

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

IN RE: ) Chapter 11  
)  
OAKWOOD HOMES CORPORATION, ) Case No. 02-13396 (PJW)  
et al., )  
Debtors. ) Jointly Administered  
)  
) Re: D.I. 4034, 4080, 4102, 4129, 4130, 4132,  
) 4135, 4136, 4138, 4139, 4149, 4172, 4174,  
) 4177, 4178, 4179, 4181, 4185, 4189, 4190,  
) 4194, 4193, 4195, 4196, 4197, 4198, 4200,  
) 4201, 4255, 4558, 4637, 4688, 7039

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**OMNIBUS ORDER AWARDING FINAL ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon the interim and final applications identified on Exhibit A attached hereto and incorporated herein by reference (the "Applications") of the entities identified on Exhibit A (the "Applicants") for interim and final allowance of fees for professional services rendered and expenses incurred during the periods set forth on Exhibit A pursuant to the Administrative Order, Pursuant To Sections 331 And 105 Of The Bankruptcy Code, Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, dated December 18, 2002 (D.I. 277); an upon the certification of counsel filed by McCarter & English, LLP (D.I. 4637) (the "McCarter Certification"), the certification of counsel filed by Rayburn Cooper & Durham, P.A. (D.I. 4688) (the "Rayburn Certification") and the notice of errata filed by Morris, Nichols, Arsht & Tunnell (D.I. 7039) (the "Morris Nichols Notice"); and the Court having reviewed the Applications, the McCarter Certification, the Rayburn Certification and the Morris Nichols Notice; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) notice of the Applications, and the hearing thereon, was adequate under the circumstances and (c) all persons with standing have been afforded the

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opportunity to be heard on the Applications; and objections, if any, to the Applications having been resolved; and upon the full record of all prior proceedings in these cases; and sufficient cause having been shown therefore,

IT IS HEREBY ORDERED:

1. The Applications are approved on a final basis in the respective amounts set forth on Exhibit A hereto.

2. The OHC Liquidation Trust is authorized and directed to pay the Applicants 100% of any and all fees and 100% of any and all expenses listed on Exhibit A that have not yet been paid as indicated in the column titled "Amount Still To Be Paid To Professional."

3. Any Applicant that is holding a retainer or other prepayment from the Debtors is hereby authorized and directed to (i) pay themselves 100% of any and all fees and 100% of any and all expenses listed on Exhibit A that have not yet been paid as indicated in the column titled "Amount Still To Be Paid To Professional" and (ii) refund any and all remaining retainer or prepayment to the OHC Liquidation Trust.

Dated: November 22, 2004  
Wilmington, Delaware

  
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THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE