

**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 13, 2004 at 4:00 p.m.
	)	Hearing Date: October 8, 2004 at 1:30 p.m.

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**NINTH AND FINAL APPLICATION OF MITCHELL, MCNUTT & SAMS, P.A.,  
SPECIAL COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION, FOR  
APPROVAL AND ALLOWANCE OF PAID INTERIM COMPENSATION AND  
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES, FOR  
OTHER FEES PREVIOUSLY ALLOWED  
AND PAID PURSUANT TO QUARTERLY APPLICATIONS, AS WELL  
AS UNPAID FEES AND EXPENSES INCURRED FOR THE PERIOD  
NOVEMBER 15, 2002 THROUGH APRIL 15, 2004**

Name of Applicant:	MITCHELL, MCNUTT & SAMS, P.A.
Authorized to Provide Professional Services to:	Debtors/Ordinary Course Professionals
Date of Retention:	November 15, 2002
Period for which Compensation and reimbursement is sought:	November 15, 2002 through April 15, 2004
Amount of previously approved compensation as actual, reasonable and necessary and requested for final allowance:	\$436,690.65
Amount of previously approved reimbursement as actual, reasonable and necessary and requested for final allowance:	\$50,808.90

Amount of unpaid approved fees and expenses sought and requested for final allowance: \$58,539.47<sup>1</sup>

This is an    interim   X   final application

If this is not the first application filed, disclose the following for each prior application:<sup>2</sup>

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
3/28/2003	December 1, 2002 – December 31, 2002	\$33,927.67	\$33,927.67
3/28/2003	January 1, 2003 – January 31, 2003	\$46,260.99	\$46,260.99
3/28/2003	February 1, 2003 – February 28, 2003	\$31,841.61	\$31,841.61
4/18/2003	March 1, 2003 – March 31, 2003	\$52,255.11	\$52,255.11
5/19/2003	April 1, 2003 – April 30, 2003	\$77,681.33	\$77,681.33
6/17/2003	May 1, 2003 – May 31, 2003	\$77,458.17	\$77,458.17
7/16/2003	June 1, 2003 – June 30, 2003	\$84,096.64	\$84,096.64

<sup>1</sup> Contemporaneous to the filing of this Ninth and Final Application (“Final Application”), Mitchell, McNutt & Sams, P.A. (“Mitchell, McNutt” or “firm”) has tendered for filing a Request for Payment of Administrative Expense claim in this amount for unpaid invoices from November 15, 2002 through April 15, 2004. The firm seeks allowance and payment of this amount by and through this Final Application and/or via the referenced administrative expense request.

<sup>2</sup> On or about May 1, 2003, June 20, 2003 and December 12, 2003, Mitchell, McNutt filed quarterly fee applications in the amounts of \$19,643.15, \$37,926.64 and \$29,768.34, respectively, seeking payment of certain “hold-back” amounts previously allowed pursuant to previous court order, but not paid.

8/15/2003 <sup>3</sup>	July 1, 2003 – July 31, 2003	\$83,978.03	\$83,978.03
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WHEREAS, Mitchell, McNutt respectfully requests the entry of an order approving the final allowance of the fees and expenses referenced herein and for the immediate payment of any unpaid fees and expenses due Mitchell, McNutt by the Debtors and/or Liquidating Trust. Mitchell, McNutt prays for such other general and specific relief as this Court deems just.

Dated: June 23, 2004  
Wilmington, Delaware

MITCHELL, MCNUTT & SAMS, P.A.



\_\_\_\_\_  
D. Andrew Phillips (MSB #8509)  
L. Bradley Dillard (MSB #10114)  
James P. Wilson, Jr. (MSB #10783)  
Martha B. Stegall (MSB #3701)

Special Counsel to Debtors and Debtors-In-Possession

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<sup>3</sup> By previous order of the court, the applicable fee “cap” pertaining to Mitchell, McNutt was increased to \$75,000.00 per month (“adjusted fee cap”) and, thereafter, the firm was not required to file monthly interim fee applications since it never exceeded the adjusted fee cap subsequent to entry of the referenced order. Although the firm has been advised by debtors’ counsel that those accrued fees and expenses paid during those months that no monthly interim fee applications were required to be filed should not be included in this Final Application, Mitchell, McNutt expressly reserves herein the right to further supplement this Final Application should the court require same and, furthermore, seeks herein the court’s final allowance and approval of the referenced fees and expenses paid to Mitchell, McNutt for those months that the firm was not required to file interim monthly fee applications.

