

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

_____)	Chapter 11
In re:)	
WCI COMMUNITIES, INC., <u>et al.</u> , ¹)	Case No. 08-11643 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	
)	Related Docket No. 358
_____)	

**CERTIFICATION OF COUNSEL WITH RESPECT TO
THE REVISED ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF THE GARDEN CITY GROUP, INC. AS INFORMATION AGENT FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
WCI COMMUNITIES, INC., ET AL. NUNC PRO TUNC TO AUGUST 20, 2008**

The undersigned counsel certifies that:

1. On September 18, 2008, the Official Committee of Unsecured Creditors (the “Committee”) filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of the Garden City Group, Inc. as the Committee’s Information Agent Nunc Pro Tunc to August 20, 2008* (Docket No. 358) (the “Application”).
2. The United States Trustee (the “UST”) contacted the Committee and requested certain revisions to the order filed with the Application (the “Original Order”). The Committee has revised the order to resolve these issues. Attached hereto as Exhibit A is a revised, proposed form of order (the “Proposed Order”) – agreed to by the UST – that incorporates the UST’s requested revisions. No other objections or responses to the Application were received by the Committee.

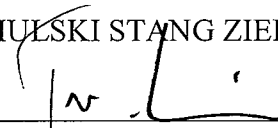
¹ A list of the Debtors and their Tax Identification Numbers is located on the docket for Case No. 09-11643 (KJC) and <http://chapter11.epiqsystems.com/wcicomunities>.

3. Attached hereto as Exhibit B is a blackline of the Proposed Order against the Original Order that delineates the changes agreed to by the parties.

4. Accordingly, the Committee requests that the Proposed Order attached hereto as Exhibit A be entered at the Court's earliest convenience. Counsel is available, should the Court have any questions or concerns with respect to the foregoing.

Dated: October 6, 2008

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Counsel for the Official Committee of Unsecured
Creditors

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.)				
)				Related Docket No. 358

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF THE GARDEN CITY GROUP, INC. AS INFORMATION AGENT
FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF WCI COMMUNITIES, INC., ET AL.
NUNC PRO TUNC TO AUGUST 20, 2008**

Upon the application (the “Application”), dated September 18, 2008, D.E. # 358 of the Official Committee of Unsecured Creditors (the “Committee”) of WCI Communities, Inc., et al. (collectively, the “Debtors”) for entry of an order pursuant to 11 U.S.C. §§ 105(a), 1102(b)(3) and 1103(c) authorizing the employment and retention of The Garden City Group, Inc. (“GCG”), as information agent for the Committee, *nunc pro tunc* to August 20, 2008, to, among other things, create a website for the purpose of providing access to information to creditors; and pursuant to the retention agreement (and pricing schedule annexed thereto) (together, the “Retention Agreement”) by and between the Committee and GCG, a true and correct copy of which is attached to the Application as Exhibit C; and upon the consideration of the Affidavit of Michael J. Sherin (the “Sherin Affidavit”); and it appearing that the relief requested is in the best interests of the Committee, the Debtors’ estates and their creditors; and the Court being satisfied that GCG has the capability and experience to provide such the services for which it is to be

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retained by the Committee and that GCG does not hold an interest adverse to the Debtors' estates respecting the matters upon which GCG is to be engaged; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied based on representations made in the Sherin Affidavit that GCG does not hold or represent an interest adverse to the Debtors' estate; and good and sufficient notice of the Application having been given; and no other or further notice being required; and sufficient cause appearing therefor; it is

ORDERED, that the Application is granted; and it is further

ORDERED, that the Committee is authorized to employ and retain GCG as its information agent in accordance with the terms and conditions set forth in the Application and the Retention Agreement; and it is further

ORDERED, that GCG will undertake, *inter alia*, the following actions and procedures:

(a) Establish and maintain an Internet-accessed website (the "Committee Website") that provides, without limitation:

