

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

<b>In re</b>	)	Chapter 11
	)	
<b>OAKWOOD HOMES CORPORATION,</b>	)	Case No. 02-13396 (PJW)
<b>et. al.,</b>	)	(Jointly Administered)
	)	
<b>Debtor.</b>	)	<b>Objection Due: June 28, 2004 @ 4:00 am</b>
	)	<b>Hearing Date: October 8, 2004 @ 1:30 pm</b>
-----	)	

**EIGHTH AND FINAL APPLICATION OF MORGAN, LEWIS & BOCKIUS LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
MARCH 10, 2003 THROUGH APRIL 15, 2004**

**TO THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY COURT JUDGE:**

Morgan, Lewis & Bockius LLP (“Morgan Lewis”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee” or “Committee”) in the above-captioned case, hereby makes its Eighth and Final Fee Application (the “Application”) for allowance of compensation for the period of March 10, 2003 through April 15, 2004, respectfully represents the following:

1. On November 15, 2002, (the “Petition Date”), Oakwood Homes Corporation and its affiliated debtors and debtors-in-possession (collectively the “Debtors”), filed their voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware. To this day, the Debtors continue to operate their businesses and manage their properties as Debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.
2. On December 2, 2002, the Creditors’ Committee was appointed by the United States Trustee. The members of the Creditors’ Committee are JP Morgan Chase Bank; U.S. Bank National Association; Absolute Recovery Hedge Funds, Ltd., c/o WL Ross & Co. LLC; Aegon USA Investment Management LLC; Patrick Industries, Inc.; Carriage Industries, Inc.; and La Salle Bristol LP.

3. On January 8, 2003, Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) submitted an Application to Employ Akin Gump Strauss Hauer & Feld LLP as Counsel to the Official Committee of Unsecured Creditors.
4. On February 6, 2003, this Court entered the Order granting Akin Gump Counsel for the Official Committee of Unsecured Creditors nunc pro tunc to December 2, 2002.
5. On March 10, 2003, Joseph Gatti, a partner at Akin Gump who was a key member of the team of attorneys representing the Committee, resigned from Akin Gump and became Of Counsel at Morgan Lewis.
6. On April 15, 2003, Akin Gump filed an Application for an Order Authorizing the Retention and Employment of Morgan Lewis.
7. On May 5, 2003, Akin Gump filed a Certificate of No Objection for the Application for an Order Authorizing the Retention and Employment of Morgan Lewis.
8. On August 15, 2003, the Court entered an Order Authorizing the Retention and Employment of Morgan Lewis.
9. On April 15, 2004 the Second Amended Joint Consolidated Plan of Reorganization became effective.
10. Morgan Lewis makes this Final Application pursuant to: (a) sections 330(a) and 331 of the Bankruptcy Code; (b) Rule 2016 of the Bankruptcy Rules; (c) the applicable provisions of the Guidelines for Applications for Compensation and Reimbursement of Expenses of Professionals adopted by the Office of the United States Trustee; and (d) Local Order #32 (Revising and Rescinding Order #27) of the United States Bankruptcy Court for the District of Delaware.
11. Morgan Lewis hereby seeks interim allowance of reimbursement of expenses, not previously requested, for February 2004 as follows:
  - (a) Reimbursement of actual and necessary expenses of \$19.34 incurred in connection with Morgan Lewis’ services. A description of expenses and related detail are attached hereto as Exhibit A and incorporated herein by reference.

12. By this final application, Morgan Lewis hereby makes application to this court for an order approving the amounts of compensation set forth in the Monthly Fee Applications in the cumulative amount of \$82,591.50 in fees for professional services rendered, and \$3,712.07 in expenses (including holdback amounts and expenses not previously requested), for the period of March 10, 2003 through and including April 15, 2004.

WHEREFORE, Morgan Lewis respectfully requests that this court enter an Order granting its Eighth and Final request for an allowance for fees for professional services rendered in the cumulative amount of \$82,591.50 in fees for professional services rendered, and \$3,712.07 in expenses, for the period of March 10, 2003 through and including April 15, 2004.

Dated: Washington, D.C.

<sup>May</sup>  
~~April~~ 28, 2004

**MORGAN, LEWIS & BOCKIUS LLP**

By: Joseph V. Gatti  
Joseph V. Gatti  
Of Counsel  
1111 Pennsylvania Avenue, NW  
Washington, D.C. 20004