

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

-----X  
In re: : Chapter 11  
: Case No. 02-13396 (PJW)  
OAKWOOD HOMES CORPORATION, : Jointly Administered  
: :  
Debtor. : **Objection Date: June 30, 2004 @ 4:00 p.m.**  
: **Hearing Date: October 8, 2004 @ 1:30 p.m.**  
-----X

**THIRTEENTH INTERIM (FOR THE PERIOD FROM MAY 1, 2004 THROUGH  
JUNE 7, 2004) AND FINAL APPLICATION OF MCCARTER & ENGLISH LLP  
FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED**

Name of Applicant: McCarter & English, LLP

Authorized to Provide  
Professional Services to: The Official Committee of Unsecured  
Creditors (the "Creditors' Committee") of  
Oakwood Homes Corporation, et. al.

Date of Retention: February 6, 2003 nunc pro tunc to  
December 2, 2002

Period for which interim compensation  
and reimbursement is sought: May 1, 2004 through June 7, 2004

Amount of interim compensation sought  
as actual, reasonable and necessary: \$6,902.00

Amount of interim expense reimbursement  
sought as actual, reasonable and necessary: \$1,453.31

Period for which final compensation  
and reimbursement is sought: December 2, 2002 through June 7, 2004

Amount of final compensation sought  
as actual, reasonable and necessary: \$439,050.75

Amount of final expense reimbursement  
sought as actual, reasonable and necessary: \$38,948.31

This is an: \_\_\_\_\_ interim \_\_\_\_\_ X final application

The total time expended for this fee application preparation is approximately 11.0 hours.

Summary of information submitted in previous fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
3/12/2003	12/2/02 – 12/31/02	\$49,070.00	\$5,038.04	Certification of Counsel filed 4/1/03 [D.I. #948]	Certification of Counsel Filed 4/1/03 [D.I. #948]
4/1/2003	1/1/03 – 1/31/03	\$20,739.50	\$1,578.12	Certificate of No Objection filed 4/16/03 [D.I. #1021]	Certificate of No Objection filed 4/16/03 [D.I. #1021]
5/29/2003	2/1/03-2/28/03	\$26,126.00	\$108.10	Certificate of No Objection filed 6/20/03 [D.I. #1442]	Certificate of No Objection filed 6/20/03 [D.I. #1442]
7/28/03	3/1/03-5/31/03	\$59,556.75	\$1,916.52	Certificate of No Objection filed 8/15/03 [D.I. #1667]	Certificate of No Objection filed 8/15/03 [D.I. #1667]
8/13/03	6/1/03-7/31/03	\$55,365.50	\$4,217.04	Certificate of No Objection filed 9/4/03 [D.I. #1898]	Certificate of No Objection filed 9/4/03 [D.I. #1898]
10/6/03	7/29/03-8/31/03	\$29,217.50	\$3,308.92	Certificate of No Objection filed 11/04/03 [D.I. #2274]	Certificate of No Objection filed 11/04/03 [D.I. #2274]
10/24/03	9/1/03-9/30/03	\$40,789.00	\$3,378.49	Certificate of No Objection filed 11/18/03 [D.I. #2397]	Certificate of No Objection filed 11/18/03 [D.I. #2397]
12/19/2003	10/1/03-11/30/2003	\$52,393.00	\$4,365.83	Certificate of No Objection filed 1/12/04 [D.I. #3236]	Certificate of No Objection filed 1/12/04 [D.I. #3236]
02/09/2004	12/1/03-12/31/03	\$20,344.50	\$2,966.17	Certificate of No Objection filed 3/3/04 [D.I. #3696]	Certificate of No Objection filed 3/3/04 [D.I. #3696]
03/11/2004	01/01/04-01/31/04	\$28,635.50	\$2,824.32	Certificate of No Objection filed 4/2/04 [D.I. #3950]	Certificate of No Objection filed 4/2/04 [D.I. #3950]

		<b>Requested</b>		<b>Approved</b>	
<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
03/22/2004	02/1/04- 02/29/04	\$10,627.00	\$1,546.43	Certificate of No Objection filed 4/14/04 [D.I. #3973]	Certificate of No Objection filed 4/14/04 [D.I. #3973]
05/17/2004	03/1/04 – 04/30/04	\$39,284.50	\$6,247.02	Certificate of No Objection filed on 6/10/04 [D.I. #4133]	Certificate of No Objection filed on 6/10/04 [D.I. #4133]
<b>06/10/2004</b>	<b>05/01/04 – 06/07/04</b>	<b>\$6,902.00</b>	<b>\$1,453.31</b>	Certificate of No Objection Pending	Certificate of No Objection Pending
<b>TOTAL:</b>	<b>12/02/02 – 06/07/04</b>	<b>\$439,050.75</b>	<b>\$38,948.31</b>		

**ATTACHMENT B  
TO FEE APPLICATION**

**BIOGRAPHIES AND  
COMPENSATION BY TIMEKEEPER**

<b>Name of Professional Individual</b>	<b>Position with the Applicant, year of obtaining relevant license(s) to practice, and primary area of expertise</b>	<b>Hourly Billing rate</b>	<b>Total billed hours</b>	<b>Total compensation</b>
William F. Taylor, Jr.	Mr. Taylor is Partner focusing his attention on all areas of bankruptcy and reorganization. He was admitted to practice in Delaware 1991 and joined McCarter & English as Special Counsel in 2001.	\$325.00	5.30	\$1,722.50
Katharine L. Mayer	Ms. Mayer is an associate focusing her attention on all areas of bankruptcy and reorganization. She was admitted to practice in Delaware in 1998 and joined McCarter & English in 2002.	\$240.00	.60	\$144.00
Johnna Moyer Darby	Ms. Moyer Darby is a Paralegal.	\$125.00	.30	\$37.50
Susan Smith	Ms. Smith is a Paralegal Assistant	\$105.00	43.90	\$4,609.50
Florence Bristow	Ms. Bristow is a Paralegal Assistant	\$105.00	3.70	\$388.50
		<b>TOTAL:</b>	<b>53.80</b>	<b>\$6,902.00</b>

