

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

IN RE:)	Chapter 11
)	
OAKWOOD HOMES CORPORATION,)	Case No. 02-13396 (PJW)
<u>et al.</u> ,)	
Debtors.)	Jointly Administered
)	
)	Objections Due: July 19, 2004 at 4:00 p.m.
)	Hearing Date: October 8, 2004 at 1:30 p.m.

**THIRD INTERIM (FOR THE PERIOD NOVEMBER 1, 2003 THROUGH
DECEMBER 31, 2003) AND FINAL APPLICATION OF ANDREW DAVIDSON
& CO., INC., AS VALUATION CONSULTANTS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF INTERIM AND FINAL
COMPENSATION AND FOR INTERIM AND FINAL REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES INCURRED**

Name of Applicant:	Andrew Davidson & Co., Inc.
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which Interim Compensation and reimbursement is sought:	November 1, 2003 through December 31, 2003
Period for which Final compensation and reimbursement is sought:	November 15, 2002 through December 31, 2003
Amount of compensation sought as actual, reasonable and necessary:	\$900.00
Amount of reimbursement sought as actual, reasonable and necessary:	\$00.00

Amount of final compensation sought as actual, reasonable and necessary: \$216,425.00

Amount of final reimbursement sought as actual, reasonable and necessary: \$50,000.00

This is an interim X final application.

The total time expended for fee application preparation is approximately 1 hour. It is the policy of Andrew Davidson & Co. not to charge their clients for preparation of fee applications, thus, no compensation will be requested by Andrew Davidson for this time expended.

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
7/24/03	11/15/02-5/31/03	\$214,925.00/\$50,000.00	\$214,925.00/\$50,000.00
11/20/03	10/1/03-10/31/03	\$600.00/\$0.00	\$480.00/\$0.00

OAKWOOD HOMES CORPORATION, et al.
 (Case No. 02-13396 (PJW))
 November 1, 2003 through December 31, 2003

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
William Storms	Senior Consultant	\$450	2.0	900.00
Total			2.0	\$900.00
GRAND TOTAL:	\$900.00			
BLENDED RATE:	\$450.00			

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours For The Interim Period	Total Hours For the Final Period	Total Fees For The Interim Period	Total Fees For the Final Period
Claims Administration and Valuation	2.0	512.0	\$900.00	\$216,425.00

CUMULATIVE EXPENSE SUMMARY

Expense Category	Total Expenses For the Interim Period	Total Expenses For the Final Period
Chasen Fee (Court Approved)	\$0.00	\$50,000.00

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Andrew Davidson & Co., Inc. ("Andrew Davidson"), submits this application (the "Application") seeking allowance of interim compensation under 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules Of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 effective January 30, 1996 (the "U.S. Trustee Guidelines") for the interim period November 1, 2003 through December 31, 2003 (the "Interim Compensation Period") and the final period of November 15, 2002 through December 31, 2003 (the "Final Compensation Period", and together with the Interim Compensation Period, the "Compensation Periods") for (a) allowance of reasonable compensation on an interim and final basis for professional services rendered by Andrew Davidson to the Debtors and (b) reimbursement on an interim and final basis of actual and necessary charges and disbursements in the rendition of

required professional services on behalf of the Debtors. In support of this Application, Andrew Davidson represents as follows:

BACKGROUND

1. On November 15, 2002 (the "Petition Date"), each of the Debtors commenced a reorganization case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

2. On December 2, 2002, the United States Trustee appointed an official committee of unsecured creditors (the "Committee") in these cases.

ANDREW DAVIDSON & CO., INC. RETENTION

3. On February 27, 2003, the Debtors filed their application (D.I. 700) to retain Andrew Davidson, nunc pro tunc to February 6, 2003 (the "Retention Application").

4. Following negotiations between the Debtors and Committee regarding the terms of the retention, on April 22, 2003, this Court entered an order (D.I. 1062) approving the Debtors' retention of Andrew Davidson pursuant to section 327(a) of the Bankruptcy Code, nunc pro tunc to November 15, 2002 (the "Retention Order").

FEE PROCEDURES ORDER

5. On December 18, 2002, this Court signed an Administrative Order, Pursuant To Sections 331 And 105 Of The Bankruptcy Code, Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (D.I. 277) (the "Fee Procedures Order").

