

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

<b>In re:</b>  <b>OAKWOOD HOMES CORPORATION,</b> <b>et al.,</b>  <p style="text-align: center;"><b>Debtors.</b></p>	) ) ) ) ) ) ) )	<b>Chapter 11</b>  <b>Case No. 02-13396 (PJW)</b>  <b>Jointly Administered</b>  Hearing Date: October 8, 2004 @ 1:30 P.M. Objections Due: July 16, 2004
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**FIFTH INTERIM AND FINAL APPLICATION OF FTI CONSULTING, INC. AS  
RESTRUCTURING ADVISORS TO THE DEBTORS FOR ALLOWANCE OF  
COMPENSATION FOR ACTUAL, REASONABLE AND NECESSARY SERVICES  
RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL, REASONABLE AND  
NECESSARY EXPENSES INCURRED**

Name of Applicant:	<u>FTI Consulting, Inc.</u>
Authorized to Provide Professional Services to:	<u>Oakwood Homes Corporation, et al.,</u>
Date of Retention:	<u>Order entered on January 16, 2003 nunc pro tunc to November 15, 2002</u>
Period for which Interim Compensation and Reimbursement is sought:	<u>December 1, 2003 – April 15, 2004</u>
Amount of Interim Compensation sought as actual, reasonable, and necessary:	<u>\$311,528.75</u>
Amount of Interim Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$15,530.57</u>
Period for which Final Compensation and Reimbursement is sought:	<u>November 15, 2002 – April 15, 2004</u>
Amount of Final Compensation sought as actual, reasonable, and necessary:	<u>\$5,219,357.25 *</u>
Amount of Final Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$439,592.19</u>
This is a:	<input type="checkbox"/> Interim <input checked="" type="checkbox"/> Final <input type="checkbox"/> Monthly Application

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\* The total time expended on the preparation of the Final Fee Application is approximately 11 hours and the corresponding compensation being requested related to such is \$2,647.00.

**Listing of prior applications filed:**

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
01/28/03	11/15/02 – 12/31/02	\$898,178.50	\$77,930.47	\$898,178.50	\$77,930.47
3/19/03	1/01/03 – 1/31/03	\$831,772.50	\$79,072.46	\$807,319.00	\$79,072.46
5/01/03	2/01/03 - 2/28/03	\$695,538.50	\$65,030.68	\$677,128.50	\$65,030.68
6/13/03	3/01/03 - 3/31/03	\$554,101.00	\$46,087.75	\$554,101.00	\$46,087.75
7/22/03	4/01/03 - 4/30/03	\$435,292.00	\$43,522.98	\$435,292.00	\$43,522.98
8/12/03	5/01/03 - 5/31/03	\$218,353.50	\$27,814.68	\$218,353.50	\$27,814.68
10/20/03	6/01/03 - 6/30/03	\$357,816.25	\$21,382.77	\$357,816.25	\$21,382.77
10/29/03	7/01/03 - 7/31/03	\$265,260.00	\$15,101.53	\$265,260.00	\$15,101.53
11/20/03	8/01/03 – 8/31/03	\$246,557.25	\$16,600.00	\$246,557.25	\$16,600.00
12/19/03	9/01/03 – 9/30/03	\$250,931.75	\$18,670.14	\$250,931.75	\$18,670.14
1/30/04	10/01/03 – 10/31/03	\$124,897.00	\$6,925.10	\$124,897.00	\$6,925.10
2/17/04	11/01/03 – 11/30/03	\$71,993.75	\$5,923.06	\$71,993.75	\$5,923.06
2/27/04	12/01/03 – 12/31/03	\$56,411.50	\$1,467.01	\$45,129.20 Approved on Interim Basis Fees @ 80%	\$1,467.01 Approved on Interim Basis Expenses @ 100%
4/05/04	1/01/04 – 1/31/04	\$154,616.75	\$12,050.36	\$123,693.40 Approved on Interim Basis Fees @ 80%	\$12,050.36 Approved on Interim Basis Expenses @ 100%
4/29/04	2/01/04 – 2/29/04	\$70,011.00	\$1,619.15	\$56,008.80 Approved on Interim Basis Fees @ 80%	\$1,619.15 Approved on Interim Basis Expenses @ 100%
5/19/04	3/01/04 – 4/15/04	\$30,489.50	\$394.05	\$24,391.60 Approved on Interim Basis Fees @ 80%	\$394.05 Approved on Interim Basis Expenses @ 100%

**COMPENSATION BY PROFESSIONAL/PARAPROFESSIONAL**

Name of Professional	Position, prior relevant experience, relevant licenses and educational background	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Gray, DeLain	Senior Managing Director for 10 years; 14 years of prior experience; B.A. in Accounting from Central Missouri State University; CPA in Missouri.	\$595	3.0	\$1,785.00
Poulin, Lisa	Senior Managing Director for 13 years with over 20 years of relevant experience; MBA from University of Pittsburgh; Certified Insolvency and Restructuring Advisor (CIRA), Certified Turnaround Professional (CTP), serves on the Board of TMA.	\$575	349.5	\$200,962.50
		\$525	698.5	\$366,712.50
Nolan, William	Senior Managing Director; 13 years restructuring experience, former partner with PwC, former finance manager with fortune 50 Company, MBA in Finance from the Wharton School of the University of PA., BS in Economics from the University of Delaware.	\$550	161.2	\$88,660.00
		\$525	998.4	\$524,160.00
Weinsweig, Marc	Senior Managing Director for 1 year; Managing Director/Director/Associate for 8.5 years, 2.5 years prior relevant exp.; CPA; MBA-Carnegie Mellon; BS – Penn State; Area of expertise, Bankruptcy/Reorganization.	\$550	174.0	\$95,700.00
		\$490	1,115.0	\$546,350.00
Robichaux, Louis	Senior Managing Director for 1 year; 13 years prior relevant experience; Chartered Financial Analyst (CFA) and Certified Turnaround Professional (CTP); M.B.A. from Texas A&M; specializing in Corporate turnarounds and restructuring.	\$525	469.1	\$229,859.00
Armstrong, Chris	Managing Director for 4 years; 2 years prior relevant experience; B.A. (Honours), University of Central England, Birmingham, England, Economics, First Class Honors.	\$490	333.3	\$163,317.00
Rushing, Sherry	Director for 4 years; 7 years of prior experience; BBA in Finance 1989 from Texas Tech University; CIRA; Area of Expertise – Bankruptcy and Reorganization.	\$450	362.1	\$162,945.00
Larsen, Danelle	Director for 1 year; Consultant for 2.5 years; UCLA undergraduate degree, Duke MBA.	\$395	221.7	\$87,571.50
		\$325	1,098.6	\$357,045.00