**COMPENSATION BY PROJECT CATEGORY**

**For Period of May 1, 2004 Through June 7, 2004**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
<b>B100 Administration:</b>		
B110 - Case Management and Monitoring	<b>1.80</b>	<b>\$195.00</b>
B120 - Asset Analysis and Recovery	<b>0.0</b>	<b>\$0.00</b>
B130 - Asset Disposition	<b>0.0</b>	<b>\$0.00</b>
B140 - Relief from Stay/Litigation	<b>0.0</b>	<b>\$0.00</b>
B150 - Committee Meeting Attendance	<b>0</b>	<b>\$0</b>
B160 - Fee/Retention Applications <sup>1</sup>	<b>0</b>	<b>\$0</b>
McCarter & English, LLP	<b>27.40</b>	<b>\$3,779.00</b>
Deloitte & Touche, LLP	<b>13.00</b>	<b>\$1,512.00</b>
King & Spalding, LLP	<b>.80</b>	<b>\$84.00</b>
Morgan, Lewis, & Bockius, LLP	<b>9.30</b>	<b>\$1,174.50</b>
The Official Committee of Unsecured Creditors	<b>1.50</b>	<b>\$157.50</b>
B170 - Fee/Employment Objections	<b>0</b>	<b>\$00</b>
B185 - Assumption/Rejection of Leases & Contracts	<b>0.0</b>	<b>\$0.00</b>
B190 - Other Contested Matters	<b>0</b>	<b>\$0.00</b>
B195 - Non-Working Travel	<b>0.0</b>	<b>\$0.00</b>
<b>B300 Claims and Plan:</b>		
B310 - Claims Administration and Objections	<b>.0</b>	<b>\$0</b>
B320 - Plan and Disclosure Statement	<b>0</b>	<b>\$00</b>
<b>B400 Bankruptcy-Related Advice:</b>		
B410 - General Bankruptcy Advice/Opinions	<b>.0</b>	<b>\$0.00</b>

**TOTAL HOURS: 53.80**  
**TOTAL FEES: \$6,902.00**

<sup>1</sup> Included in this category is work performed on fee applications for all of the Committee's professionals, not simply McCarter & English. Detailed time entries are included in the application.

## COMPENSATION BY PROJECT CATEGORY

Cumulative For Period Since Inception  
December 2, 2002 Through and Including June 7, 2004

Project Category	Total Hours	Total Fees
<b>B100 Administration:</b>		
B110 - Case Management and Monitoring	886.70	\$212,991.25
B120 - Asset Analysis and Recovery	75.10	\$21,260.50
B130 - Asset Disposition	50.50	\$14,527.50
B140 - Relief from Stay/Litigation	15.10	\$4,032.00
B150 - Committee Meeting Attendance	81.20	\$23,908.00
B160 – McCarter & English Fee/Retention Applications <sup>2</sup>	326.80	\$48,204.00
All Other Fee/Retention Applications	145.20	\$22,340.50
B170 - Fee/Employment Objections	59.90	\$6,434.50
B185 - Assumption/Rejection of Leases & Contracts	0.30	\$72.00
B190 - Other Contested Matters	12.20	\$2,785.00
B195 – Non-Working Travel	11.70	\$3,216.00
<b>B200 Operations</b>		
B230 – Financing/Cash Collections	17.90	\$5,658.50
<b>B300 Claims and Plan:</b>		
B310 - Claims Administration and Objections	10.80	\$3,023.50
B320 - Plan and Disclosure Statement	63.30	\$19,342.00
<b>B400 Bankruptcy-Related Advice:</b>		
B410 - General Bankruptcy Advice/Opinions	198.10	\$51,255.50

**CUMULATIVE TOTAL HOURS: 1,954.80**  
**CUMULATIVE TOTAL FEES: \$439,050.75**

<sup>2</sup> Included in this category is work performed on fee applications for all of the Committee's professionals, not simply McCarter & English. Detailed time entries are included in the application.

**EXPENSE SUMMARY**

**For Period of May 1, 2004 Through June 7, 2004**

<b>Expense Category</b>	<b>Service Provider</b>	<b>Total Expenses</b>
Photocopying	Uniscribe	<b>\$972.25</b>
Facsimile		<b>\$0.00</b>
Postage		<b>\$266.86</b>
Telephone Charges – In House		<b>\$6.93</b>
Consultation		<b>\$0.00</b>
Electronic Research		<b>\$94.29</b>
Messenger Service	Parcels, Blue Marble Logistics, Digital Legal Services, LLC, and IKON Office Solutions	<b>\$17.00</b>
Delivery	Federal Express and United Parcel Services	<b>\$86.74</b>
Travel		<b>\$0</b>
Miscellaneous	Overtime Services	<b>\$9.24</b>
<b>TOTAL</b>		<b>\$1,453.31</b>

WL1: 92302.01