

EXHIBIT H

**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
)	
)	
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)	

**ORDER GRANTING THE APPLICATION OF MILLER BUCKFIRE LEWIS
YING & CO., LLC, FINANCIAL ADVISOR AND INVESTMENT BANKER FOR
DEBTORS AND DEBTORS-IN-POSSESSION, FOR FINAL ALLOWANCE AND
PAYMENT OF FEES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MAY 9, 2003 THROUGH APRIL 14, 2004**

Upon the Application (the "Application") of Miller Buckfire Lewis Ying & Co., LLC ("MBLY"), as financial advisor and investment banker for the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for (i) final allowance of compensation in the amount of \$6,207,618.48 for services rendered and for reimbursement of reasonable, actual and necessary expenses incurred in the amount of \$92,863.78 for the period May 9, 2003 through April 14, 2004 (the "Final Application Period"), and (ii) authorization for and direction to the Debtors to pay to MBL Y all allowed and unpaid fees accrued and expense reimbursements incurred during the Final Application Period, including, without limitation, unpaid Monthly Advisory Fees (including holdbacks), and the Sale Transaction Fee; this Court having reviewed the Application and finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) the Application is in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Fee Procedures Order, (c) notice of the Application, and any hearing on the Application, was adequate under the circumstances, and (d) all persons with standing have been

afforded the opportunity to be heard on the Application; and capitalized terms used but not defined herein being used with their defined meanings as set forth in the Application; and after due deliberation, and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED:

1. The Application is hereby approved in its entirety pursuant to Sections 328(a) and 331 of the Bankruptcy Code.

2. There shall be allowed to MBLY as a final matter (i) compensation for its professional services rendered during the Final Application Period as investment banker and financial advisor to the Debtors in the amount of \$6,207,618.48 and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Final Application Period in the amount of \$92,863.78.

3. The Debtors are hereby authorized and directed to pay to MBLY fees and expenses in the amount of \$1,467,618.48, representing the amount of fees and expenses allowed under this Order and not yet paid to MBLY.

4. Any and all payments heretofore made to MBLY pursuant to the procedures set forth in the Fee Procedures Order in respect of MBLY's fees and expenses accrued during the pendency of these chapter 11 cases are hereby approved, ratified and confirmed.

5. This Court shall retain exclusive jurisdiction over any matter arising out of or related to this Order or the Application.

Dated: Wilmington, Delaware
_____, 2004

The Honorable Peter J. Walsh
United States Bankruptcy Judge