Name of Professional	Position, prior relevant experience, relevant licenses and educational background	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Renzi, Mark	Director for 1 year; Consultant for 2.5 years; 10 yrs. Corporate finance exp; 5 yrs. prior relevant experience; Member of AIMR, AIRA and TMA; Masters of Science in Finance from Boston College; Specializing in Corporate turnarounds, valuation and restructuring.	\$395	954.6	\$377,067.00
		\$325	1,487.2	\$483,340.00
Savage, Michael	Director for 1 year; Consultant for 2 years; 1 year of prior experience; MBA from University of Chicago; BS in Finance from Clarkson.	\$395	650.4	\$256,908.00
		\$325	1,275.6	\$414,570.00
Smith, Brandon	Director for 1 year; Consultant for 2.5 years; 3 years of audit and consulting experience; CPA: BS Accounting – Louisiana State University, MBA Rice University; Finance and Accounting.	\$395	306.6	\$121,107.00
		\$290	1,223.3	\$354,757.00
Patnode, Todd	Director for 3.5 years; 7 years relevant experience; Business Recovery Services.	\$370	76.8	\$28,416.00
Stevens, Christopher	Director for 1 year; Consultant for 2.3 years; 3.5 prior relevant experience; CPA, State of Maryland, 1995; BS, Frostburg State University, 1992 (Accounting); MBA, University of Notre Dame, 1998.	\$325	24.5	\$7,962.50
Parker, Jeffrey	Consultant for 2.5 years; 1.5 years prior relevant work experience; BBA Accounting and Masters of Accountancy from Baylor University-2000; CPA.	\$295	4.0	\$1,180.00
Thornton, Andrew	Consultant for 1 year; Associate for 2.5 years; B.S. in Finance and International Business, Pennsylvania State University, 2000.	\$295	8.0	\$2,360.00
		\$185	3.0	\$555.00
Bergquist, Brian	Consultant for 2 years; 2 years prior relevant experience; Business Recovery Services - Claims Management.	\$290	282.6	\$81,954.00
Bushing, Jodi	Consultant for 3 years; BS in Computer Information Systems from Indiana University - May 1999.	\$290	7.5	\$2,175.00
Morgan, James	Consultant for 2.5 years; 2 years prior relevant experience; MA Applied Economics, Southern Methodist University 2000; BS International Trade & Finance 1996.	\$290	244.6	\$70,934.00
Resuttek, Robert	Consultant for 3.5 years with 2 years of prior experience; BBA -1998 and Masters in Accounting - 1999 both from University of Michigan BA School; CPA.	\$290	305.0	\$88,450.00

Name of Professional	Position, prior relevant experience, relevant licenses and educational background	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Tedeschi, Ed	Consultant for 1 year; Associate for 10 months; 4.5 years of prior experience; CPA, PA-2001; BS from the University of Delaware- major-accounting, minor-economics; Business Recovery Services.	\$265	91.4	\$24,221.00
Taylor, Roy	Consultant for 2 years; 4 years of prior experience; BA from Trinity University in San Antonio; Information Technology.	\$195	267.3	\$52,123.50
Alexander, Margaret	Associate for 3 years; no prior relevant experience; Bachelor of Science in Commerce from the University of Virginia - May 2001.	\$185	371.6	\$68,746.00
Bosse, Melissa	Consultant for 1 year; B.B.A. in Finance from Texas A&M University.	\$185	258.3	\$47,785.50
Daugherty, Brent	Consultant for 1.5 years; B.B.A. in Finance from Texas A&M, December 2000.	\$185	13.5	\$2,497.50
Gildersleeve, Ryan	Consultant for 1 year; BS – Business Process Management 2001 from Indiana University; Area of practice - Claims Management.	\$185	26.4	\$4,884.00
Reinhard, Robin	Consultant for 3 years; 1 year prior audit experience; Certified Public Accountant (CPA) State of Georgia; Masters in Accountancy from the University of Georgia.	\$185	357.5	\$66,137.50
Robinson, Joshua	Consultant for 1 year; 1 year of prior experience; BS in Information Systems, Kelley School of Business, Indiana University.	\$185	43.9	\$8,121.50
Uhl, Mike	Associate for 1.5 years; 3 years of prior computer programming experience; Bachelor of Science in Business Administration from University of Colorado Boulder; Graduated December 2001.	\$185	6.5	\$1,202.50
Giljum, Joseph	Associate for 1.8 years; no prior experience; B.S. in Computer Information Systems and International Business from Indiana University.	\$175	14.5	\$2,537.50
Johnston, Cheryl	Paraprofessional for 10.5 years; 10 years of prior experience.	\$160 \$140	214.5 189.8	\$34,320.00 \$26,572.00
Napoliello, Mary	Paraprofessional for 14.5 years	\$140	19.3	\$2,702.00
Subtotal:			14,712.6	\$5,458,653.50

Less: Adjustment for 50% of Travel Time	(166,911.25)
Less: Voluntary Reduction for Fee Statement and Fee Application (category: 1030)	(72,385.00)
Total Compensation Requested	\$5,219,357.25
Total <u>Professional</u> Compensation:	\$5,155,763.25
Total <u>Professional</u> Hours:	14,289.0
Blended <u>Professional</u> Rate:	\$360.82

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**COMPENSATION SUMMARY BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Project Description</b>	<b>Total Hours For Interim Application Period</b>	<b>Total Hours For Final Application Period</b>	<b>Total Fees For Interim Application Period</b>	<b>Total Fees For Final Application Period</b>
	<i><b>Financing Activities</b></i>				
2200	Cash Flow Forecast	38.2	1,069.7	\$15,399.00	\$407,865.00
2300	DIP Reporting	4.0	196.2	1,611.00	82,405.50
2400	DIP Financing Matters	-	546.4	-	252,913.50
2410	DIP Litigation Matters	-	105.4	-	53,464.00
2420	Exit Financing	16.7	984.8	7,232.00	375,419.50
	<i><b>Chapter 11 Operations and Reporting</b></i>				
1020	Retention Application	6.1	50.5	2,250.00	24,200.00
1100	Statements and Schedules	-	1,698.6	-	487,334.00
1200	Monthly Operating Reports	-	41.4	-	16,303.00
1300	Reclamation Claims	-	482.5	-	150,494.00
1400	Claim Analysis, Reconciliation, Objections and Estimation	44.8	449.9	20,000.00	179,541.00
1500	Lease Rejection Analysis	-	62.3	-	21,807.00
1600	Noticing Matrix	-	18.8	-	4,977.00
2100	Cash Management and Reporting	-	102.2	-	33,613.50
2110	Operation Implementation for Chapter 11	-	177.3	-	53,787.00
2120	First Day Orders	-	386.7	-	126,180.00
3100	Transaction Review	-	0.8	-	420.00
3200	Asset Sale Process	3.1	453.9	1,224.50	201,808.00
3600	Avoidance Actions	-	13.9	-	6,339.00
4000	Information Requests	4.7	336.9	1,946.50	125,323.50
	<i><b>Case Resolution</b></i>				

