

Exhibit II-8. Sample Order Appointing an Examiner

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re: _____
Divine, Inc., et al.,) Case No. _____
) (Jointly Administered)
) Chapter 11
)
)
Debtors.)

)

**ORDER GRANTING EXPEDITED RELIEF
ON OFFICIAL COMMITTEE OF UNSECURED CREDITORS' MOTION
FOR ORDER APPOINTING AN EXAMINER AND FOR RELATED RELIEF**

Upon consideration of the Motion for Expedited Relief, filed January 22, 2004, of the Official Committee of Unsecured Creditors (the "Committee") of the above-referenced debtors and debtors in possession (collectively, "Divine") seeking an Order appointing An Examiner and for Related Relief (the "Motion"); and the Court having jurisdiction to consider the Motion and all relief requested therein, as well as all related proceedings; and due and sufficient notice of the Motion having been given under the circumstances; and the Court having convened a hearing at which counsel for all interested parties had an opportunity to appear and be heard; and good and sufficient cause appearing, the Court finds that the Motion should be, and thereby is, Granted. It is, therefore,

1. ORDERED that an Examiner be appointed for Divine in the captioned matter for the purposes set forth herein; and it is further
2. ORDERED that the United States Trustee for the District of Massachusetts, Eastern Division (the "United States Trustee"), shall timely file its Application for Order Approving the Appointment of an Examiner and a proposed Order thereon (the "UST Appointment Application Order"); and it is further
3. ORDERED that immediately upon the entry of the UST Appointment Application Order, the Examiner is authorized to investigate all potential claims and causes of action against the present and/or former officers and directors of Divine (the "Claims"); and it is further
4. ORDERED that, if the Examiner determines that Claims exist and should be brought the Examiner is authorized and is directed to provide appropriate notice of the Claims and, further, is authorized and directed and shall have standing to bring the Claims against officers and directors, after notice to and consultation with the Committee, by filing and prosecuting such Claims in such manner and in such forums as are necessary, or, in the alternative, the

Examiner, upon application and approval by the Court, may assign to the Committee the right to bring the Claims.

5. ORDERED that the Examiner shall have the duties, powers and responsibilities of an examiner under Section 1106(b) of the Bankruptcy Code; *provided, however*, that the scope of the Examiner's duties, unless expanded or limited by further order of this Court, shall be limited to the investigations and bringing of Claims as set forth herein; and it is further
6. ORDERED that the Examiner shall be a "party in interest" under Section 1109 of the Bankruptcy Code with respect to matters that are within the scope of the duties set forth in this Order and shall be entitled to appear at hearings held in these cases and to be heard at such hearing with respect to matters that are within the scope of the Examiner's duties; and it is further
7. ORDERED that nothing contained in this Order shall diminish the powers and authority of the Committee under the Bankruptcy Code, including the powers to investigate transactions and entities, commence contested matters and adversary proceedings, and object to claims, and it is further
8. ORDERED that neither communications between the Examiner and Debtor nor communications between the Examiner and the Committee shall be deemed a waiver of any attorney-client or work product privilege otherwise belonging to the Examiner, the Debtor or the Committee; and it is further
9. ORDERED that any and all objections to the relief granted herein are overruled; and it is further
10. ORDERED that this Court shall retain exclusive jurisdiction over any dispute concerning this Order.

SIGNED this ____ day of
February, 2004

THE HONORABLE JOAN N. FEENEY
UNITED STATES BANKRUPTCY JUDGE