

**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 19, 2004
)	Hearing Date: October 8, 2004 at 1:30 p.m.

FOURTEENTH INTERIM (FOR THE PERIOD MARCH 1, 2004 THROUGH APRIL 28, 2004) AND FINAL APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL, AS ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF INTERIM AND FINAL COMPENSATION AND FOR INTERIM AND FINAL REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED

Name of Applicant:	MORRIS, NICHOLS, ARSHT & TUNNELL
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which Interim Compensation and reimbursement is sought:	March 1, 2004 through April 28, 2004
Period for which Final Compensation and reimbursement is sought:	November 15, 2002 through April 28, 2004
Amount of interim compensation sought as actual, reasonable and necessary:	\$504,005.50
Amount of interim reimbursement sought as actual, reasonable and necessary:	\$76,657.94
Amount of final compensation sought as actual, reasonable and necessary:	\$3,669,028.00
Amount of final reimbursement sought as actual, reasonable and necessary:	\$621,097.45
This is a(n) ___ interim	<u> x </u> final application.

The total time expended for fee application preparation is approximately 5 hours and the corresponding compensation requested is approximately \$750.00.

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
02/26/03	11/15/02-12/31/02	\$430,368.00/\$52,134.37	\$430,368.00/\$52,134.37
03/12/03	01/31/03-01/31/03	\$292,481.00/\$39,815.14	\$292,481.00/\$39,815.14
03/27/03	11/15/02-12/31/02 (supplement)	\$56,808.00/\$22,579.05	\$56,808.00/\$22,579.05
05/02/03	02/01/03-02/28/03	\$251,099.50/\$82,992.18	\$251,099.50/\$82,992.18
05/29/03	03/01/03-04/30/03	\$422,669.50/\$88,793.11	\$422,669.50/\$88,793.11
06/26/03	05/01/03-05/31/03	\$127,442.00/\$36,820.60	\$127,442.00/\$36,820.60
08/15/03	06/01/03-06/30/03	\$174,047.50/\$32,779.49	\$174,047.50/\$32,779.49
09/12/03	07/01/03-07/31/03	\$195,784.50/\$44,739.93	\$195,784.50/\$44,739.93
10/23/03	08/01/03-08/31/03	\$404,197.50/\$39,802.52	\$404,197.50/\$39,802.52
12/02/03	09/01/03-10/31/03	\$423,038.50/\$71,157.71	\$423,038.50/\$71,157.71
01/05/04	11/01/03-11/30/03	\$387,086.50/\$32,825.41	\$387,086.50/\$32,825.41
02/24/04	12/01/03-12/31/03	\$176,068.50/\$48,565.40	\$140,854.80/\$48,565.40
03/04/04	01/01/04-01/31/04	\$187,157.50/\$39,593.78	\$149,726.00/\$39,593.78
04/02/04	02/01/04-02/29/04	\$197,286.00/\$19,556.74	\$157,828.80/\$19,556.74

OAKWOOD HOMES CORPORATION, et al.
(Case No. 02-13396 (PJW))

