1.0).	1.00
05/08/09	JYS	0007 Committee call (.9); prep for same (.3).	1.20
05/10/09	BDG	0007 All hands call re: term sheet (.8).	0.80
05/11/09	LGB	0007 T/C committee re plan term sheet (1.0).	1.00
05/11/09	HBJ	0007 Committee call.	1.00
05/11/09	SLN	0007 Participate in Committee call.	1.00
05/11/09	BDG	0007 Attend and participate in weekly committee calls.	1.10
05/11/09	JYS	0007 Committee call (1.0); prep for same (.6).	1.60
05/12/09	HBJ	0007 Participate in and follow-up on Committee call.	0.50
05/12/09	SLN	0007 Attend professionals' call.	0.60
05/12/09	SLN	0007 Teleconference with H. Jacobson re: professionals' call.	0.10
05/13/09	LGB	0007 T/C professionals re pre call (.3); t/c Committee (1.0).	1.30
05/13/09	JYS	0007 Prep for committee call (0.3); Review weekly financial update (0.2); committee call (0.5); Professionals Precall (0.3).	1.30
05/14/09	LGB	0007 Review draft email from Sturm re call and comment on same (.1).	0.10
05/14/09	HBJ	0007 Participate in Company and professional advisor call re term sheet.	1.40
05/14/09	SLN	0007 Attend professionals' call.	2.10
05/14/09	JYS	0007 Prep for 5/15 Committee meeting.	0.30
05/15/09	LGB	0007 T/C Committee (.7).	0.70
05/15/09	HBJ	0007 Committee call summarizing Company call.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/15/09	SLN	0007 Committee call.	0.50
05/15/09	BDG	0007 Committee call re term sheet.	0.70
05/15/09	JYS	0007 Committee call (.6); prep for same (.2).	0.80
05/18/09	BDG	0007 Attend to agenda for weekly calls.	0.20
05/19/09	BDG	0007 Attend to agenda for weekly calls.	0.20
05/20/09	LGB	0007 T/C Committee (1.0).	1.00
05/20/09	JYS	0007 Prep for Committee call (0.3); professional precall (0.3); Committee Call (0.7).	1.30
05/22/09	JYS	0007 Prep for Committee call.	0.30
05/26/09	LGB	0007 T/C Committee.	0.80
05/26/09	JYS	0007 Prep for committee call.	0.40
05/11/09	LGB	0008 Review hearing agenda (.1)	0.10
05/11/09	RLB	0008 Created hearing binder for 5-13 hearing (1.8)	1.80
05/11/09	JYS	0008 Coordinate prep of 5/13 hearing binder.	0.20
05/12/09	LGB	0008 Review email from Geldert re 5/13 hearing being cancelled (.1).	0.10
05/21/09	LGB	0008 Email Geldert re 5/27/09 hearing (.1); review response (.1).	0.20
05/22/09	LGB	0008 Review agenda re hearing (.2); o/c Geldert re same (.1); email Averch re same (.1); review response to same (.1).	0.50
05/22/09	RLB	0008 Created hearing index and binder for 5-27 hearing (1.7)	1.70
05/22/09	JYS	0008 Prep for 5/27 hearing.	0.40
05/26/09	RLB	0008 Updated hearing binder (.2)	0.20
05/27/09	BDG	0008 Telephonically attend hearing.	0.50
05/28/09	LGB	0008 Review email from Geldert re hearing (.1).	0.10
05/06/09	LGB	0009 Review weekly financial report (.3).	0.30
05/06/09	BDG	0009 Review HLHZ weekly performance update (.2); emails w/JS re: same (.1).	0.30
05/06/09	JYS	0009 Review weekly financial report.	0.20
05/08/09	LGB	0009 Review WCI 10-K (.8).	0.80
05/08/09	BDG	0009 Review 10-K filed (.6).	0.60
05/10/09	LGB	0009 Review email from Gissinger re impairment analysis (.1); respond to same (.1); review response from Gissinger re same (.1).	0.30
05/10/09	BDG	0009 Review impairment analyses (.5).	0.50
05/13/09	LGB	0009 Review weekly financial report (.3).	0.30
05/13/09	BDG	0009 Review HLHZ weekly performance update.	0.20
05/17/09	LGB	0009 Review March Monthly Operating report (.3); review March post-petition intercompany claims analysis (.3)	0.60
05/20/09	LGB	0009 Review weekly operating report (.3).	0.30
05/06/09	BDG	0011 Confer w/S. Delrahim re: National City motion to compel (.2)	0.20
05/29/09	LGB	0011 Review motion to reject personal property lease with GEC (.2).	0.20
05/06/09	LGB	0012 Review motion to extend time to file responses to 3rd omnibus claims objection (.2).	0.20
05/15/09	BDG	0012 Confer w/S. Delrahim re Hanson motion (.2); review and revise summary of 4th and 5th omnibus claims objections (.4).	0.60
05/15/09	JYS	0012 Review and summarize 4th and 5th claims objections.	1.20
05/15/09	JYS	0012 Review and summarize Hanson Late Claims Motion.	0.70