Project Category	Project Description	Total Hours For Interim Application Period	Total Hours For Final Application Period	Total Fees For Interim Application Period	Total Fees For Final Application Period
1010	General Case Strategy	13.3	214.9	7,585.00	101,290.50
2500	Business Plan Review	5.3	1,715.5	2,093.50	657,430.00
3000	Valuation	-	6.2	-	2,160.00
3300	Liquidation Analysis	-	156.0	-	36,235.00
3400	Plan of Reorganization and Disclosure Statement	412.2	1,823.1	183,762.00	714,771.50
3450	Key Employee Retention Program	-	36.9	-	17,412.00
3700	Substantive Consolidation	-	456.4	-	190,051.50
4100	Communication with UCC and other parties	43.1	1,187.7	18,539.50	500,070.00
	<b>Other</b>				
1000	Case Administration	23.1	246.1	9,282.00	105,755.00
1030	Fee Statement and Fee Application <sup>(1)</sup>	147.5	851.0	43,900.00	257,037.50
5000	Travel Time	35.5	840.6	17,807.50	333,822.50
	<b>Subtotal</b>	797.6	14,712.6	\$332,632.50	\$5,520,230.00
	Less: Adj. for 50% of Travel Time <sup>(2)</sup>			(8,903.75)	(166,911.25)
	Less: Vol. Reduction of fees (1030) <sup>(3)</sup>			(12,200.00)	(72,385.00)
	Less: Billing Rate Adjustment			(0.00)	(61,576.50)
	<b>Total Compensation Requested</b>			<b>\$311,528.75</b>	<b>\$5,219,357.25</b>

<sup>(1)</sup> Applicant incurred approximately 11 hours and \$2,647.00 in fees in connection with preparing this it's Fifth Interim and Final Application for which reimbursement is sought in the Sixteenth Monthly Fee Statement.

<sup>(2)</sup> In adherence with Local Bankruptcy Rule 2016-2 (d) (viii), Applicant is only seeking reimbursement for 50% of the standardized travel time incurred and has reduced travel fees by \$8,903.75 in the Fifth Interim Application Period, and \$166,911.25 on a cumulative basis.

<sup>(3)</sup> Applicant has voluntarily reduced fees in category 1030 (Fee Statement and Fee Application) by \$12,200.00 in the Fifth Interim Application Period, and \$72,385.00 on a cumulative basis.

### EXPENSE SUMMARY BY CATEGORY

Expense Category	Total Expenses For Interim	Total Expenses For Final
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	<b>Application Period</b>	<b>Application Period</b>
Airfare	\$7,666.98	\$226,107.66
Audio/Conference	202.50	202.50
Federal Express and Postage	18.12	231.08
Lodging	4,567.04	131,646.23
Meals	716.57	17,279.43
Other	-	2,543.64
Photocopy	-	1,361.21
Transportation	<u>2,359.36</u>	<u>60,220.44</u>
<b>Total</b>	<b><u>\$15,530.57</u></b>	<b><u>\$439,592.19</u></b>

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
	)	
<b>OAKWOOD HOMES CORPORATION, et al.,</b>	)	<b>Case No. 02-13396 (PJW)</b>
	)	
	)	<b>Jointly Administered</b>
	)	
<b>Debtors.</b>	)	<b>Hearing Date: October 8, 2004 @ 1:30 P.M.</b>
	)	<b>Objections Due: July 16, 2004</b>

**FIFTH INTERIM AND FINAL APPLICATION OF FTI CONSULTING, INC. AS  
RESTRUCTURING ADVISORS TO THE DEBTORS FOR ALLOWANCE OF  
COMPENSATION FOR ACTUAL, REASONABLE AND NECESSARY SERVICES  
RENDERED AND FOR REIMBURSEMENT OF ALL ACTUAL, REASONABLE AND  
NECESSARY EXPENSES INCURRED**

TO THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE:

FTI Consulting, Inc. (hereinafter referred to as “FTI” or the “Applicant”), as Restructuring Advisors for the above-captioned Debtors and Debtors in possession (the “Debtors”), hereby presents this application (the “Application”) for (i) an allowance of compensation for professional services preformed by FTI for the period commencing December 1, 2003 through April 15, 2004 on an interim basis (the “Interim Application Period”), (ii) reimbursement of actual and necessary expenses incurred during the Interim Application Period, (iii) an allowance of compensation for professional services performed by FTI for the period commencing November 15, 2002 through April 15, 2004 on a final basis (the “Final Application Period”), and (iv) reimbursement of actual and necessary expenses incurred during the Final Application Period.

This is the Fifth Interim and Final Application of FTI.

In support of the Application, the Applicant respectfully states as follows:

### **BACKGROUND**

1. On November 15, 2002, the Debtors filed a voluntary petition for reorganization under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court")

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

3. On March 31, 2004, this Court entered an order (the "Confirmation Order") confirming the Second Amended Joint Consolidation Plan of Reorganization of Oakwood Homes Corporation And Its Affiliated Debtors and Debtors In Possession, Dated February 6, 2004 (the "Plan"). Under the Plan and Confirmation Order, the Court retained jurisdiction to consider final applications by retained professionals in these cases.

