

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
)
)
)
_____) **Objection Deadline: July 12, 2004 at 4:00 p.m.**
Hearing Date: October 8, 2004 at 1:30 p.m.

**FINAL APPLICATION OF MEYER, KNIGHT & WILLIAMS, L.L.P.,
AS SPECIAL COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION FOR COMPENSATION AND FOR
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY FEES AND
EXPENSES INCURRED FOR THE PERIOD OF
SEPTEMBER 1, 2003 THROUGH APRIL 15, 2004**

Name of Applicant: Meyer, Knight & Williams, L.L.P.

Authorized to Provide Professional Services to: Debtors/Ordinary Course Professionals

Date of Retention: September 1, 2003

Period for which final compensation and reimbursement is sought: September 1, 2003 - April 15, 2004

Total amount of compensation sought as actual, reasonable and necessary for case period: \$631,052.92

Total amount of expense reimbursement sought as actual, reasonable and necessary for case period: \$103,394.23

This is an: _____ interim final application.

**CUMULATIVE SUMMARY OF ALL APPLICATIONS OF MEYER,
KNIGHT & WILLIAMS, L.L.P. AS SPECIAL COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION FOR COMPENSATION AND FOR
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD OF
SEPTEMBER 1, 2003 THROUGH APRIL 15, 2004**

<u>Date Filed Docket #</u>	<u>Total Fees Requested</u>	<u>Total Expenses Requested</u>	<u>Cert. of No Objection Filing Date, Docket #</u>	<u>Period Covered</u>
12/16/03, #2864	\$ 41,595.91	\$ 7,969.29	01/21/04, #3393	September 1, 2003 - September 30, 2003
12/16/03, #2898	\$ 41,006.44	\$17,665.12	01/21/04, #3394	October 1, 2003 - October 31, 2003
01/21/04, #3395	\$ 36,100.06	\$14,052.14	02/12/04, #3572	November 1, 2003 - November 30, 2003
01/28/04, #3476	\$ 36,933.64	\$11,184.91	02/23/04, #3647	December 1, 2003 - December 31, 2003
03/19/04, #3852	\$ 48,027.87	\$10,858.99	04/14/04, #3974	January 1, 2004 - January 31, 2004
03/29/04, #3930	\$ 43,423.40	\$13,244.95	04/23/04, #3999	February 1, 2004 - February 29, 2004
04/29/04, #4014	\$316,329.64	\$18,851.24	05/20/04, #4075	March 1, 2004 - March 31, 2004
05/10/04, #4044	\$ 67,635.96	\$10,936.39	06/04/04, #4126	April 1, 2004 - April 15, 2004
Total	\$407,780.91	\$42,955.18		

CUMULATIVE COMPENSATION SUMMARY BY WORK PERFORMED

Flat Fee/Agreed Fee Work

<u>Description</u>	<u>Number of Files</u>	<u>Amount Charged Per File</u>	<u>Total Amount Billed</u>
Uncontested Bankruptcies:	123	\$400.00	\$49,200.00
Contested Bankruptcies:	7	\$950.00	\$ 6,650.00
Sequestration/Writ of Possession	320	\$1,250.00	\$400,000.00
FED's	18	\$850.00	\$15,300.00
Foreclosures	91	\$1,350.00	\$96,892.92 ¹
Misc. Hourly Work	Various	N/A	<u>\$63,010.00²</u>
Grand Total of Legal Fees			\$631,052.92

¹Balance of \$25,957.08 is included in the cost section. \$96,892.92 + \$25,957.08 = \$122,850.00

²See chart below for itemization by attorney/paralegal.

For the miscellaneous hourly work, detailed below are the charges by attorney/paralegal:

<u>Name of Billing Prof. Person</u>	<u>Position of Applicant, Year of License, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
M. Gary Orlando	Partner/1989/General	\$200	20.50	\$ 4,100.00
Monica S. Peckham	Partner/1995/Bankruptcy	\$200	165.01	\$33,002.00
Kurt W. Carpenter	Associate/2000/General	\$135	137.02	\$18,497.70
Kristen Adlam	Paralegal	\$65	<u>114.02</u>	<u>\$ 7,410.30</u>
Total for Miscellaneous Hourly Work			436.55	\$63,010.00
Grand Total		\$63,010.00		
Blended Rate		\$144.37		

CUMULATIVE EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total Expenses From Retention Date</u>
Postage	\$ 3,408.78
Facsimile	\$ 1,706.50
Photocopies	\$ 6,863.54
Courier Service/Overnight Del.	\$ 691.36
Court Costs/title searches	\$ 81,994.40
Travel Expenses	\$ 9,669.35
Parking at Courthouse and Airport	\$ 429.10
Grand Total Expenses	\$104,763.03³

Dated: 6-21-, 2004
Houston, Texas

MEYER, KNIGHT & WILLIAMS, L.L.P.