05/16/09	LGB	0012 Review summary of Hanson motion to file late claim (.2); Email Geldert re same (.1); review email from Geldert summarizing 4th and 5th claims objections (.2); review response of Richard French to claims objection (.2).	0.70
05/16/09	BDG	0012 Review and revise memo to committee re Hanson motion.	0.30
05/18/09	LGB	0012 Review motion to allow claims by Lloyd (.2); motion to allow late filed claims (.2); motion for class certification (.3).	0.70
05/19/09	LGB	0012 Review objections filed by Diamond (.1); Beck (.1); and Pulaski (.2); review responses filed by Harbor Links 9.2); Hancock Bay (.2); and Jupiter Yacht Club (.1); review 7th omnibus objection (.4); review 8th omnibus objection (.2).	1.50
05/20/09	LGB	0012 Review responses from FLS Investors, LLC (.1); SLF Investors LLC	1.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.1); Anisbachber (.2); Sowell (.1); Burns (.1); Silbert (.1); AFAB investment (.1); Terry Ryan (.1); Kehta (.1) and Collier (.2); review Alvarez objection (.2).	
05/30/09	LGB	0012 Review motion to have late filed claims allowed (.2).	0.20
05/03/09	LGB	0013 Email Gumbs re \$50 million payment to BOA (.1); email Akin HLHZ re preference analysis (.6); review email from Rinaldi re payment to BOA (.1).	0.80
05/07/09	LGB	0013 Email Cairns/Jones re standing motion (.2); review response from Jones re same (.1).	0.30
05/18/09	JLG	0013 Revise adversary complaint & standing motion	0.70
05/19/09	LGB	0013 Review and revise standing motion (.6); review and revise complaint (.5); email Goldsmith/Qureshi re same (.1).	1.20
05/20/09	LGB	0013 Email Goldsmith re order re standing motion (.1).	0.10
05/21/09	KAD	0013 Emails w/working group re: standing motion (.2); tcw/J. Goldsmith re: same (.1).	0.30
05/25/09	LGB	0013 Email Sturm/Geldert re exhibits to standing motion/complaint (.1).	0.10
05/26/09	JYS	0013 Review Standing Motion (0.4); Compile Standing motion Exhibits (0.4); correspondence with B. Geldert re same (0.3).	1.10
05/27/09	LGB	0013 O/C Geldert re standing motion (.2); revise same (.2).	0.40
05/27/09	BDG	0013 Pulling documents re standing motion and confer w/L. Beckerman re same.	0.90
05/27/09	JYS	0013 Prep standing motion exhibits.	0.30
05/28/09	LGB	0013 T/C Qureshi re standing motion (.2); email Cairns/Davis re same (.3).	0.50
05/29/09	LGB	0013 Review email from O'Neill re standing motion (.1); email Jones/O'Neill Cairns re same (.1); review email from O'Neill re same (.1); email Qureshi re same (.1); review response to same (.1); email Davis/O'Neill/Cairns re standing motion (.1); review response from Davis re same (.1); review response from O'Neill re same (.1); email Lauria, Awerch, Brown re same (.1).	0.90
05/29/09	BDG	0013 O/c w/L. Beckerman re standing motion and correspondence w/team and committee re same.	0.30
05/29/09	JLG	0013 Compile docs for AQ; Revise standing motion (1.3); Revise adversary complaint (1.1).	2.40
05/31/09	LGB	0013 Review revised standing motion (.4); email Goldsmith re same (.1); review revised complaint (.3); email Goldsmith re same (.1).	0.90
05/31/09	AQ	0013 Confer with J. Goldsmith re edits to standing motion and complaint.	0.20
05/31/09	AQ	0013 Review and edit draft standing motion and complaint.	1.20
05/31/09	BDG	0013 Correspondence w/team re standing motion and review same (.5).	0.50
05/31/09	JLG	0013 Speak w/ AQ re complaint & standing motion (0.2); Revise complaint (1.2); Revise standing motion (1.5)	2.90
05/31/09	JYS	0013 Review L. Beckerman correspondence re Standing Motion.	0.50
05/03/09	LGB	0015 Review stip extending challenge period (.1); email Michelin/Solows/Pezanosky re same (.1); review email from Micheli re same (.1).	0.30
05/04/09	LGB	0015 Email Cairns re stip extending challenge period. (.1).	0.10
05/19/09	LGB	0015 Email Pezanosky re extension of challenge period (.1).	0.10
05/20/09	LGB	0015 Email Pezanosky re request to extend challenge period (.1); review response to same (.1); respond to same (.1).	0.30
05/21/09	LGB	0015 Email Pezanosky re extension of challenge period (.1); review response to same (.1); draft stipulation extending same (.1); email Micheli/Pezanosky re same (.1).	0.40