### **RETENTION OF FTI**

4. The Debtors sought approval of this Court to retain FTI as Restructuring Advisors, pursuant to 11 U.S.C. §327 (a), by motion filed on November 25, 2002. As set forth in the motion seeking such approval, services to be provided by the Applicant would encompass a wide range of consulting and financial advisory services deemed appropriate and feasible in order to advise the Debtors in the course of these Chapter 11 cases, including the following:

- Assist Debtors in obtaining Debtor in Possession ("DIP") financing including information and analyses required pursuant to the lenders requests including, but not limited to, preparation for hearings regarding the use of cash collateral and DIP financing;

- Assistance with the identification and implementation of short-term cash management procedures;
- Assistance in the preparation of financial information for distribution to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- Assistance to the Debtors in the preparation of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Advisory assistance in connection with the development and implementation of key employee retention and other critical employee benefit programs;
- Assistance with the identification of executory contracts and leases and performance of cost/benefit evaluations with respect to the affirmation or rejection of each;
- Attendance at meetings and assistance in discussions with potential investors, banks and other secured lenders, the Creditors' Committee appointed in this Chapter 11 case, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Assistance in the preparation of information and analysis necessary for the confirmation of a Plan of Reorganization in this Chapter 11 case;
- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers; and
- Render such other general business consulting or such other assistance as Debtors' management or counsel may deem necessary and are consistent with the role of a bankruptcy and restructuring advisor and not duplicative of services provided by other professionals in this proceeding.

5. By Order dated January 16, 2003 (the "FTI Retention Order"), in accordance with section 327(a) of the Bankruptcy Code, the Court authorized the Debtors to retain and employ FTI Consulting, Inc. as Restructuring Advisors to Oakwood Homes Corporation, et al., the debtors and debtors-in-possession (the "Debtors" or collectively the

“Company”) nunc pro tunc to November 15, 2002 in the above-styled Chapter 11 case. FTI has acted as Restructuring Advisors to the Debtors since November 15, 2002.

6. Applicant has complied with Administrative Order, Under 11 U.S.C. 105(c) and 331, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by this Court on December 18, 2002 (the “Administrative Order”) (D.I. 60).

7. This is FTI’s Fifth Interim and Final Application to the Court in the above-captioned case.

8. Accordingly, pursuant to the Administrative Order, the Applicant submits this Application for final allowance of reasonable compensation for necessary professional services and reimbursement of actual, necessary and reasonable expenses incurred during the Interim Application Period and the Final Application Period.

9. Annexed to this Application, is the Verification of Lisa M. Poulin as required under Rule 2016-2 in support of this Application.

**APPLICATION FOR PROFESSIONAL COMPENSATION**  
**AND REIMBURSEMENT OF EXPENSES**

10. By this Application, FTI requests an allowance of \$311,528.75 as compensation for actual, reasonable and necessary professional services performed as restructuring advisors to the Debtors in this case during the Interim Application Period from December 1, 2003 through April 15, 2004, and reimbursement of actual, reasonable and

necessary expenses incurred in providing services to the Debtors during the Interim Application Period in the amount of \$15,530.57.

11. By this Application, FTI requests a final allowance of \$5,219,357.25 as compensation for professional services rendered during the Final Application Period and reimbursement of actual, necessary and reasonable expenses incurred by FTI during the Final Application Period of \$439,592.19.

12. During the Interim Application Period and the Final Application Period, the Applicant rendered professional services aggregating a total of 797.6 and 14,712.6 hours respectively, in the discharge of its duties as restructuring advisors to the Debtors.

13. The fee statements for the period of time encompassed within the Final Application Period are attached to each of the monthly fee applications previously filed with the Bankruptcy Court.<sup>1</sup> These statements contain daily records of time spent by professionals and paraprofessionals in the rendering of services during the Final Application Period, as well as the itemization of expenses incurred in connection with rendering professional services in this proceeding.

14. This Application is made pursuant to the provisions of Section 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the Administrative Order, and the FTI Retention Order.

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<sup>1</sup> These monthly fee applications and the order approving such are available upon reasonable request.

### **SUMMARY OF SERVICES PROVIDED**

15. Since commencing services to the Debtors, FTI has rendered 14,712.6 hours of professional services in this matter. During the Final Application Period, the Applicant provided a focused range of professional services as requested by the Debtors. The Applicant respectfully submits that these services: (i) were necessary and beneficial to the successful and prompt administration of this Chapter 11 case; (ii) have been provided in a cost efficient manner; (iii) have been subject to on-going monitoring and review by the Debtors; and (iv) were tasks performed at the direct request of the Debtors or were completed in accordance with the administration of, and in an effort toward the resolution of, the Chapter 11 case.

16. Throughout these cases, FTI has worked closely with the Debtors and other professionals of the Debtors to reorganize the Debtors' businesses obtaining financing, closing unprofitable business segment, implementing cost control measures, and assisting in the marketing process in an attempt to sell the business. When the initial marketing efforts yielded disappointing results, the Debtors sought and obtained Court approval of a disclosure statement for a reorganization plan that among other things, offered unsecured creditors an exchange of debt for equity. On October 3, 2003, the Court approved the disclosure statement for such a reorganization plan for the Debtors, and the plan and disclosure statement were circulated for balloting.

17. Prior to the confirmation hearing the plan, negotiations with Clayton Homes, Inc. resulted in a purchase offer which the Debtors, after consultation with and approval by the Committee, decided to include as a "stalking horse" in a revised plan that contained a sale option in addition to the stand-alone option in the earlier plan. An auction was conducted under a procedure approved by the Court, and Clayton Homes, Inc. emerged as the winning bidder. The Court then approved a supplemental disclosure statement for the revised plan containing both the sale and stand-alone options, and ballots were once again solicited. During this time, the Debtors obtained Court approval for an amended and restated DIP financing facility and an exit financing facility designed to make possible the stand-alone

option in the event the sale was not consummated. The revised plan was confirmed by the Court on March 31, 2004.

18. On April 14, 2004, the sale of assets to Clayton Homes, Inc. was completed and the sale proceeds and substantially all assets not sold to Clayton Homes, Inc. were conveyed to a liquidation trust for ultimate distribution to the various constituencies as described in the plan. Also, in accordance with the plan, after the closing of the asset sale and the conveyance of assets to the liquidation trust, Reorganized Sale OKWD (formerly known as Oakwood Homes Corporation) was left with a limited amount of cash to wind-up its affairs and access to a disputed funds escrow account to deal with future claims.

19. Throughout this process, FTI has assisted the Debtors with matters in connection with the operation and reorganized sale of their business and with respect to all other matters arising in the performance of their duties as debtors in possession. Throughout the course of the case, FTI focused their efforts on providing services and accomplishing a multitude of tasks which contributed to the successful consummation of a reorganization plan for the Debtors.

20. The professional services rendered by FTI during the Final Application Period have been grouped into the project categories set forth below. For purposes of this Application, a condensed narrative supporting each project category is provided herein, however, an in-depth account of the services provided are set forth in each of the previously filed monthly fee applications.