MONICA SCHULZ PECKHAM

TEXAS BAR #00794486

Special Counsel to Debtors and Debtors-in-Possession

³This amount has been reduced by \$1,368.80 with respect to copy costs. Therefore, amount actually incurred is \$103,394.23.

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**FINAL APPLICATION OF MEYER, KNIGHT & WILLIAMS,
L.L.P., SPECIAL COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION,
FOR ALLOWANCE OF COMPENSATION FOR ACTUAL, REASONABLE AND
NECESSARY SERVICES RENDERED AND FOR REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD OF SEPTEMBER 1, 2003 THROUGH APRIL 15, 2004**

Meyer, Knight & Williams, L.L.P. (“MKW”), special 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”) for (a) allowance of reasonable compensation for professional services rendered by MKW to the Debtors and (b) reimbursement of actual and necessary charges and disbursements incurred by MKW during the period of September 1, 2003 through and including April 15, 2004 in the rendition of required professional services on behalf of the Debtors (“Case Period”). In support of this Application, MKW 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.

MEYER, KNIGHT & WILLIAMS' RETENTION

3. Prior to the Petition Date, various lawyers with the firm of Sullins, Johnston, Rohrbach & Magers served as counsel to one or more of the Debtors, particularly the handling of motions for relief from the automatic stay, objections to confirmation, responses to objections to secured claims, valuation hearings and other consumer bankruptcy matters regarding the interests of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy court for the state of Texas. Further, lawyers with the firm of Sullins, Johnston, Rohrbach & Magers pursued customers of Oakwood Acceptance Corporation, LLC in the state courts of Texas in sequestration, replevin and writs of possession actions seeking to repossess manufactured homes and real property foreclosures on a high volume basis, as well as defended certain Oakwood entities in litigated matters in the state of Texas.

4. On December 18, 2002, the Court signed its Final Order granting Debtor's motion for emergency interim and final authority to retain and employ professionals used in the ordinary course of business, including Sullins, Johnston, Rohrbach & Magers. The Statement of

Professionals' Compensation of Sullins, Johnston, Rohrbach & Magers pursuant Rule 2014 of the Federal Rules of Bankruptcy Procedure was filed on December 11, 2002.

5. On September 1, 2003, various lawyers from Sullins, Johnston, Rohrbach & Magers became affiliated with Meyer, Knight & Williams, L.L.P. The Statement of Professionals' Compensation of Meyer, Knight & Williams, L.L.P. pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure was filed on September 4, 2003. All of the active and inactive files for Oakwood Acceptance Corporation, LLC were brought to MKW with the express permission of Oakwood Acceptance Corporation, LLC.

6. Lawyers with the firm of MKW serve as counsel to one or more of the Debtors, particularly the handling of motions for relief from the automatic stay, objections to confirmation, responses to objections to secured claims, valuation hearings and other consumer bankruptcy matters regarding the interests of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy court for the state of Texas. Further, lawyers with the firm of MKW pursue customers of Oakwood Acceptance Corporation, LLC in the state courts of Texas in sequestration, replevin and writs of possession actions seeking to repossess manufactured homes and real property foreclosures on a high volume basis, as well as defended certain Oakwood entities in litigated matters in the state of Texas.

7. By order dated December 15, 2003, (D.I. 2670), this Court approved the Debtors' retention of Meyer, Knight & Williams, L.L.P. pursuant to Section 327(e) of the Bankruptcy Code as counsel to the Debtors, nunc pro tunc to September 1, 2003.

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").

PREVIOUS FEE APPLICATIONS

9. On December 16, 2003, MKW filed its First Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of September 1, 2003 through September 30, 2003. The fees requested totaled \$41,595.91 and the costs requested totaled \$7,969.29. A certificate of no objection was filed on January 21, 2004 (D.I. 3393).