05/22/09	LGB	0015 Email Cairns re challenge stipulation (.1); email Committee re same (.1).	0.20
05/28/09	LGB	0015 Email Pezanosky re challenge period (.1); review response to same (.1).	0.20
05/29/09	LGB	0015 Review email from Pezanosky re extension of challenge period (.1); Email committee re same (.1).	0.20
05/01/09	LGB	0017 Review email from Sturm re ADR summary (.1); o/c Sturm re same (.2).	0.20
05/01/09	JYS	0017 Correspondence with R. Gorsich re ADR data room (.1); review ADR	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
05/03/09	LGB	0017	Data Room (.3). Review ADR summary list (.3); review email from Sturm re same (.1); respond to same (.1).	0.50
05/03/09	JYS	0017	Correspondence with Lisa Beckerman and R. Gorsich re ADR data room.	0.20
05/06/09	LGB	0017	T/C Sturm/Gorsich re ADR data room summary (.5).	0.50
05/06/09	JYS	0017	Office conferences with L. Beckerman re ADR procedure (.3); telephone conferences with R. Gorsich re same (.4).	0.70
05/28/09	JYS	0017	Correspondence with R. Gorsich re ADR status.	0.10
05/07/09	HBJ	0018	Telephone L Beckerman re Company's proposed restructuring (0.2); analyze and research tax aspects of structure (0.9).	1.10
05/10/09	HBJ	0018	Review revised term sheet and analyze for tax issues (0.8); research tax issues (0.5); conf call with Akin Gump and Houlihan (0.7).	2.00
05/11/09	HBJ	0018	Review term sheets for Committee meeting (0.3); prepare tax materials for meeting (0.3).	1.60
05/11/09	HBJ	0018	Review analysis from Houlihan (0.8); review term sheets and tax return analysis for meeting (0.8).	1.60
05/15/09	LGB	0018	Review email from Jacobson re 5-year carry back (.1).	0.10
05/18/09	HBJ	0018	Series of emails and responses re tax meeting and counterproposals.	0.50
05/27/09	HBJ	0018	Review revised term sheet (0.2), send AHYDO ownership questions to L Beckerman (0.1).	0.30
05/28/09	SLN	0018	Review revised term sheet.	0.30
05/30/09	LGB	0018	Review motion to pay property taxes (.2).	0.20
05/27/09	BDG	0020	Review implementation order.	0.20
05/06/09	JYS	0021	Telephone conference with A. Qureshi re exclusivity.	0.10
05/09/09	LGB	0021	Review email from Geldert re statement (.1); respond to same (.1); revise same (.6).	0.80
05/09/09	BDG	0021	Drafting exclusivity response (2.3); confer w/LB re: same (.2).	2.50
05/10/09	LGB	0021	Review exclusivity statement and mark up same (.4); review revised exclusivity statement (.3); mark up same (.1).	0.80
05/11/09	BDG	0021	Revising exclusivity statement (.3); emails w/L. Beckerman re same (.1).	0.40
05/12/09	LGB	0021	Email Lauria, Averch, Brown re exclusivity (.1).	0.10
05/13/09	LGB	0021	Review email from Geldert re adjournment (.1); respond to same (.1); email Lauria re same (.1); review response to same (.1).	0.40
05/13/09	BDG	0021	Confer w/M. Brown re exclusivity (.2).	0.20
05/01/09	LGB	0022	t/c Pezanosky re plan (.2); email Heyman/Houlihan re same (.1); review email from Heyman re same (.1); email Hilty re same (.1); review email from Hayman re meeting (.1); respnod to same (.1); review emails from Hilty/Preiser re same (.1); email Heyman re same (.1); t/c Matt Brown/Averch re meeting to discuss plan (.2); email Committee re same (.2); review email from Gissinger re cash pay debt (.1); t/c Pezanosky re meeting (.2); email Houlihan/Akin team re professionals call/call with Committee (.1); review email from Hilty re same (.1); review email from Gissinger re same (.1); email HLHZ/Akin team re same (.1); email Gissinger re 5/5 meeting (.1); review response to same (.1); review email from Sturm re same (.1); email Averch/Brown re same (.1); review email from Jacobson re same (.1); email Pezanosky re call (.1); review response to same (.1); email Committee re meeting (.1); review secured lenders and debtors' plan term sheets (.9).	3.60
05/01/09	HBJ	0022	Review draft term sheet.	0.30
05/01/09	BDG	0022	correspondence w/team re Plan term sheet (.3); review update from LB to Committee (.1); o/c LB re term sheet (.2).	0.60