## **A - Financing Activities**

### **2200 - Cash Flow Forecast**

Fees: \$407,865.00; Hours: 1,069.7

In connection with securing Debtor-in-Possession (“DIP”) financing, FTI assisted in the preparation of a cash flow model which outlined the cash requirements of the Debtors for the 12 month period subsequent to the filing date and was utilized to assist in the



negotiations of various covenants in the DIP Agreement. Throughout the course of the engagement, the cash flow model was updated to expand on previously projected information and to reassess cash needs for future periods. In addition, FTI worked with the Debtors to develop and periodically disseminate a 13 week rolling cash flow model which agreed to the 12 month cash flow model, but provided users with a greater level of detail regarding the short term cash receipts and disbursements of the Company. This data was also used to negotiate various amendments to the financing agreement throughout the case.

### **2300 - Financial Institution Due Diligence/ DIP Reporting**

Fees: \$82,405.50; Total Hours: 196.2

FTI communicated with various financial institutions and various potential DIP lenders, provided financial and operating information, assisted DIP lenders with due diligence, evaluated DIP proposals and assisted the Debtors in obtaining DIP financing for operational purposes during the post-petition period. The Debtors selected Greenwich Capital Management (“GCM”) as the lender to provide post-petition DIP financing in this matter.

FTI also assisted in the development of a daily cash and loan reporting template for tracking purposes and to facilitate in the preparation of the borrowing base report due to GCM in accordance with the DIP Agreement. FTI reviewed the information contained in the reports prior to submission in order to verify the calculation of the borrowing base and confirm that the data provided was consistent with the reporting requirements of the DIP Agreement with GCM.

### **2400 - DIP Financing Matters**

Fees: \$252,913.50; Total Hours: 546.4

FTI participated in discussions with the Debtors and their counsel regarding post-petition financing matters, assisted in the identification of candidates to provide Debtor-in-possession (“DIP”) Financing, contacted candidates, provided information and arranged

for meetings with Debtors' personnel to facilitate the financing process. FTI also assisted the Debtors in evaluating the components of the terms presented and provided comparative analysis of the various proposals. Greenwich Capital Management ("GCM") was selected as the Debtors' DIP Lender. FTI participated with the Debtors and their counsel in negotiations regarding finalization of the post-petition financing with GCM and documentation of the DIP Financing Agreement ("DIP Agreement"). In doing so, FTI analyzed and developed modifications to GCM's proposed terms and conditions including the financial covenants, and assisted the Debtors in finalizing, negotiating and closing the \$225 million DIP Agreement.

#### **2410 - DIP Litigation Matters**

Fees: \$53,464.00; Total Hours: 105.4

As part of obtaining the DIP financing, FTI was called upon to assist in the negotiations between the Debtors, the Creditors' Committee and the proposed DIP lender. Certain critical provisions of the DIP Agreement were controversial and were extensively negotiated before a compromise was reached. As a proponent of the DIP financing, FTI was required to undertake certain analyses and attend various conference calls and meetings held in anticipation of litigation. Although actual litigation was avoided, the Debtors and its professionals undertook this work in response to the Creditors' Committee objections to the DIP motion, provided deposition testimony and worked with alternative DIP lenders as requested by the Creditors' Committee.

#### **2420 – Exit Financing**

Fees: \$375,419.50; Total Hours: 984.8

FTI provided assistance with developing a framework for the preparation of a financial model related to exit financing and continued to make refinements thereto as necessary, coordinated efforts with the Debtors to identify and initiate discussions with potential lenders, and assisted in the preparation of a summary package to be distributed to

potential acquirers of the business. FTI coordinated efforts with Miller Buckfire on behalf of the Debtors, and assisted the Debtors in creating and maintaining an electronic virtual data room to facilitate the due diligence process for exit financing and going concern sale of the business in a timely and expeditious manner.

## **B – Chapter 11 Operations and Reporting**

### **1020 – Retention Application**

Fees: \$24,200.00; Total Hours: 50.5

Time expended in this category includes drafting pleadings and similar documents relative to the retention of FTI as restructuring advisors to the Debtors and to prepare supplemental declarations as necessary.

### **1100 - Statements and Schedules**

Fees: \$487,334.00; Total Hours: 1,698.6

FTI assisted the Debtors in the preparation of the Statements of Financial Affairs (“Statements”) and Schedules of Assets and Liabilities (“Schedules”) for 15 legal entities for submission to the Bankruptcy Court on January 31, 2003. Time spent in this category includes; conducting interviews and discussions with management, collection and analysis of financial data, comparative review of information presented for the filed legal entities, attendance at numerous meetings to assess the status of completion and discuss matters relative to the documents, preparation of a reconciliation of the Schedules to the general ledger to facilitate the review by Debtors’ management, participated in review meetings with the Debtors and commented on draft documents, coordinated the collection of revisions, updated the documents accordingly, prepared the drafts “global notes”, and assembled the final documents to be filed with the Court.

### **1200 - Monthly Operating Reports**

Fees: \$16,303.00; Total Hours: 41.4

FTI assisted the Debtors with the implementation of procedures to be utilized in preparing the Monthly Operating Reports, participated in various discussions with the U.S. Trustee and staff of the Debtors regarding the format of the reports, and facilitated the gathering and review of information to be included in the reports.

### **1300 - Reclamation Claims**

Fees: \$150,494.00; Total Hours: 482.5

FTI assisted the Debtors with the development of procedures and the application of such to conduct analyses and validate various components of the reclamation claims received. FTI also developed a database to capture all the elements of the claims to facilitate the reconciliation process in an automated fashion which minimized costs of the analysis. Information contained within the database was then used as the basis for preparing summary statements to vendors in accordance with the Reclamation Motion procedures approved by the Court. FTI developed the template for the reclamation claim summary statements, managed the statement preparation process for approximately 71 claimants who have presented reclamation claims in this matter, reviewed the Statements of Disputes presented by approximately 23 claimants, assisted the Debtors with reviewing and summarizing the disputes areas, and conducted additional analyses as needed to evaluate counter-offers presented and facilitate in the settlement process.