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

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**NINTH AND FINAL APPLICATION OF MITCHELL, MCNUTT & SAMS, P.A.,  
SPECIAL COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION,  
FOR APPROVAL AND ALLOWANCE OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES,  
FOR OTHER FEES PREVIOUSLY ALLOWED AND PAID PURSUANT TO  
QUARTERLY APPLICATIONS, AS WELL AS UNPAID FEES AND EXPENSES  
INCURRED FOR THE PERIOD NOVEMBER 15, 2002 THROUGH APRIL 15, 2004**

Mitchell, McNutt & Sams, P.A. (“Mitchell, McNutt” or “the firm”), special counsel, or “ordinary course professionals,” for Oakwood Homes Corporation and its affiliates, debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases, submits this ninth and final application (“Final 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) final allowance of reasonable compensation for professional services rendered by Mitchell, McNutt & Sams to the Debtors and (b) reimbursement of actual and necessary charges and disbursements incurred by Mitchell, McNutt & Sams during the period of November 15, 2002 through and including April 15, 2004 (“Final Application Period”) in the rendition of required professional services on behalf of the

Debtors (“Application Period”). In support of this Final Application, Mitchell, McNutt represents as follows:

## **BACKGROUND**

### **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 continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 31, 2004, the court entered its order confirming the Debtors’ and Committee’s Second Amended Joint Plan of Reorganization. Thereafter, a Supplemental Notice of Effective Date was issued to Mitchell, McNutt requiring its Final Application.

### **MITCHELL, MCNUTT & SAMS, P.A.’S RETENTION**

1. Prior to the Petition Date, Mitchell, McNutt & Sams, P.A. 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 courts for the states of Mississippi and Alabama. Further, the firm pursued customers of Oakwood Acceptance Corporation, LLC in the state courts of Mississippi and Alabama in replevin and detinue actions seeking repossession of manufactured homes and real property foreclosures on a high volume basis, as well as defended certain Oakwood entities in litigated matters in the states of Mississippi and Alabama.

2. On November 18, 2002, the Court signed its Final Order granting the Debtor’s motion for emergency interim and final authority to retain and employ professionals used

in the ordinary course of business, including Mitchell, McNutt. By order dated March 27, 2003, (D.I. 899), this Court approved the Debtors' retention of Mitchell, McNutt pursuant to Section 327(e) of the Bankruptcy Code as counsel to the Debtors, nunc pro tunc to November 15, 2002.

### **FEE PROCEDURES ORDER**

3. 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").

### **SUMMARY OF SERVICES RENDERED BY MITCHELL, MCNUTT & SAMS, P.A. DURING THE FINAL APPLICATION PERIOD**

4. The following summary highlights the major areas in which services were rendered during the Application Period. The full breadth of Mitchell, McNutt's services for the Final Application Period is reflected in the annexed time records.

- During the Final Application Period, Mitchell, McNutt provided representation to one or more of the Debtors in connection with a substantial number of accounts and related contracts. In connection with the Debtors' ongoing pursuit to maximize its recovery relative to all accounts subject to securitizations, Mitchell, McNutt was retained during the Final Application Period to service collection efforts in both state and federal forms throughout the states of Mississippi and Alabama. Specifically, the firm was engaged to file and prosecute motions for relief from the automatic stay, objections to confirmation, responses to objections to secured claims, attend and participate in valuation hearings and other consumer bankruptcy matters regarding the interests of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy courts of the states of Mississippi and Alabama. Further, Mitchell, McNutt was engaged by one or more of the Debtors to pursue customers of Oakwood Acceptance Corporation, LLC in the state courts of Mississippi and Alabama relative to replevin and/or detinue actions seeking repossession of manufactured homes. Furthermore, the firm was called upon to conduct foreclosures, again on a high volume basis, regarding real property and personalty securing indebtedness due one or more of the Debtors, as well as defending one or more of the Debtors in litigated matters in the states of Mississippi and Alabama.

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

6. All of these services have ensured the efficient administration of these cases and compliance with the requirements of the Bankruptcy Code. This Final 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 Mitchell, McNutt Retention Order.

### **RELIEF REQUESTED**

7. Mitchell, McNutt respectfully requests: (a) that Mitchell, McNutt be allowed compensation and reimbursement in the amount of \$58,539.47<sup>1</sup> for unpaid but previously approved reasonable, actual and necessary services rendered by it on behalf of the Debtors and for reasonable, actual and necessary expenses, including in some instances, court costs incurred during the Final Application Period. Further, that this award shall constitute a final allowance of the referenced amount.

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<sup>1</sup> Contemporaneous to the filing of this Ninth and Final Application ("Final Application"), Mitchell, McNutt & Sams, P.A. ("Mitchell, McNutt" or "firm") has tendered for filing a Request for Payment of Administrative Expense claim in this amount for unpaid invoices from November 15, 2002 through April 15, 2004. The firm seeks allowance and payment of this amount by and through this Final Application and/or via the referenced administrative expense request.

8. During the Final Application Period, Mitchell, McNutt has provided professional services to the Debtors and incurred fees for such services totaling \$436,690.65 and has incurred actual, reasonable and necessary expenses in connection therewith totaling \$50,808.90.