10. On December 16, 2003, MKW filed its Second Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of October 1, 2003 through October 31, 2003. The fees requested totaled \$41,006.44 and the costs requested totaled \$17,665.12. A certificate of no objection was filed on January 21, 2004 (D.I. 3394).

11. On January 21, 2004, MKW filed its Third Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of November 1, 2003 through November 30, 2003. The fees requested totaled \$36,100.06 and the costs requested totaled \$14,052.14. A certificate of no objection was filed on February 12, 2004 (D.I. 3572).

12. On January 28, 2004, MKW filed its Fourth Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of December 1, 2003 through December 31, 2003. The fees requested totaled \$36,933.64 and the costs requested totaled \$11,184.91. A certificate of no objection was filed on February 23, 2004 (D.I. 3647).

13. On March 19, 2004, MKW filed its Fifth Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of January 1, 2004 through January 31, 2004. The

fees requested totaled \$48,027.87 and the costs requested totaled \$10,858.99. A certificate of no objection was filed on April 14, 2004 (D.I. 3974).

14. On March 29, 2004, MKW filed its Sixth Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of February 1, 2004 through February 29, 2004. The fees requested totaled \$43,423.40 and the costs requested totaled \$13,244.95. A certificate of no objection was filed on April 23, 2004 (D.I. 3999).

15. On April 29, 2004, MKW filed its Seventh Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of March 1, 2004 through March 31, 2004. The fees requested totaled \$316,329.64 and the costs requested totaled \$18,851.24. A certificate of no objection was filed on May 20, 2004 (D.I. 4075).

16. On May 10, 2004, MKW filed its Eighth Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of April 1, 2004 through April 15, 2004. The fees requested totaled \$67,635.96 and the costs requested totaled \$10,936.39. A certificate of no objection was filed on June 4, 2004 (D.I. 4126).

COMPENSATION PREVIOUSLY PAID

17. During the Case Period, MKW has received the following payments for services rendered and expenses incurred:

<u>Fee Application</u>	<u>Fees Incurred</u>	<u>Expenses Incurred</u>	<u>Total Incurred</u>	<u>Fees & Expenses Paid</u>	<u>Unpaid Amounts</u>
First	\$ 41,595.91	\$ 7,969.29	\$ 49,565.20	\$ 48,942.00 ¹	0.00
Second	\$ 41,006.44	\$ 17,665.12	\$ 58,671.56	\$ 57,925.96 ²	0.00
Third	\$ 36,100.06	\$ 14,052.14	\$ 50,152.20	\$ 50,152.20	0.00
Fourth	\$ 36,933.64	\$ 11,184.91	\$ 48,118.55	\$ 48,118.55	0.00
Fifth	\$ 48,027.87	\$ 10,858.99	\$ 58,886.86	\$ 0.00	\$ 58,886.86
Sixth	\$ 43,423.40	\$ 13,244.95	\$ 56,668.35	\$ 0.00	\$ 56,668.35
Seventh	\$316,329.64	\$ 18,851.24	\$335,180.88	\$ 0.00	\$335,180.88
Eighth	\$ 67,635.96	\$ 10,936.39	\$ 78,572.35	\$ 0.00	\$ 78,572.35
Total	\$631,052.92	\$104,763.03	\$735,815.95	\$205,138.71	\$529,308.44

**SUMMARY OF SERVICES RENDERED BY MEYER, KNIGHT
& WILLIAMS, L.L.P. DURING THE CASE PERIOD**

18. The following summary highlights the major areas in which services were rendered during the Case Period. The full breadth of Meyer, Knight & Williams, L.L.P.'s services for the Case Period is reflected in the attached time records.

During the Case Period, MKW provided representation to one or more of the Debtors in connection with at least 300 accounts or more and related contracts. In connection with the Debtors' ongoing pursuit to maximize its recovery relative to all accounts subject to securitization, MKW was retained during the Case Period to service collection efforts in both state and federal forums throughout the state of Texas. Specifically, MKW was engaged to file and prosecute motions for relief from the automatic stay, objections to confirmation, motions for valuation, responses to objections to secured claims, attend and participate in valuation hearings and other consumer bankruptcy matters regarding the interest of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy courts of the state of Texas. Further, MKW was engaged by one or more of the Debtors to pursue customers of Oakwood Acceptance Corporation, LLC in the state courts of Texas in sequestration, replevin and writs of possession actions seeking to repossess manufactured homes and real property foreclosures on a high volume basis, as well as defending certain Oakwood entities in litigated matters in the state of Texas.

