

Debtors' Motion for Entry of an Order Pursuant to Bankruptcy Rules 2002 and 3003 and Local Rule 3003-1 (I) Establishing a Bar Date for Filing Certain Proofs of Claim; (II) Establishing Ramifications for Failure to Comply Therewith; (III) Approving Proof of Claim Form and Notice of Bar Date and (IV) Approving Publication Notice and Publication Procedures (the "Bar Date Motion")

By the Bar Date Motion, the Debtors seek entry of an order (the "Bar Date Order") (i) establishing February 2, 2009 at 4:00 p.m. (ET) as the last date by which all creditors and holders of claims against the Debtors and their respective estates must file a proof of claim in these cases (the "Bar Date"), (ii) establishing ramifications for failure to comply with the Bar Date, and (iii) approving the form and manner for filing proofs of claims and for providing parties with notice of the Bar Date.

The Debtors believe that the schedules of their assets and liabilities (collectively, the "Schedules") include a substantially accurate list of potential creditors and interest-holders, as well as meaningful estimates of the magnitude of claims against the Debtors' estates. The Debtors assert that the Bar Date will provide a deadline to identify any possible unknown claims against their estates and provide parties with certainty regarding the magnitude of such claims.

Exceptions to the General Bar Date

The Debtors request that the Bar Date apply to all known and unknown creditors with the following exceptions (who are not required to file a proof of claim prior to the Bar Date):

- (i) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), a proof of claim against the Debtors using a claim form which substantially conforms to the proof of claim form annexed to the Bar Date Motion or Official Form No. 10;
- (ii) any person or entity whose claim has been allowed by, or paid pursuant to, an order of the Bankruptcy Court entered on or before the Bar Date;
- (iii) any directors, officers, or employees of the Debtors as of the petition date that have or may have contingent or unliquidated claims against the Debtors for indemnification, contribution, or subrogation, or for reimbursement related to the foregoing;
- (iv) a Debtor having a claim against another Debtor;
- (v) any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor;
- (vi) to the extent they are asserting an administrative claim, any professionals whose retention in these chapter 11 cases has been approved by the Bankruptcy Court;
- (vii) any holder of a claim that is limited exclusively to the repayment of principal and interest under any of the Debtors' (a) 6-5/8% senior subordinated notes due March 15, 2015, (b) 7-7/8% senior subordinated notes due October 1, 2013, (c) 9-1/8% senior subordinated notes due May 1, 2012, (d) 7.54% junior subordinated notes due April 30,

2036, (e) 7-1/4% junior subordinated notes due October 30, 2035, and (f) 4.0% contingent convertible senior subordinated notes due 2023 (collectively, the “Notes”) *provided, however*, that the foregoing exclusion will not apply to the indenture trustee under each of the indentures pursuant to which the Notes were issued (the “Indenture Trustees”);¹ and

- (viii) any person or entity whose claim is listed in the Schedules, and (a) the claim is not described as contingent, unliquidated or disputed, (b) the claimant agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (c) the claimant agrees that the claim is an obligation of the specific Debtor which has listed the claim in its Schedules.

Co-Debtors or Sureties. For Debtors, co-debtors, sureties, or guarantors filing claims under Bankruptcy Code section 501(b) and Bankruptcy Rule 3005(a), the Debtors propose that March 4, 2009 should be the last day such claims may be filed. The Debtors submit that the proposed deadline is reasonable because it will expire 30 days after the Bar Date, thereby giving the aforementioned parties ample time to determine whether to file claims against the Debtors’ estates.

Non-Debtor Parties to Rejected Executory Contracts or Unexpired Leases. For filing claims arising out of the rejection of an executory contract or unexpired lease, the Debtors propose that the bar date should be the later of either (i) the Bar Date or (ii) the first business day that is at least 30 calendar days after the mailing of (a) a notice of an order approving the rejection of an executory contract or unexpired lease or (b) notice of rejection of an executory contract or unexpired lease in accordance with any order entered by the Bankruptcy Court.

Entities Asserting Claims Arising from the Recovery of a Voidable Transfer. For filing claims arising out of a voidable transfer under Bankruptcy Code section 502(h), the Debtors propose that the bar date should be the later of either (i) the Bar Date or (ii) the first business day that is at least 30 calendar days after the mailing of the notice of entry of any order approving the avoidance of the transfer.

Entities Asserting Claims Arising from the Assessment of Certain Taxes. For filing claims arising from the assessment of certain taxes described in Bankruptcy Code section 507(a)(8) as permitted by Bankruptcy Code section 502(i), the Debtors propose that the bar date should be the later of either (i) the Bar Date or (ii) the first business day that is at least 30 calendar days after the date the relevant tax claim arises.

¹ Each Indenture Trustee will be required to file one proof of claim on or before the Bar Date for principal, interest, other applicable fees and charges, and/or any amounts due in respect, or on account, of the applicable Notes. In addition, each Indenture Trustee or its designated agent under the Notes will only be required to file a proof of claim against the chapter 11 estate(s) of the Debtor(s) that is (are) the primary obligor(s) on the Notes but such proof of claim must identify any Debtors, together with their respective chapter 11 case numbers, that are guarantors or otherwise secondary obligors under the Notes. Any holder of Notes that wishes to assert a claim arising out of or related to the Notes, other than a claim for repayment of principal and interest thereunder, will be required to file a proof of claim on or before the Bar Date.