05/01/09	JYS	0022	Review correspondence re proposed settlement negotiations and meeting.	0.60
05/02/09	LGB	0022	Email Pezanosky re call (.1); email secured lenders' professionals/committee's professionals re same (.1).	0.20
05/02/09	BDG	0022	Review and analysis of term sheet (1.3).	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/03/09	LGB	0022 Review plan term sheets from Debtors and from secured lenders (1.0); email HLHZ re same (.7); t/c professionals for secured creditors, HLHZ, Akin re secured lenders term sheet (1.1); review email from Gissinger re plan term sheets (.3).	3.10
05/03/09	HBJ	0022 Review competing term sheets and comments from D Gissinger, L Beckerman and S Kuhn re same, and analyze tax consequences (1.6); professionals call with Lenders (1.1).	2.70
05/03/09	BDG	0022 All hands call re term sheet (.7); email correspondence w/team re same (.2).	0.90
05/03/09	JYS	0022 Call with bank group professionals re proposed term sheet (1.2); prep for call (0.2); review proposed term sheet (1.0); review correspondence re same (0.4).	2.80
05/04/09	LGB	0022 WCI professionals call to discuss plan term sheet (1.6); t/c Brown re meeting (.2); email Pezanosky re same (.2); review email from Brown re same (.1); email Subcommittee re same (.1); review;w email from Pulvino rep (.1); respond to same (.1); review email from Solow re same (.1); respond to same (.1).	2.60
05/04/09	HBJ	0022 Review materials and notes to prepare for professionals call, including research on stapling of investment unit (stock and PIK Notes) (0.7); Akin Gump - Houlihan call re term sheet (1.0).	1.70
05/04/09	BDG	0022 All hands meeting re term sheet (.8); emails among parties re meeting (.2).	1.00
05/04/09	JYS	0022 Professionals call re plan term sheet (1.1); follow up with AG team re same (.5).	1.60
05/05/09	LGB	0022 T/C Gissinger re meeting with secured lenders/debtors (.4).	0.40
05/05/09	HBJ	0022 Debrief call from D Gissinger with Akin team.	0.40
05/05/09	BDG	0022 Calls and emails w/team re all hands meeting and status of negotiations (.5).	0.50
05/05/09	JYS	0022 Telephone conferences with L. Beckerman and Dan Gissinger re settlement negotiations.	0.50
05/06/09	LGB	0022 T/C Qureshi re valuation issues (.4); email Vivien, Craig, Matt re call to discuss structuring (.1).	0.50
05/06/09	AQ	0022 Confer with L. Beckerman regarding plan term sheet.	0.30
05/06/09	SLN	0022 Conference with H. Jacobson re: term sheet.	0.10
05/06/09	SLN	0022 Review term sheet and notes.	0.60
05/06/09	SLN	0022 Conference with H. Jacobson re: Committee call.	0.10
05/06/09	JYS	0022 Prep for 5/7 telephone conference with W&C re plan structure.	0.20
05/07/09	LGB	0022 T/C Brown, Averch, Hastings re structuring issues (.9); email HLHZ re same (.2); email Committee re same (.4); review email from Gissinger re term sheet (.1).	1.50
05/07/09	BDG	0022 Team meeting re: plan structure issues (.9); follow-up correspondence w/HLHZ and LB re: same (.3).	1.20
05/07/09	JYS	0022 Telephone conferences with W&C re potential plan structures (1.1); follow up office conferences with AG team (.3); prep for call (.2).	1.60
05/07/09	JYS	0022 Review L. Beckerman correspondence re plan structure.	0.20
05/08/09	LGB	0022 Review HLHZ analysis re warrants, fees etc. for plan consideration (.8); review secured lenders plan term sheet (.4); email Committee re same (.1); email Gissinger re scenarios (.1); review response (.1); review revised scenarios (.2).	1.70
05/08/09	HBJ	0022 Review drafts of term sheet and 10-K.	0.90
05/08/09	SLN	0022 Review emails, warrant analyses, and term sheet.	1.00
05/08/09	BDG	0022 All hands call re: plan term sheet (1.1); analyses of documents re: same (.9); post call LB re: same (.2); review revised term sheet (.5).	2.70
05/09/09	LGB	0022 Revise plan term sheet (2.6); email HLHZ/Akin team re same (.1).	2.70
05/09/09	BDG	0022 Review and analyses of plan term sheet mark-up (1.6).	1.60
