

**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 15, 2004 at 4:00 p.m.
	)	Hearing Date: October 8, 2004 at 1:30 p.m.

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**FINAL APPLICATION OF FREDERIC E. TOMS & ASSOCIATES, PLLC FOR  
ALLOWANCE OF INTERIM COMPENSATION AND FOR INTERIM  
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED**

Name of Applicant:	FREDERIC E. TOMS & ASSOCIATES, PLLC
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which Final Compensation and reimbursement is sought:	November 15, 2002 through August 31, 2003
Amount of final compensation sought as actual, reasonable and necessary:	<u>\$340,003.22</u>
Amount of final reimbursement sought as actual, reasonable and necessary:	<u>\$ 43,428.36</u>
This is an __ interim	<u> x </u> final application.

The total time expended for fee application preparation is approximately 8 hours and the corresponding compensation requested is approximately \$500.00.

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
03/19/03	12/01/02-12/31/02	\$30,630.68/\$6,440.61	\$30,630.68/\$6,440.61
03/20/03	01/01/03-02/28/03	\$76,155.35/\$11,865.58	\$76,155.35/\$11,865.58
04/18/03	03/01/03-03/31/03	\$35,966.68/\$3,571.35	\$35,966.68/\$3,571.35
05/07/03	12/02 – 02/28/03	\$21,357.21	\$21,357.21
05/15/03	04/01/03-04/30/03	\$39,205.88/\$3,290.58	\$39,205.88/\$3,290.58
06/12/03	05/01/03-05/31/03	\$39,445.21/\$4,244.99	\$39,445.21/\$4,244.99
07/14/03	03/01/03-05/31/03	\$22,923.56	\$22,923.56
07/14/03	06/01/03-06/30/03	\$36,549.76/\$4,087.25	\$36,549.76/\$4,087.25
08/15/03	07/01/03-07/31/03	\$34,565.18/\$4,772.11	\$34,565.18/\$4,772.11
09/23/03	08/01/03-08/31/03	\$47,484.48/\$5,155.60	\$47,484.48/\$5,155.60
10/23/03	06/01/03-08/31/03	\$23,719.89	\$23,719.89

**TABLE A**

TABLE B  
OAKWOOD HOMES CORPORATION, et al.  
(Case No. 02-13396 (PJW))

November 15, 2002 through August 31, 2004

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
Frederic E. Toms	Owner/1970/Civil Litigation/Creditor Rights/Bankruptcy	145	96.1	13,920.50
David A. Bridgman	Associate/5/1998/Civil Litigation/Creditor Rights/Bankruptcy	125	1530.98	191,372.50
Allen Mills	Associate/2.5/1998/Civil Litigation/Creditor Rights/Bankruptcy	100 & 125	893.70	109,247.50
Joan Kuruc	Associate/1/2002-NC, 1994-Illinois/Civil Litigation/Creditor Rights/Bankruptcy	125	208.30	26,037.50
Dorothy Averette	Legal Assistant/3	50	308.80	15,440.00
Joan Uram	Legal Assistant/3.5	50	254.08	12,704.00
Pam Boyette	Legal Assistant/10	50	37.3	1865.00
<b>TOTAL</b>			<b>3329.26</b>	<b>370,587.00</b>
<b>LESS DISCOUNT</b>				<b>30,583.78</b>
<b>GRAND TOTAL:</b>	<b>\$ 340,003.22</b>			
<b>BLENDED RATE:</b>	<b>\$ 102.13</b>			

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY**

**TABLE C**

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
Chapter 7 & 13 Bankruptcy				84,190.28
Claim & Delivery (Replevin)				181,982.14
Defense of Civil Actions against Oakwood				19,130.84
Unsecured Collections				54,699.96
<b>Total</b>				<b>340,003.22</b>

**CUMULATIVE EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses For the Interim Period</b>	<b>Total Expenses For the Final Period</b>
Filing Fees		12161.74
Sheriff Fees		2870.00
Travel/Mileage/Parking		13,836.56
Court Reporting Service		868.00
Postage		5583.41
Express Mail		719.06
Copy Charges		4022.79
Internet & DMV Searches		483.06
Legal Publications		1270.20
Outside Counsel		1600.00
Legal Dividers		13.54
<b>Grand Total Expenses</b>		<b>43,428.36</b>

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**FINAL APPLICATION OF FREDERIC E. TOMS & ASSOCIATES, PLLC FOR  
ALLOWANCE OF INTERIM COMPENSATION AND FOR INTERIM  
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES  
INCURRED**

Frederic E. Toms & Associates, PLLC, counsel for Oakwood Homes Corporation and its affiliates, debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases, submits this application (the “Application”) seeking allowance of compensation and reimbursement of expenses 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”) the final period of November 15, 2002 through August 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 Frederic E. Toms & Associates, PLLC 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, Frederic E. Toms & Associates, PLLC 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.

3. On March 31, 2004, this Court entered an order (the "Confirmation Order") confirming the Second Amended Joint Consolidated 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. These applications must be filed within sixty days of April 15, 2004, the Plan's effective date.