RELIEF REQUESTED

6. Andrew Davidson respectfully requests: (a) that Andrew Davidson be allowed (i) interim compensation in the amount of \$900.00 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Interim Application Period and interim reimbursement of -0- for reasonable, actual and necessary expenses incurred during the Interim Application Period and (ii) final allowance of compensation for actual and necessary professional services incurred by it as valuation consultants for the Debtors in the amount of \$216,425.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$50,000.00 for the Final Compensation Period. This Application is made pursuant to the provisions of sections 327, 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Fee Procedures Order and the Andrew Davidson Retention Order.

7. During the Interim Application Period, Andrew Davidson has provided professional valuation consulting services to the Debtors and incurred fees for such services totaling \$900.00. With respect to this amount, as of the date of this Application, Andrew Davidson has received payments totaling \$0.00. As set forth in the Retention Order, these payments will be applied against the outstanding invoices set forth herein. The services rendered by Andrew Davidson include:

- Review Objection

8. Andrew Davidson maintained daily records of the time spent rendering professional services during the Application Period. Exhibit A attached hereto contains logs, sorted by project category, which show how much time was recorded by each professional and descriptions of the services provided.

9. As set forth in the Retention Application, other than with its own employees and Chasen Enterprises ("Chasen"), Andrew Davidson has agreed not to share with any person or

firm the compensation to be paid for professional services rendered in connection with these cases. Chasen is an outside firm with which Andrew Davidson contracts from time to time to provide cash flow model software for securitizations. In the past, Andrew Davidson included as reimbursable expense amounts invoiced by Chasen on the invoices that Andrew Davidson sent to the Debtors; Andrew Davidson then paid Chasen directly.

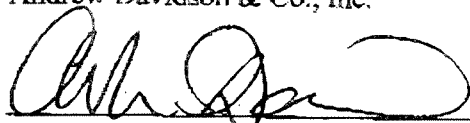
10. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of his information, knowledge and belief that this application complies with Local Rule 2016-2.

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WHEREFORE, Andrew Davidson respectfully requests that this Court enter an order: (a) that Andrew Davidson be allowed (i) interim compensation in the amount of \$900.00 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Interim Application Period and (ii) interim reimbursement of \$0.00 for reasonable, actual and necessary expenses incurred during the Interim Application Period; (iii) allowing Andrew Davidson the sum of \$216,425.00 for professional services rendered on behalf of the Debtors during the Final Compensation Period; (iv) approving and authorizing reimbursement to Andrew Davidson by the Debtors or the Liquidation Trust of expenses incurred during the Final Compensation Period in the amount of \$50,000.00; and (v) directing the Debtors or the Liquidation Trust to pay Andrew Davidson the amount of \$266,425.00, less any amounts previously paid to Andrew Davidson.

Dated: June 28, 2004
New York, NY

Andrew Davidson & Co., Inc.



Andrew Davidson, President

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**ORDER GRANTING THIRD INTERIM (FOR THE PERIOD NOVEMBER 1,
2003 THROUGH DECEMBER 31, 2003) AND FINAL APPLICATION OF
ANDREW DAVIDSON & CO., INC., AS VALUATION CONSULTANTS TO
THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF
INTERIM AND FINAL COMPENSATION AND FOR INTERIM AND FINAL
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED**

AND NOW, this ____ day of _____, 2004, it is hereby ORDERED:

1. That the Final Application of Andrew Davidson & Co., Inc., as valuation consultants to the Debtors be, and the same hereby is, GRANTED.
2. That there SHALL BE ALLOWED AND DISBURSED to Andrew Davidson by the Debtors or the Liquidation Trust final compensation in the amount of \$216,425.00 for actual, reasonable and necessary services rendered by it on behalf of the Debtors for the period November 15, 2002 through December 31, 2003 and \$50,000.00 for actual, reasonable and necessary expenses incurred by it in rendering such services during the same time period.
3. That the Debtors or the Liquidation Trust are hereby authorized and directed to pay to Andrew Davidson \$266,425.00, less any amounts previously paid to Andrew Davidson.

Dated: Wilmington, Delaware
_____, 2004

The Honorable Peter J. Walsh
United States Bankruptcy Judge