05/10/09	LGB	0022 Review email from Jacobson re Dev. Co. (.1); respond to same (.1);	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/11/09	LGB	0022 review email from Kuhn re term sheet (.1); respond to same (.1); t/c Gissinger, Preiser, Jacobson, Hilty, Geldert, Sturm re plan term sheet (.6); revise plan term sheet (.7). Review email from Jacobson re development co (.1); respond to same (.1) review revised warrant splits (.1); email Gissinger re exercised date (.1); revise plan term sheet (.7); email HLHZ re call on 5/12 (.1); email Pezanosky, Solows, Averch re same (.1); review email from Gissinger re call with FTI (.1).	1.40
05/11/09	SLN	0022 Review term sheet and revised restructuring analysis.	0.70
05/11/09	BDG	0022 Continue analysis and discussions w/team and HLHZ re term sheet (.6); revising term sheet per same (.8).	1.40
05/11/09	JYS	0022 Revise term sheet (.4); correspondence with AG team re same (.3).	0.70
05/12/09	LGB	0022 T/C Lenders' professionals, debtors' professionals; HLHZ and Jacobson re plan term sheet (.8); review email from Moss re release provision (.1); email Golden too (.1); review email from Moss re waiver of deficiency claims (.1); respond to same 9.1; review email from Geldert re warrant provision (.1); respond to same (.1); review blackline of term sheet (.4); email Geldert/Sturm re same (.1); respond to same (.1); review Heyman email re term sheet (.1).	2.10
05/12/09	SLN	0022 Review revised term sheet and illustrative analysis.	0.40
05/12/09	BDG	0022 Reversing term sheet (.7); calls re same (.5); call w/banks and debtors re same (1.0); review warrant analysis (.5); post call w/team and HLHZ (.5).	3.20
05/12/09	JYS	0022 Call with bank professionals re term sheet (1.1); prep for same (.2); revising term sheet (.4).	2.70
05/13/09	LGB	0022 Review email from Lauria re meeting to discuss plan term sheet (.1); email HLHZ/Akin team re same (.1); review email from Lauria re same (.1); respond to same (.1); email Lauria re same (.1); review response to same (.1); respond to same (.1).	0.70
05/13/09	HBJ	0022 Review latest term sheet to prepare for tomorrow's meeting.	0.30
05/13/09	BDG	0022 Emails w/team re meeting w/banks and debtors re term sheet.	0.50
05/14/09	LGB	0022 Attend meeting at White & Case with HLHZ, Geldert, Kuhn, Jacobson, to discuss committee plan term with debtors' professionals (1.8); email Zujkowski re same (.1); email Zujkowski, Collam; Schessler, Bice, Moss and Lieberman re indenture trustee fees (.1).	2.00
05/14/09	BDG	0022 All hands meeting w/debtors and committee professionals re term sheet.	2.30
05/14/09	JYS	0022 Meeting with Debtors re plan term sheet proposal.	2.00
05/15/09	LGB	0022 Review email from Zujkowski re indenture trustee fees (.1); review email from Robert Bice re same (.1).	0.20
05/17/09	LGB	0022 Review email from Lauria re meeting to discuss plan (.1); email HLHZ/Akin team re same (.1); review email from Hilty re same (.1); email Lauria re same (.1); review response re same (.1).	0.50
05/18/09	LGB	0022 Email HLHZ/Akin team re Lauria's response re counter proposal (.1); review email from Pezanosky re business persons meeting (.1); respond to same (.1); email Heyman re same (.1); review email from Lauria re same (.1); respond to same (.1); review email from Heyman re same (.1); review email from Gissinger re same (.1).	0.80
05/21/09	LGB	0022 t/c Pezanosky re plan term sheet (.2); t/c Pezanosky re same (.1); review revised draft of plan term sheet from secured lenders (.2); email Moss, Schessler, Zujkowski, Collof, Bice, Lieberman re indenture trustee fees (.1); review email from Bice re same (.1); review email from Schessler re same (.1); email HLHZ re plan term sheet (.1); review email from Gissinger re same (.1); respond to same (.1); email Committee re same (.1); t/c Heyman re same (.1); email Lauria, Averch, Brown re same (.1); review email from Zujkowski re indenture trustee fees (.1); review plan term sheet comparison (.2); review email from Bice re indenture trustee fees (.1).	1.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/21/09	HBJ	0022 Review new term sheet from first liens and comments by others.	0.50