4. As of April 15, 2004, Frederic E. Toms & Associates, PLLC has effectively ceased its representation of the Debtors. Although Frederic E. Toms & Associates, PLLC believe that substantially all transition work has been accomplished, there may be discrete tasks or discussions regarding the prior conduct of these cases for which Frederic E. Toms & Associates, PLLC may later seek compensation.

**FREDERIC E. TOMS & ASSOCIATES, PLLC' RETENTION**

5. Prior to the Petition Date, the Debtors engaged Frederic E. Toms & Associates, PLLC as counsel in connection with these bankruptcy cases.

6. By application, filed on or about February 19, 2003, the Debtors requested authority to retain Frederic E. Toms & Associates, PLLC (D.I. 634) (the "Frederic E. Toms & Associates, PLLC Application") as counsel in connection with their bankruptcy cases, pursuant to section 327(a) of the Bankruptcy Code.

7. By Order, dated March 14, 2003 (D.I. 810), this Court entered an order approving the Debtors' retention of Frederic E. Toms & Associates, PLLC as counsel for the Debtors, pursuant to section 327(a) of the Bankruptcy Code.

**FEE PROCEDURES ORDER**

8. 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**

9. Frederic E. Toms & Associates, PLLC submits this Application to this Court for an order awarding Frederic E. Toms & Associates, PLLC final allowance of compensation for actual and necessary professional services incurred by it as counsel for the Debtors in the amount of \$340,003.22, together with reimbursement for actual and necessary expenses incurred in the amount of \$43,428.36, for the Final Compensation Period. As indicated above, Frederic E. Toms & Associates, PLLC has filed eight prior interim applications setting forth in detail actual and necessary professional services rendered on behalf of the Debtors, together with actual and

necessary expenses incurred on behalf of the Debtors, for the period November 15, 2002 through August 31, 2003.<sup>1</sup> 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 Frederic E. Toms & Associates, PLLC Retention Order.

10. Frederic E. Toms & Associates, PLLC maintained daily records of the time spent rendering professional services during the Application Period. Tables B & C (page 3 of this application) summarizes by attorney and project category, how much time was recorded by each professional and descriptions of the services provided.

11. The Cumulative Expenses Summary (page 4 of this application) hereto contains a breakdown of disbursements incurred by Frederic E. Toms & Associates, PLLC during the period to which this Application relates. The disbursements for which Frederic E. Toms & Associates, PLLC seeks reimbursement include the following:

- Duplicating. Frederic E. Toms & Associates, PLLC charges \$0.05 per page for internal copying. When copying has been performed by an outside copying service, Frederic E. Toms & Associates, PLLC seeks reimbursement for the amount Frederic E. Toms & Associates, PLLC was charged.
- Telecommunications. Long distance calls are not billed. Outgoing domestic facsimile transmittals are not. There is no charge for incoming facsimiles.
- Computer Research Charges. Frederic E. Toms & Associates, PLLC' practice is to bill clients for LEXIS and Westlaw research at the actual cost, which does not include amortization for maintenance and equipment.
- Working Meals. Frederic E. Toms & Associates, PLLC' practice is to allow any attorney, paraprofessional or legal assistant working outside of normal business hours to charge a working meal to the appropriate client.
- Delivery Services. Frederic E. Toms & Associates, PLLC' practice is to charge postal, overnight delivery and courier services at actual cost.

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



12. Frederic E. Toms & Associates, PLLC has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries at Frederic E. Toms & Associates, PLLC so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Frederic E. Toms & Associates, PLLC has sought to coordinate with other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Frederic E. Toms & Associates, PLLC believes it has been successful in this regard.

13. Frederic E. Toms & Associates, PLLC is holding approximately \$0.00 as an advance against services and disbursements from the Debtors.

14. No agreement or understanding exists between Frederic E. Toms & Associates, PLLC and any other person for the sharing of compensation received or to be received for services rendered in connection with these cases.

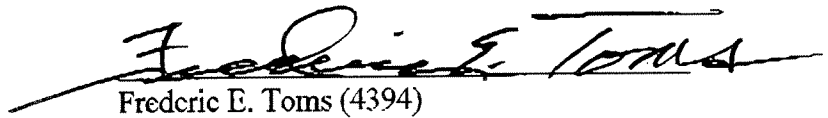
15. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of his information, knowledge and belief that this application complies with Local Rule 2016-2.

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WHEREFORE, Frederic E. Toms & Associates, PLLC respectfully requests that this Court enter a final order: (i) allowing Frederic E. Toms & Associates, PLLC the sum of \$340,003.22 for professional services rendered on behalf of the Debtors during the Final Compensation Period; (ii) approving and authorizing reimbursement to Frederic E. Toms & Associates, PLLC by the Debtors of expenses incurred during the Final Compensation Period in the amount of \$43,428.36; and (iii) directing the Debtors to pay Frederic E. Toms & Associates, PLLC the amount of \$383,431.58 which is equal to the sum of 100% of Frederic E. Toms & Associates, PLLC' allowed compensation and reimbursement for the Final Compensation Period.

Dated: June 24, 2004  
Wilmington, Delaware

FREDERIC E. TOMS & ASSOCIATES, PLLC



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