Creditors Holding Claims that were Reduced by Amendments to the Schedules. If an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the affected claimant has not filed a proof of claim, the Debtors propose that the affected claimant be allowed to file a proof of claim on the later of (i) the Bar Date or (ii) the first business day following 30 calendar days after the mailing of the notice of such amendment. In the event, however, the Debtors amend the Schedules after, and the affected claimant did not file a proof of claim prior to, the Bar Date, a proof of claim will be permitted to be filed only to the extent such proof of claim does not exceed the amount scheduled for such claim prior to any such amendment.

Holders of Certain Administrative Claims. The Debtors request that, except for claims asserted under Bankruptcy Code section 503(b)(9), neither the Bar Date nor any other deadline apply to requests for payment of administrative expenses arising in the Debtors' cases under Bankruptcy Code sections 503, 507(a)(2), 507(b), 330(a), 331, and/or 364. The Debtors anticipate that an administrative claims bar date will be established as part of any confirmation order entered in these cases.

Holders of Equity Securities. Holders of equity securities of the Debtors generally need not file a proof of interest. However, the Debtors request that an equity security holder be required to file a proof of claim by the Bar Date to the extent that such equity security holder asserts any rights as a creditor holding a claim against any of the Debtors, including any claim arising out of or relating to an equity interest in any of the Debtors.

Procedures for Filing Proofs of Claim

The Debtors also seek approval of the following procedural requirements with respect to the filing of proofs of claim against the Debtors' estates.

Transfer of Claims. If a timely-filed claim is transferred, the transferee must (i) file a notice of transfer of the claim with the Epiq Bankruptcy Solutions, LLC (the "Claims Agent"), (ii) file such notice of transfer with the Bankruptcy Court, and (iii) serve a copy of the notice of transfer on the Debtors' counsel.

Form and Substance of Proof of Claim. The Debtors seek approval of the form of proof of claim attached to the Bar Date Motion. Additionally, in order to be properly filed, each proof of claim must (i) be written in English, (ii) include a claim amount denominated in United States dollars as of the petition date, (iii) specify the particular Debtor against which the creditor is asserting a claim, and (iv) include evidence in accordance with the requirements of applicable laws and rules. The Debtors propose that if a claim is asserted against more than one of the Debtors, a separate proof of claim must be filed against each of the Debtors. The Debtors propose that if more than one Debtor is listed by a claimant on the proof of claim, the Debtors will treat such claim as filed only against the first listed Debtor. If a proof of claim is filed under the lead joint-administration case or if no specific Debtor is indicated the proof of claim will be deemed as filed only against WCI Communities, Inc. To the extent the Debtors list a creditor on their Schedules, the Debtors will personalize the proof of claim form provided to such creditor and

include a separate proof of claim form with respect to each Debtor that such creditor is listed on the Schedules as having a claim against.

Place and Time of Filing. All proofs of claim must be filed so that they are actually received by the Claims Agent on or before the Bar Date. Proofs of claim will be deemed filed when actually received by the Claims Agent.

No Prejudice Regarding Claim Objections. Notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors and other parties in interest will not be precluded from objecting to any claim, whether scheduled or not.

Ramifications for Failure to Timely or Properly File a Proof of Claim

The Debtors propose that the Bar Date Order expressly state that a creditor's failure to timely or properly file a proof of claim in accordance with the Bar Date, if such filing is required, shall (i) constitute grounds for disallowance of such claim, (ii) render the creditor ineligible for voting with respect to any chapter 11 plan(s) filed in the Debtors' chapter 11 cases or receiving any distributions thereunder, (iii) and render the claimant bound by the terms of any confirmed chapter 11 plan(s).

Notice Procedures

Service of the Bar Date Notice. The Debtors also request approval of the form of bar date notice attached to the Bar Date Motion (the "Bar Date Notice"). The Debtors propose to serve the Bar Date Notice by December 12, 2008 (the "Mailing Date"), by United States mail, first class postage prepaid, at the expense of the estates, to all of the following whose addresses are known by the Debtors: (i) all known creditors, as reflected in the Schedules; (ii) all known shareholders of record, based upon the list of equity security holders filed by the Debtors on August 18, 2008; (iii) all parties that have requested special notice; and (iv) all other parties in interest as required by the Bankruptcy Rules.

Publication for Unknown Creditors. The Debtors will rely on publication to provide notice to their unknown creditors and known creditors with addresses unknown by the Debtors. The Debtors request that the Bankruptcy Court approve the publication notice attached to the Bar Date Motion, which shall be published in six national newspapers and the Bonita Daily News (the local newspaper of the Debtors' corporate headquarters) at least 35 days before the Bar Date.

In the event the Debtors determine after the Mailing Date that an additional party should appropriately receive notice, the Debtors propose that the date by which a proof of claim must be filed by such party be the date that is the later of (i) the Bar Date or (ii) 30 days from the mailing date of an amended Bar Date Notice to such additional party.