### **1400 – Claim Reconciliation**

Fees: \$179,541.00; Total Hours: 449.9

FTI coordinated efforts with the Debtors to develop claims reconciliation protocols, design a process for analyzing and resolving claim issues, and collect claims data from BSI, the Claims Agent. FTI interfaced with the Debtors, BSI and Debtor's Counsel to discuss

matters related to claims to facilitate claims information to be used in connection with the Debtors' POR and developed a database to facilitate the claim reconciliation process. Efforts in this area also included assistance with claims reconciliations, claims objection issues, claims categorization, claims reconciliation and analyses, and claims estimation including, but not limited to administrative claims, litigation claims and WARN Act claims. FTI also analyzed information contained within the claims database regarding unsecured claims and created a claims stratification matrix for the purpose of facilitating in the evaluation and estimation of a possible convenience claims class in this matter. In order to monitor the efforts being performed in this area, FTI conducted periodic meetings with the Debtors' claims management team, Counsel and BSI to disseminate information, answer questions, and discuss matters relative to the claim reconciliation process and establish a calendar and work plan to file omnibus objections each month to resolve as many claims as possible before confirmation of a plan of reorganization.

#### **1500 – Lease Rejection Analysis**

Fees: \$21,807.00; Total Hours: 62.3

FTI assisted the Debtors with organizing a process and methodology to analyze leases and executory contracts entered into by the Debtors for determination by management of their necessity in terms of current on-going business operations. Results of the analysis were then used as the basis for the preparation of various lease rejections schedules for purposes of submission to the Court, as well as for the sale transaction of the ongoing business.

#### **1600 - Creditor Noticing Matrix**

Fees: \$4,977.00; Total Hours: 18.8

In the inception of the case, FTI developed a template and assisted the Debtors' with extracting key information from the Debtors' systems to create a Creditor Matrix required by the Court for noticing purposes.

**2100 - Cash Management and Reporting**

Fees: \$33,613.50; Total Hours: 102.2

FTI assisted the Debtors in matters related to cash management issues affecting the Debtors as a result of the filing of Chapter 11. In particular, FTI assisted the Debtors in preparing information packages to disseminate critical disbursement/depository information to all of the Debtors' depository and lending institutions and communicated control procedures to be implemented pursuant to the Cash Management Order dated November 19, 2002.

**2110 - Operation Implementation for Chapter 11**

Fees: \$53,787.00; Total Hours: 177.3

FTI assisted the Debtors with its pre-petition and post-petition cut off procedures for its general ledgers in order to segregate pre and post petition financial information for reporting purposes, by legal entity. In addition, FTI assisted in analyzing accounts payable, designing and implementing procedures to determine pre-petition and post-petition cut-off, and assisted the Debtors with establishing a call center for the benefit of parties-in-interest including vendors, suppliers, customers and employees to address inquiries on matters related to these proceedings.

**2120 - First Day Orders**

Fees: \$126,180.00; Total Hours: 386.7

FTI assisted the Debtors with gathering and preparing financial information related to, but not limited to, employees, vendors, dealers, cash management, customers, taxing authorities, and utility companies used in connection with various motions that were filed at or shortly after the commencement of the case. In addition, FTI designed a process

and developed procedures for approving, tracking and authorizing pre-petition payments in accordance with court orders.

### **3100 / 3200 – Transaction Review / Asset Sales and Due Diligence**

Fees: \$202,228.00; Total Hours: 454.7

Time incurred by FTI in this task encompasses efforts expended on two types of assets categories for sale; (i) real estate, and (ii) non-real estate miscellaneous assets including, but not limited to whole loans. FTI consulted with the Debtors and Debtors' counsel during the process of selecting real estate consulting firms to assist with the sale process and discuss potential transaction strategies to maximize the value of owned non-core assets and dispose of unoccupied leased property in a condensed time-frame. Ultimately, the Debtors selected NAI for North Carolina real estate and Prime Locations ("Prime") for the rest of the country, as their real estate consultants. FTI assisted in negotiating the retention terms as well as agreeing to the target prices, reviewed and provided comments on the engagement letters, and provided assistance with gathering and providing financial information required by the real estate consultants in their efforts to sell the assets. As the sale process progressed, FTI reviewed term sheets submitted, and participated in meetings with the Debtors, Prime, NAI and Debtors counsel to discuss elements of the term sheets and other matters related to the sales process.

FTI assisted in the preparation of an asset listing for non-real estate asset sales which included identifying assets to be liquidated, assisting with identifying potential purchasers, preparing a target list of contacts related to such, initiating discussions with interested parties and agents concerning assets for sale and components of the Debtors' portfolio, including whole loan sales. FTI also assisted the Debtors in identifying potential purchasers of its portfolio of whole loans, disseminated information and obtained competitive offers, assisted the Debtors in analyzing various offers regarding bulk inventory sales, coordinated with Debtors' counsel to assist in preparing sales notices for purposes of submission to the Court, and provided input on the operational impact of such transactions on the Debtors' borrowing base and cash flows.

### **3600 – Avoidance Actions**

Fees: \$6,339.00; Total Hours: 13.9

FTI provided assistance to the Debtors with developing a process from which to identify payments that might be viewed as preference payments and transactions that could be perceived as a potential fraudulent conveyances, participated in meetings with the Debtors and counsel for the Debtors to discuss matters regarding the development of steps for identifying potential avoidance actions, coordinated efforts with the Debtors and Debtors' counsel to identify and gather the details necessary to conduct the analyses, and provided assistance in developing the process to automate the Debtors' records of payment and in review of such to minimize the cost of the preference analysis.

### **4000 - Information Requests**

Fees: \$125,323.50; Total Hours: 336.9

FTI assisted the Debtors with gathering and providing information requested by various parties-in-interest, including Debtors' counsel, the Creditors' Committee and their respective advisors, the DIP Lender candidates, and potential exit financiers. FTI coordinated with the Debtors' employees and other advisors to fulfill specific requests in a multitude of areas including cash management, asset sales, financial projections, operating results, historical financial information, key performance indicators, and operational matters, all of which allowed for a more efficient flow of pertinent information to interested parties.

## **C – Case Resolution**

### **1010 - General Case Strategy**

Fees: \$101,290.50; Total Hours: 214.9



This category includes meetings and conversations with the Debtors and Debtors' counsel to discuss legal issues for which direction or clarification was needed. Time was also incurred to attend conference calls with Debtors and other professionals to the Debtors and participate in discussions regarding case matters. FTI also spent time on providing general information to employees of the Debtors regarding the bankruptcy process and updating the Debtor and their counsel, on the master work plan for on-going projects. Through these activities, FTI has helped ensure that work performed by FTI was done so in an efficient manner and without duplication of effort among professionals and company personnel.