05/21/09	SLN	0022 Review plan term sheet markup.	0.40
05/23/09	BDG	0022 Review revised term sheet from banks (.7); review HLHZ side by side analysis (.3); catch-up emails from previous few days (.6).	1.60
05/25/09	LGB	0022 Email Gissingner, Preiser, Hilty re call to discuss valuation (.1); review response from Gissingner re same (.1).	0.20
05/26/09	LGB	0022 Email Pezanosky re plan term sheet (.1); review response to same (.1); revise plan term sheet (.8).	1.00
05/26/09	HBJ	0022 Discuss Committee Call with L Beckerman.	0.10
05/27/09	LGB	0022 Revise plan term sheet (.6); email Committee (.1); review email from Jacobson re same (.1); respond to same (.1); review email from Pulvino (.1); respond to same (.1); review email from Heyman (.1); review email from Gumbs re noteholder claims/securities law issue (.1); respond to same (.1); review response to same (.1).	1.50
05/27/09	SLN	0022 Review revised term sheet.	0.30
05/27/09	BDG	0022 Review revised term sheet (.6); correspondence w/team re same (.2).	0.80
05/28/09	LGB	0022 t/C Hilty, Gissingner, Qureshi re valuation process (.4); email Hilty/Gissingner/Preiser re warrants (.1); review warrant proposal (.1); email Gissingner re same (.1); review response to same (.1); email Gissingner/Heyman re corporate governance issues (.1); review email from Gissingner re plan term sheet (.1); respond to same (.1); review email from Heyman re governance (.1); revise plan term sheet (.6); email Committee re same (.2); t/c Hayman/Mackay/Hilty re same (.5); review email from Pezansky re same (.1); respond to same (.1); review email from Heyman re same (.1); review email from Pulvino re same (.1); respond to same (.1); t/c Pulvino re same (.2); revise plan term sheet (.3); email Committee re same (.1); review email from Schessler re same (.1); respond to same (.1); review email from Copeland re same (.1).	3.90
05/28/09	HBJ	0022 Review updated term sheet and comments from Committee.	0.30
05/28/09	AQ	0022 Conference call with L. Beckerman and HLHZ regarding valuation issues.	0.70
05/28/09	AQ	0022 Review and analyze appraisal summaries.	0.80
05/28/09	BDG	0022 Review revised term sheet and correspondence w/team re same.	0.70
05/29/09	LGB	0022 Revise plan term sheet (.2); t/c Hilty re same (.2); t/c McKay/Hilty re same (.2); email Secured lenders counsel re same (.1); email Debtors' counsel re same (.1); email Committee re same (.1); review email from Gumbs re same (.1); respond to same (.1); email Pezanosky re same (.1); review response to same (.1).	1.30
05/07/09	LGB	0024 Review motion to convey de minimis property (.6).	0.60
05/07/09	BDG	0024 Analyses of motion to dispose of de minimis real property (.7).	0.70
05/15/09	BDG	0024 Confer w/HLHZ re de minimis property motion.	0.30
05/15/09	JYS	0024 Review and summarize De Minimis Conveyance Procedures Motion.	1.80
05/16/09	LGB	0024 Review memo re motion to convey de minimis real estate (.2).	0.20
05/16/09	BDG	0024 Review and revise memo to committee re conveyances of de minimis real property (.8); review Regent Bal Harbour sale documents and pleading (1.1).	1.90
05/17/09	LGB	0024 Review Bal Harbour sale and bidding procedures motion including APA (1.8); email Sturm/Geldert re call to discuss same (.1); review response from Sturm re same (.1); review email from Geldert re same (.1).	2.10
05/18/09	LGB	0024 O/C Geldert/Sturm re Bal Harbour bid procedures (.4); t/c Geldert/Averch.Sturm re same (.3); review markup of bid procedures (.3); email Averch re same (.1).	1.10
05/18/09	BDG	0024 O/c L. Beckerman and J. Sturm and call w/W&C re Regent Bal Harbour bid procedures.	0.80
05/18/09	JYS	0024 Review Bal Harbour Sale motion (.6); office conference with L. Beckerman and B. Geldert re same (.5); office conferences with B.	3.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Geldert re same (.2); telephone conferences with C. Averch re same (.6); follow up telephone conference with D. Gissinger re same (.2); markup of same (.7); correspondence with W&C re same (.2); office conference with L. Beckerman re same (.2).	
