

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

IN RE:)	Chapter 11
)	
OAKWOOD HOMES CORPORATION, <i>et al.</i> ,)	Case No. 02-13396 (PJW)
Debtors.)	Jointly Administered
)	
)	

**ORDER AUTHORIZING THE RETENTION OF CONSTANGY,
BROOKS & SMITH, LLC AS SPECIAL COUNSEL TO THE
DEBTORS NUNC PRO TUNC TO MARCH 11, 2003 (RE: D.I. 1082)**

This matter having come before the Court on the Application of the above-captioned debtors and debtors in possession (the "Debtors"), for authorization for to retain and employ the law firm of Constangy, Brooks & Smith, LLC ("Constangy") as special counsel nunc pro tunc to March 11, 2003 (the "Application"); the Court having reviewed the Application, and the Declaration of William R. Loftis, Jr. Pursuant to Bankruptcy Rule 2014(a) in Support of Debtors' Application for Authorization To Retain and Employ Constangy, Brooks & Smith, LLC as Special Counsel Pursuant To § 327(c) Of The Bankruptcy Code Nunc Pro Tunc To March 11, 2003 (the "Loftis Declaration"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Application was sufficient under the circumstances; the Court having determined that the legal and factual bases set forth in the Application and the Loftis Declaration establish just cause for the relief granted herein; therefore, it is hereby ORDERED that:

1. The Application is GRANTED.

2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. The Debtors are authorized to retain and employ Constangy as special counsel in these Chapter 11 cases pursuant to 11 U.S.C. § 327(c) nunc pro tunc to March 11, 2003 on the terms and conditions set forth in the Application.

4. Constangy shall be compensated in accordance with the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the local rules of this Court and the orders of this Court.

Dated: Wilmington, Delaware
May 22, 2003



The Honorable Peter J. Walsh
Chief United States Bankruptcy Judge