#### **2500 – Business Plan Review**

Fees: \$657,430.00; Total Hours: 1,715.5

FTI established a process to assist the Debtors with the development of a 5-Year Business Plan (“Plan”) and facilitated in the creation of three separate and distinct models to project varying operating and financing assumptions developed by the Debtors. In such regard, FTI identified historical information for support of the projections underlying the current and stand-alone business plans, reviewed and analyzed operating results, and verified the Plan models for mathematical accuracy and testing that the underlying assumptions were applied consistently throughout the models. Throughout the plan negotiation process, FTI facilitated updates to the models based on recent operating results and continued to refine the underlying assumptions of the models based on further direction from the Debtors.

Additionally, FTI generated operating scenarios for Plan A, Plan B and Plan C in order to forecast a range of operating results related to each of the three models. Numerous meetings with the Debtors were necessary to review the projections for each individual Plan, receive direction regarding updates and revisions to be made to the projections, convey issues identified with the projections, and to assess the overall progress to date. The forecasted models and the results of the sensitivity analyses were utilized to

demonstrate the restructuring plans for the Debtors and ultimately, the model constructed for Plan B surfaced as the prevailing scenario which was the most representative of the restructuring plans for the Debtors. Further revisions and updates were made to the model for Plan B which generated Plan B+. The forecasted results of such then served as a framework for discussing restructuring alternatives with the Unsecured Creditors' Committee and their professionals and were then used to develop the Debtors' Plan of Reorganization.

### **3300 - Liquidation Analysis**

Fees: \$36,235.00; Total Hours: 156.0

FTI developed complex integrated model to project the anticipated results of an orderly liquidation and quick-sale liquidation for the Debtors' operations. In doing so, FTI conducted interviews with employees of the Debtors, reviewed and analyzed various types of financial records, and extracted information from the Debtors general ledgers, worked with Counsel regarding the legal implications of selected assumptions, and input actual results of notes and real estate sales into the model as well as used the sale experience of various asset categories as the basis for assumptions of future sales. Throughout this case, the liquidation analysis was updated and modified numerous times.

### **3400/3000 - Plan of Reorganization and Disclosure Statement/Valuation**

Fees: \$716,931.50; Total Hours: 1,829.3

FTI assisted the Debtors with the development of a Plan of Reorganization ("POR") and Disclosure Statement including; business plan preparation, comparative industry analysis, preparation of liquidation analyses, assistance with claim class determination and other claim matters, assistance with matters related to fresh start accounting, review and comment on drafts of the POR and Disclosure Statement and assistance with making revisions to exhibits thereto. FTI also attended hearings regarding the Disclosure Statement, assisted the Debtors in reviewing comments and objections to the such, provided assistance regarding revisions to the Disclosure Statement and conducting

additional analyses regarding the creditors' recovery analysis and modification to claims estimates, which culminated in the filing of The Debtors Proposed Supplemental Disclosure Statement for the Second Amended Joint Consolidated Plan of Reorganization of Oakwood Homes Corporation and Its Affiliated Debtors and Debtors-In-Possession which was approved by the Court.

During the last few months of the case, FTI also provided assistance to the Debtors and coordinated with members of the wind-down team to project the costs associated with the implementation of the Debtors' wind-down plan and to address and resolve open issues relative to the implementation of such. Such an analysis was included in the final Disclosure Statement as the Estimates Reorganization Analysis. The design of the wind-down plan included a work plan which raised issues to be addressed in the sale and Plan of Reorganization.

#### **3450 – Key Employee Retention Program**

Fees: \$17,412.00; Total Hours: 36.9

FTI assisted the Debtors in the development of a Key Employee Retention Program (“KERP”), communicated with the Committee and advisors to the Committee and provided information regarding the KERP, assisted the Debtors in reviewing objections to the KERP, and worked with management to revise certain elements of the KERP which facilitated the resolution of issues between the unsecured creditors and Debtors' management regarding the program. This retention plan was important to keep key employees involved in the process of maximizing recoveries for creditors.

#### **3700 - Substantive Consolidation**

Fees: \$190,051.50; Total Hours: 456.4

FTI assisted the Debtors with the process of analyzing financial issues in connection with substantive consolidation in this matter. More specifically, FTI conducted interviews with the Debtors' management, collected financial and operating information,

developed procedures to analyze various financial and operating considerations of substantive consolidation issues pertaining to the Debtors and Non-Debtors, reviewed various documents related to the payable process, prepared analyses for the purpose of developing scenarios to evaluate estimated recovery percentages to Debtors and Non-Debtors, incorporated various revisions to the financial model designed to analyze substantive consolidation on various creditor classes, participated in meetings with the Debtors, their legal counsel, the Unsecured Creditors Committee and their professionals, to communicate the results of the analyses and observation regarding such. A report was prepared with both a qualitative and quantitative analysis which enabled the parties to resolve this issue consensually.

**4100 - Communication with Creditors' Committee and other parties-in-interest**

Fees: \$500,070.00; Total Hours: 1,187.7

FTI communicated with and participated in meetings with various parties-in-interest, including the Unsecured Creditors' Committee and /or its professionals on behalf of the Debtors to discuss critical matters including, but not limited to, operating results, financial projections, status of asset sales and store closures, financing matters, the plan of reorganization, substantive consolidation, claims estimates and status of objections, the wind-down plan and related budget, and the estimated creditor recovery analysis. Efforts in this area streamlined the flow of information, and kept the parties-in-interest informed about the case strategy, restructuring efforts being made by the Debtors and the results thereof. At various times during the proceeding, FTI provided assistance by preparing comprehensive presentations on behalf of the Company and attending several status meetings with the Debtors and their counsel, along with the Unsecured Creditors' Committee, and their legal counsel and advisors, to provide an array of information and insight on management's plan to address the challenges facing the Debtors and outline next steps to be taken. FTI also attended various meetings with lenders for DIP and exit financing as well as potential buyers of the business during the sale process.



**D – Other**

**1000 – Case Administration**

Fees: \$105,755.00; Total Hours: 246.1

In addition to routine services and typical case administrative tasks, this code encompasses participation in meetings and discussions regarding engagement planning matters, development and revisions of engagement work plans, discussions and meetings to assess and evaluate engagement staffing requirements, and organization of documents, work papers and electronic file maintenance.