05/18/09	JYS	0024 Summarize Bal Harbour Sale Motion.	1.30
05/19/09	LGB	0024 Review memo re Bal Harbour bidding procedures/sale motion and comment on same (.6); review email from Averch re bid procedure comments (.1); review revised draft and comment on same (.5); email Sturm re same (.1).	1.20
05/19/09	BDG	0024 Review summary of Bal Harbour sale motion.	0.60
05/19/09	JYS	0024 Revising Bal Harbour Sale Motion Summary (1.1); office conference with L. Beckerman re same (.2); revising same (.3); correspondence with AG team re same (.1).	1.70
05/22/09	LGB	0024 Review APA/sale Notice for Tier 1 asset sale (1.0).	1.00
05/24/09	LGB	0024 Review email from Gissinger re Tier 1 asset sale (.1).	0.10
05/26/09	LGB	0024 Review revised bid procedures and order re BH sale (.7); email Averch re comments to order (.1); review response to same (.1).	0.90
05/27/09	LGB	0024 Review NVR sale motion, including APA (1.7); t/c Averch re same (.2); email Averch/Brown re same (.1).	2.00
05/31/09	JYS	0024 Review and Summarize Tier I Bulk Sale Notice.	1.10
05/18/09	RLB	0030 Created web summaries of pending motions and sent to GCG for posting to Committee website (.3)	0.30
05/18/09	JYS	0030 Prep motion summaries for website.	0.10
Total Hours			223.50

EXHIBIT C

DISBURSEMENT SUMMARY
MAY 1, 2009 THROUGH MAY 31, 2009

Computerized Research/PACER Charges	\$144.68
Conference Call Charges	\$4,543.35
Duplicating (billed at \$0.10 per page)	\$5.40
Meals	\$598.35
Travel – Ground Transportation	\$362.25
TOTAL	\$5,654.03

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 1259848
Invoice Date 06/11/09
Client Number 686759
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/09 :

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>
02/20/09	Meals (100%) 2/18/09 Shalinda T VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800016; DATE: 2/20/2009	\$78.03
03/08/09	Meals (100%) Weekend work; Lisa G. Beckerman; Weekend work; Off the Wall	\$50.00
03/11/09	Meals (100%) Late work; Lisa G. Beckerman; Late work; Carmine's	\$50.00
03/18/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 361521 DATE: 3/27/2009 Vendor: Prime Time Voucher #: 47310 Date: 03/18/2009 Name: Lisa Beckerman Car Service, Vendor: Prime Time Voucher #: 47310 Date: 03/18/2009 Name: Lisa Beckerman	\$71.05
03/19/09	Meals (100%) Late work; Lisa G. Beckerman; Late work; Carmine's	\$50.00
03/23/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 361885 DATE: 4/3/2009 Vendor: Prime Time Voucher #: 46538 Date: 03/23/2009 Name: Lisa Beckerman Car Service, Vendor: Prime Time Voucher #: 46538 Date: 03/23/2009 Name: Lisa Beckerman	\$71.05
03/24/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#:	\$71.05

	361885 DATE: 4/3/2009 Vendor: Prime Time Voucher #: 46297 Date: 03/24/2009 Name: Lisa Beckerman Car Service, Vendor: Prime Time Voucher #: 46297 Date: 03/24/2009 Name: Lisa Beckerman	
03/25/09	Meals (100%) Late work; Lisa G. Beckerman; Late work; Off the Wall	\$50.00
03/25/09	Travel - Ground Transportation WCI hearing in Delaware; Taxi - Delaware	\$7.00
03/31/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 362144 DATE: 4/10/2009 Vendor: Prime Time Voucher #: 87170 Date: 03/31/2009 Name: Lisa Beckerman Car Service, Vendor: Prime Time Voucher #: 87170 Date: 03/31/2009 Name: Lisa Beckerman	\$71.05