¹The expenses were reduced to \$7,346.09. MKW agreed to reduce expenses by \$623.20 pertaining to copy costs.

²The expenses were reduced to \$16,919.52. MKW agreed to reduce expenses by \$745.60 pertaining to copy costs.

Details concerning the representation by MKW is set forth in the time records of MKW previously filed with this court.

19. As noted above, during the Case Period, MKW provided services to facilitate the Debtors' discharge of their administrative duties as debtors in possession and to maximize the value of the estates for the benefit of creditors, stakeholders and other parties in interest. In addition to the services provided above, MKW responded to numerous inquires of both state and/or federal courts regarding the status of the Debtors' cases, as well as the propriety of the entry orders potentially impacting the Debtor during the pendency of these proceedings.

20. All of these services have ensured the efficient administration of these cases and compliance with the requirements of the Bankruptcy Code.

RELIEF REQUESTED

21. MKW respectfully requests: (a) that MKW be allowed (i) compensation in the amount of \$631,052.92 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Case Period and (ii) interim reimbursement of \$103,394.23 for reasonable, actual and necessary expenses, including in some instances, court costs incurred during the Case Period. 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 and the Fee Procedures Order.

22. During the Case Period, MKW has provided professional services to the Debtors and incurred fees for such services totaling \$631,052.92. For the same period, MKW has incurred actual, reasonable and necessary expenses in connection therewith totaling \$103,394.23. With respect to these amounts, as of the date of this application, MKW has received only \$205,138.71 in payments for sums due under the Case Period.

23. MKW maintains billing records of the time spent rendering professional services during the Case Period. Attached hereto as Exhibit "A" is a summary of the work performed by MKW during the entire Case Period.

24. MKW, unlike other law firms, provides certain services on a flat fee and/or agreed fee basis. These flat fees/agreed fees are as follows:

- | | | |
|-----|---|--------------------------------|
| (a) | <u>Uncontested Relief from the Automatic Stay Motions:</u> | \$400.00 plus expenses |
| (b) | <u>Contested Relief from the Automatic Stay Motions:</u> | \$950.00 plus expenses |
| (c) | <u>Uncontested Sequestration, Replevin, and Writs of Possession Matters:</u> | \$1,250.00 plus expenses |
| (d) | <u>Uncontested Foreclosure Matters:</u> | \$1,350.00 (includes expenses) |

Due to the buyout, all active and in progress files were billed on a flat fee/agreed fee basis. All other matters handled by MKW are billed hourly.

25. Exhibit B contains a complete summary of disbursements incurred by MKW during the entire Case Period. The disbursements for which MKW seeks reimbursement include the following:

Duplicating. MKW charges \$.10 per page for internal copying. When copying has been performed by an outside copying service, MKW seeks reimbursement for the amount MKW was charged.

Telecommunications. Outgoing facsimiles are billed at \$.50 per page.

Computer Research Charges. MKW's practice is to bill clients for Westlaw and PACER research at the actual cost.

Delivery Services. MKW's practice is to charge postal, overnight delivery and courier services at actual cost.

Travel Costs. MKW's practice is to charge airfare, rental car charges, fuel costs for rental car, toll roads and parking at airports at actual cost.

26. MKW has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries of MKW so that work has been performed by those most familiar with the particular task and, where attorney or paralegal involvement was required, by the lowest hourly rate professionally appropriate for a particular matter. Moreover, MKW 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 Debtors. MKW believes it has been successful in this regard.

27. No agreement or understanding exists between MKW and any other person for the sharing of compensation received or to be received for services rendered in connection with these cases.


28. 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 her information, knowledge and belief that this application complies with Local Rule 2016-2.

WHEREFORE, MKW respectfully requests: (a) that MKW be allowed (i) compensation in the amount of \$631,052.92 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Case Period and (ii) reimbursement of \$103,394.23 for reasonable, actual and necessary expenses incurred during the Case Period; and (b) that the Debtors or the Liquidation Trust be authorized and directed to pay Meyer, Knight & Williams, L.L.P. the amount of \$734,447.15

which is equal to 100% of MKW's allowed compensation and expense reimbursement for the Case Period.

Dated: 6-21-, 2004
Houston, Texas

MEYER, KNIGHT & WILLIAMS, L.L.P.


MONICA SCHULZ PECKHAM
TEXAS BAR #00794436

Special Counsel to Debtors and Debtors in Possession