The following is a schedule of previously filed and allowed interim monthly fee applications:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
3/28/2003	December 1, 2002 – December 31, 2002	\$33,927.67	\$33,927.67
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8/15/2003 <sup>2</sup>	July 1, 2003 – July 31, 2003	\$83,978.03	\$83,978.03

<sup>2</sup> By previous order of the court, the applicable fee “cap” pertaining to Mitchell, McNutt was increased to \$75,000.00 per month (“adjusted fee cap”) and, thereafter, the firm was not required to file monthly interim fee applications since it never exceeded the adjusted fee cap subsequent to entry of the referenced order. Although the firm has been advised by debtors’ counsel that those accrued fees and expenses paid during those months that no monthly interim fee applications were required to be filed should not be included in this Final Application, Mitchell, McNutt expressly reserves herein the right to further supplement this Final Application should the court require same and, furthermore, seeks herein the court’s final allowance and approval of the referenced fees and expenses paid to Mitchell, McNutt for those months wherein the firm was not required to file interim monthly fee applications.



9. Mitchell, McNutt maintained daily records of the time spent rendering professional services during the Final Application Period. Exhibit A attached to each monthly interim fee application contains logs, sorted by date, which show the date and how much time was recorded by each professional and descriptions of the services provided.

10. Exhibit B attached to each monthly interim fee application contains complete itemizations, per matter, of disbursements incurred by Mitchell, McNutt during the period to which this Application relates. The disbursements for which Mitchell, McNutt sought reimbursement include the following:

- Duplicating. Mitchell, McNutt charges \$.05 per page for internal copying. When copying has been performed by an outside copying service, Mitchell, McNutt seeks reimbursement for the amount Mitchell, McNutt was charged.
- Telecommunications. Long distance calls are billed at adjusted cost. Outgoing domestic facsimile transmittals are billed at \$1.00 per page. There is no charge for incoming facsimiles.
- Computer Research Charges. Mitchell, McNutt's practice is to bill clients for LEXIS, Westlaw and PACER research at the actual cost, which does not include amortization for maintenance and equipment.
- Working Meals. Mitchell, McNutt's 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. Mitchell, McNutt's practice is to charge postal, overnight delivery and courier services at actual cost.

11. Mitchell, McNutt has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries at Mitchell, McNutt 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, Mitchell, McNutt 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. Mitchell, McNutt believes it has been successful in this regard.

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

13. 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.

WHEREFORE, Mitchell, McNutt & Sams, P.A. respectfully requests the entry of an order approving the final allowance of the fees and expenses referenced herein and for authorization of immediate payment by the Debtors and/or Liquidating Trust of any unpaid fees and expenses, as described herein, due Mitchell, McNutt. Mitchell, McNutt prays for such other general and specific relief as this court may deem just.

Dated: June 23, 2004  
Wilmington, Delaware

MITCHELL, MCNUTT & SAMS, P.A.



\_\_\_\_\_  
D. Andrew Phillips (MSB #8509)  
L. Bradley Dillard (MSB #10114)  
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Special Counsel to Debtors and Debtors-In-Possession

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

IN RE:	)	Chapter 11
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OAKWOOD HOMES CORPORATION,	)	Case No. 02-13396 (PJW)
<u>et al.</u> ,	)	
Debtors.	)	Jointly Administered
	)	
	)	
	)	
_____	)	

**ORDER GRANTING NINTH AND FINAL APPLICATION OF MITCHELL,  
MCNUTT & SAMS, P.A., AS SPECIAL COUNSEL FOR DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR APPROVAL AND ALLOWANCE OF INTERIM  
COMPENSATION AND REIMBURSEMENT OF ALL ACTUAL AND NECESSARY  
EXPENSES, FOR OTHER FEES PREVIOUSLY ALLOWED AND PAID PURSUANT TO  
QUARTERLY APPLICATIONS, AS WELL AS UNPAID FEES AND EXPENSES  
INCURRED FOR THE PERIOD NOVEMBER 15, 2002 THROUGH APRIL 15, 2004**

Upon the Final Application (“Final Application”) of Mitchell, McNutt & Sams, P.A. (“Mitchell, McNutt”), as special or “ordinary course professionals” for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for final allowance of unpaid previously allowed and approved compensation and reimbursement of expenses in the amount of \$58,539.47 for reasonable, actual and necessary services rendered and for reimbursement of reasonable, actual and necessary expenses incurred for the period November 15, 2002, through April 15, 2004 (the “Final Application Period”) for final allowance for all fees and expenses referenced in the Final Application, and for other relief requested therein; the Court having reviewed the Final Application; and finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and opportunity for a hearing to consider the Final Application; and upon the record and after due deliberation thereon; and due and proper notice of the Final Application having been given; and sufficient cause appearing therefore;

IT IS HEREBY ORDERED:

1. The Final Application is GRANTED.
2. Mitchell, McNutt & Sams, P.A. is hereby granted final allowance of compensation and reimbursement of fees and expenses in the amount of \$58,539.47 for unpaid previously allowed and approved reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Final Application Period. The Debtors and/or Liquidating Trust are hereby authorized to immediately pay these fees and expenses due Mitchell, McNutt.
3. The remaining fees and expenses referenced in the Final Application are hereby deemed finally allowed in all respects.
4. This Court shall retain exclusive jurisdiction over any matter arising out of or related to this Order or the Final Application.

Dated: Wilmington, Delaware

\_\_\_\_\_, 2004

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United States Bankruptcy Judge