04/16/09	Meals (100%) 4/15/09 S Thibodeaux VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800024; DATE: 4/16/2009	\$126.31
04/22/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 503452 DATE: 4/26/2009 Beckerman Lisa - Asahi / Zen 52 - 04/22/2009	\$23.38
04/22/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 503452 DATE: 4/26/2009 Sturm Joshua - Wolf & Lamb Kosher Steakhouse - 04/22/2009	\$32.95
04/23/09	Meals (100%) 4/22/09 S Thibodeaux VENDOR: RESTAURANT ASSOCIATES; INVOICE#: 2033800025; DATE: 4/23/2009	\$63.72
04/28/09	Travel - Ground Transportation VENDOR: PRIME TIME TRANSPORTATION INC INVOICE#: 363222 DATE: 5/8/2009 Vendor: Prime Time Voucher #: 49602 Date: 04/28/2009 Name: Lisa Beckerman Car Service, Vendor: Prime Time Voucher #: 49602 Date: 04/28/2009 Name: Lisa Beckerman	\$71.05
04/29/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 510476 DATE: 5/3/2009 Sturm Joshua - Abigaels on Broadway - 04/29/2009	\$30.33
04/30/09	Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 510476 DATE: 5/3/2009	\$30.05

05/03/09	Beckerman Lisa - Blake & Todd - 04/30/2009 Meals (100%) VENDOR: SEAMLESSWEB PROFESSIONAL SOLUTIONS INVOICE#: 510476 DATE: 5/3/2009	\$13.58
05/03/09	Beckerman Lisa - Amadeus Pizza Formerly Ray's Pizza) - 05/03/2009 Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: BECKERMAN LISA; Charge Type: DOCUMENT PRINTING; Quantity: 1.0	\$11.25
05/03/09	Computerized Legal Research - Lexis Service: LEXIS LEGAL SERVICES; Employee: BECKERMAN LISA; Charge Type: SEARCHES; Quantity: 1.0	\$126.90
05/03/09	Computerized Legal Research - Lexis Service: SHEPARD'S SERVICE; Employee: BECKERMAN LISA; Charge Type: LEGAL CITATION SERVICES; Quantity: 1.0	\$6.53
05/05/09	Audio and Web Conference Services VENDOR: DERAVENTURES, INC; INVOICE#: 03001-54901-09; DATE: 5/5/2009	\$1,651.36
05/05/09	Audio and Web Conference Services VENDOR: DERAVENTURES, INC; INVOICE#: 05001-54901-09; DATE: 5/5/2009	\$2,891.99
05/22/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 14 page(s)	\$1.40
05/30/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 20 page(s)	\$2.00
05/31/09	Duplication - In House Photocopy - Beckerman, Lisa, NY, 20 page(s)	\$2.00
	Current Expenses	<u>\$5,654.03</u>

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

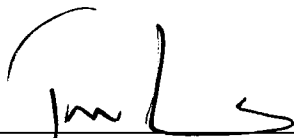
_____)	Chapter 11
)	
WCI Communities, Inc. <i>et al.</i> ,)	Case No. 08-11643 (KJC)
)	
Debtors.)	(Jointly Administered)
_____)	

CERTIFICATE OF SERVICE

I, Timothy P. Cairns, hereby certify that on the 26th day of June 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 Ninth Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP;

Ninth 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 May 1, 2009 through May 31, 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)
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Timothy Cairns, Esquire
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Eric M. Suttly, Esquire
Fox Rothschild LLP
Citizens Bank Center
919 N. Market Street, Suite 1600
Wilmington, DE 19801

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Wilmington, DE 19801

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