**1030 – Fee Statement and Fee Application**

Fees: \$257,037.50; Total Hours: 851.0

Less: (72,385.00) [Voluntary Reduction taken by Applicant]

Net: \$184,652.50

Time expended in this task category includes time spent preparing the Interim Fee Statements for FTI for the sixteen fee periods from November 15, 2002 through April 15, 2004, and the five Quarterly Interim Applications. Such time was necessary to gather and prepare the compensation documents and to do so in a concise and uniform manner that would satisfy the requirements of the Court. It should be noted that the Applicant has evaluated the fees in this task category and has previously taken voluntary reductions of \$72,385.00 from fees incurred in this area.

**5000 – Travel Time**

Fees: \$333,822.50; Total Hours: 840.6

Less: (166,911.25) [Reduction taken by Applicant]

Net: \$166,911.25

This category represents travel time incurred by professionals on the matter, for which only one half (50%) of the standard travel time allowance has been charged. See paragraph 23 for additional details.

### **DISBURSEMENTS**

21. The Applicant incurred reasonable and necessary out-of-pocket expenses aggregating \$439,592.19 during the Final Application Period. An itemized listing of charges, incurred from November 15, 2002 through April 15, 2004, were attached to each of the monthly fee applications previously filed with the Bankruptcy Court. None of the expenses detailed therein are for first class airfares or, hotel and lodging expenses above those generally available in a particular locale for reasonable single room accommodations. The Applicant has voluntarily established a per diem meal cap of \$35.00 per day which has resulted in a reduction of \$194.21 during the Interim Application Period and \$5,762.47 during the Final Application Period. Further, in the interest of managing costs in this particular matter, FTI has also chosen to exclude expenses incurred for breakfasts, lunches, cellular phone charges, and other miscellaneous charges totaling \$952.62 during the Interim Application period and \$32,839.16 during the Final Application Period. In total, charges of \$38,601.63 were incurred for which reimbursement has not been sought by the Applicant.

### **VALUATION OF SERVICES**

22. Professionals and Paraprofessionals of FTI have expended a total of 14,712.6 hours in connection with this matter throughout the Final Application Period as summarized in Attachment "A". These are billing rates typically charged by FTI for work of this nature. The reasonable value of the services rendered by FTI during the Final Application Period as Restructuring Advisors for the Debtors in this case under Chapter 11 is \$5,219,357.25.

23. In the interest of managing travel costs, FTI voluntarily established a travel policy in this matter to standardize the travel hours incurred from various locations. In all

cases, these voluntary travel time allowance caps are less, and in some cases, significantly less, than the actual time incurred by FTI's professionals during business travel. In adherence to the Local Bankruptcy Rule 2016-2 (d) (viii), FTI will only seek reimbursement for 50% of the standardized travel time incurred. Travel time incurred by FTI professionals has been identified as category 5000 and a reduction in fees of \$8,903.75 has been made in the Interim Application Period and \$166,911.25 during the Final Application Period to comply with the agreed upon billing procedures in this particular matter. The voluntary standard travel time allowances (prior to the 50% reduction) established by FTI for this case are as follows:

<i>Travel Between</i>		Allowance (Hrs.)
Point A	Point B	
Charlotte	Greensboro	1.0 / 1.5
Chicago	Greensboro	2.5
Dallas	Greensboro	2.5
Houston	Greensboro	2.5
New York	Greensboro	2.5
Philadelphia	Greensboro	1.5
Washington D.C.	Greensboro	1.5
Dallas	New York City	3.0

**PRE-PETITION RETAINER**

24. In connection with FTI's initial retention prior to the Petition Date, FTI received \$200,000.00 to be applied towards professional services rendered and expenses incurred by FTI (the "Retainer"). FTI incurred pre-petition fees and expenses of \$44,640.80 prior to the Petition Date in connection with, among other matters, the preparation for these cases. FTI applied \$44,640.80 of the Retainer to the fees and expenses incurred prior to the Petition Date and has \$155,359.20 remaining on account, which it seeks to apply to the final compensation requested herein, with any excess to be returned to the Liquidation Trustee.



**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

25. In accordance with the factors enumerated in U.S.C. § 330, it is respectfully submitted that the amount requested by FTI is fair and reasonable given (a) the complexity of these case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

26. During the Final Application Period, other than pursuant to the Administrative Order, FTI has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered in this Application. There is no agreement or understanding between FTI and any other entities for the sharing of compensation received or to be received for services rendered in connection with this proceeding other than with a member, senior managing director or employee of FTI.

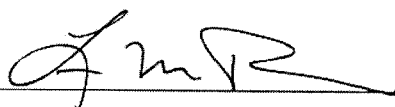
27. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of her information, knowledge and belief that this interim application complies with Local Bankruptcy Rule 2016-2.

WHEREFORE, FTI Consulting, Inc. respectfully requests

- (a) allowance of compensation for professional services rendered to the Debtors during the Interim Application Period of \$311,528.75 and reimbursement of actual and necessary expenses incurred during the Interim Application Period of \$15,530.57;
- (b) allowance of compensation for professional services rendered during the Final Application Period in the amount of \$5,219,357.25, and reimbursement of actual and necessary expenses incurred during the Final Application Period in the amount of \$439,592.19; and
- (c) entry of an order (i) directing the Liquidation Trustee to pay all amounts requested by FTI as set forth herein, less all amounts previously paid on account of such fees and expenses; and (ii) allowing FTI to apply the remaining retainer to the final compensation requested herein, with any excess to be returned to the Liquidation Trustee; and granting such other and further relief as this Court may deem just and proper.

Dated: \_\_\_\_\_

FTI CONSULTING, INC.

By:  \_\_\_\_\_

Lisa M. Poulin, Senior Managing Director  
2001 Ross Avenue  
Suite 400  
Dallas, Texas 75201

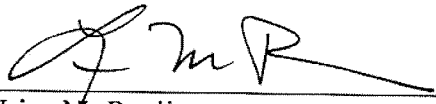
Restructuring Advisors for the Debtors

VERIFICATION

STATE OF TEXAS       :  
                                  :  
COUNTY OF DALLAS    :

Lisa M. Poulin, after being duly sworn according to law, deposes and says:

- a) I am a Senior Managing Director with the Applicant firm, FTI Consulting, Inc.;
- b) I am familiar with the work performed on behalf of and for the benefit of Oakwood Homes Corporation, et al., by the professionals in the firm;
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016.2, and submit that the Application substantially complies with such order.

  
\_\_\_\_\_  
Lisa M. Poulin

SWORN AND SUBSCRIBED before me this 25<sup>th</sup> day of June, 2004.

Michael R. Cohen  
Notary Public  
My Commission Expires: 5-8-07