- (1) a link or other form of access to the website maintained by the Debtors' notice, claims, and balloting agent at <http://chapter11.epiqsystems.com/wcicomunities>, which shall include, among other things, the case docket and claims register;
- (2) highlights of significant events in the Debtors' chapter 11 cases (the "Chapter 11 Cases");
- (3) a calendar with upcoming significant events in the Chapter 11 Cases;
- (4) a general overview of the chapter 11 process;
- (5) press releases (if any) issued by the Committee or the Debtors;

- (6) a registration form for creditors to request “real-time” updates regarding the Chapter 11 Cases via electronic mail;
- (7) a form to submit creditor questions, comments, and requests for access to information;
- (8) responses to creditor questions, comments, and requests for access to information; provided, that the Committee may privately provide such responses in the exercise of its reasonable discretion, including in the light of the nature of the information request and the creditor’s agreement to appropriate confidentiality and trading constraints;
- (9) answers to frequently asked questions;
- (10) links to other relevant websites;
- (11) the names and contact information for the Debtors’ counsel and restructuring advisor(s); and
- (12) the names and contact information for the Committee’s counsel and financial advisor(s);

(b) Distribute the updates regarding the Chapter 11 Cases via electronic mail for creditors that have registered for such service on the Committee website; and

(c) Establish and maintain a telephone number and electronic mail address for creditors to submit questions and comments; and it is further

ORDERED, that, without further order of the Court, the Debtors are authorized to compensate GCG on a monthly basis in accordance with the terms and conditions of the Retention Agreement, upon GCG’s submission to the Committee, the Debtors, and the Office of the United States Trustee of monthly invoices summarizing in reasonable detail the services rendered and expenses incurred in connection therewith; and it is further

ORDERED, that the Debtors, the Committee, and the Office of the United States Trustee shall have ten (10) days to advise GCG of any objections to the monthly invoices. If an objection cannot be resolved, the Committee will schedule a hearing before this Court to consider the disputed invoice. Unless advised of an objection within the ten-day objection

period, the Debtors will pay each GCG invoice within forty (40) days after the receipt of the invoice, in the ordinary course of business. If an objection is raised to a GCG invoice, the Debtors will remit to GCG only the undisputed portion of the invoice and, if applicable, will pay the remainder to GCG upon the resolution of the dispute, as mandated by this Court; and it is further

ORDERED, that the fees and expenses GCG incurs in the performance of its services shall be treated as an administrative expense of the Debtors' chapter 11 estates and be paid by the Debtors in the ordinary course of business without further application to this Court; provided, however, that to the extent that fees and expenses are disallowed by this Court, GCG shall not be entitled to an administrative expense for such disallowed fees and expenses; and it is further

ORDERED, that the last two sentences of paragraph 8 of the Retention Agreement are hereby deleted and of no force and effect; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October __, 2008

Honorable Kevin J. Carey
Chief United States Bankruptcy Court Judge

Exhibit B

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

)	
In re:)	Chapter 11 Cases
)	Case No. 08-11643 (KJC)
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NUNC PRO TUNC TO AUGUST 20, 2008**

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for which it is to be retained by the Committee and that GCG does not hold an interest adverse to the Debtors' estates respecting the matters upon which GCG is to be engaged; and the Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied based on representations made in the Sherin Affidavit that GCG does not hold or represent an interest adverse to the Debtors' estate; and good and sufficient notice of the Application having been given; and no other or further notice being required; and sufficient cause appearing therefor; it is

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period, the Debtors will pay each GCG invoice within forty (40) days after the receipt of the invoice, in the ordinary course of business. If an objection is raised to a GCG invoice, the Debtors will remit to GCG only the undisputed portion of the invoice and, if applicable, will pay the remainder to GCG upon the resolution of the dispute, as mandated by this Court; and it is further

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Dated: October __, 2008

Honorable Kevin J. Carey
Chief United States Bankruptcy Court Judge