March 1, 2004 through April 28, 2004

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
William O. LaMotte, III	Partner/1968/Litigation	525	5.8	\$ 3,045.00
John F. Johnston	Partner/1977/General	525	.5	262.50
Walter C. Tuthill	Partner/1977/General	525	1.4	735.00
Donald N. Isken	Partner/1978/Real Estate	525	4.5	2,362.50
Andrew M. Johnston	Partner/1982/General	495	1.8	891.00
Louis G. Hering	Partner/1986/Corporate	495	97.8	48,411.00
Robert J. Dehney	Partner/1990/Bankruptcy	495	301.7	149,341.50
Thomas R. Pulsifer	Partner/1985/General	475	3.2	1,520.00
Donna L. Culver	Partner/1991/Bankruptcy	450	4.4	1,980.00
Jonathan I. Lessner	Partner/1991/Commercial	450	.7	315.00
Derek C. Abbott	Partner/1995/Bankruptcy	425	23.5	9,987.50
Jeffrey R. Wolters	Partner/1992/Corporate	425	1.2	510.00
Stanford L. Stevenson	Partner/1994/Tax	400	.1	40.00
Michael G. Busenkell	Associate/1995/Bankruptcy	360	51.2	18,432.00
David A. Harris	Associate/1996/Commercial	360	88.2	31,752.00
Gregory W. Werkheiser	Associate/1996/Bankruptcy	360	.2	72.00
Rachel W. Dwares	Associate/1985/Real Estate	350	7.2	2,520.00
Donna L. Harris	Associate/1998/Bankruptcy	310	6.3	1,953.00
Todd A. Flubacher	Associate/1999/General	280	83.6	23,408.00
Gilbert R. Saydah, Jr.	Associate/2000/Bankruptcy	280	330.4	92,512.00
James G. McMillan	Associate/2000/Litigation	280	4.3	1,204.00
Melissa A. DiVncenzo	Associate/2001/Corporate	250	1.1	275.00
Sean P. Haney	Associate/2001/Bankruptcy	250	41.8	10,450.00
Jason W. Harbour	Associate/2001/Bankruptcy	250	.5	125.00
Daniel B. Butz	Associate/2002/Bankruptcy	240	300.7	72,168.00
Gregory T. Donilon	Associate/2002/Bankruptcy	240	5.4	1,296.00

Alicia B. Kelly	Associate/2004/Bankruptcy	220	24.4	5,368.00
Steven L. Lobb	Assoicate/2004/General	220	8.4	1,848.00
Renae M. Fusco	Paralegal	155	97.5	15,112.50
Angela R. Conway	Paralegal	155	14.9	2,309.50
Emma J. Campbell	Paralegal	155	.4	62.00
Linda J. Murray	Paralegal	155	1.5	232.50
Crystal M. Dooling	Paralegal Assistant	125	6.6	825.00
Alicia R. Boulogne	Case clerk	100	1.0	100.00
Rachel McGhee	Case clerk	100	7.8	780.00
Jillian D. Pitcher	Case clerk	100	1.2	120.00
Lisa R. Bate	Case clerk	100	16.8	1,680.00
Total			1548.0	\$504,005.50
GRAND TOTAL:	\$ 504,005.50			
BLENDED RATE:	\$ 325.58			

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours For The Interim Period	Total Hours For the Final Period	Total Fees For The Interim Period	Total Fees For the Final Period
Case Administration	147.9	1,553.5	\$50,055.50	\$426,351.00
Asset Analysis and Recovery	.1	182.4	24.00	49,425.50
Asset Disposition	360.7	2,564.4	136,080.50	912,052.00
Relief From Stay/Adequate Protection	10.0	330.6	3,215.00	89,299.50
Meetings of and Communications With Creditors	5.7	120.0	1,860.50	37,813.50
Fee/Employment Applications	45.6	950.3	9,091.50	204,345.00
Fee/Employment Objections	0.0	21.1	0.00	5,925.00
Avoidance Action Analysis	3.4	19.5	1,425.00	5,673.50
Assumption/Rejection of Leases/Contracts	28.1	557.1	9,300.00	155,776.00
Operations	0.0	7.3	0.00	3,046.00
Other Contested Matters	17.1	511.4	5,805.50	142,748.00
Non-Working Travel	0.0	91.0	0.00	25,623.00
Business Operations	0.0	101.0	0.00	35,147.50

Employee Benefits	.1	41.4	28.00	14,088.00
Financing/Cash Collections	.2	666.1	73.50	228,051.00
Tax Issues	.3	23.5	108.00	6,574.00
Real Estate	13.5	31.9	5,223.00	11,196.00
Board of Directors Meetings	0.0	1.5	0.00	690.00
Claims and Plans	244.00	939.5	80,910.00	256,522.00
Claims Administration and Objections	228.2	1,275.8	67,159.50	355,602.00
Plan and Disclosure	364.7	1,259.3	114,374.00	380,534.00
General Bankruptcy	78.4	1,459.0	19,272.00	319,119.5
Restructuring Analysis	0.0	15.3	0.00	3,426.00
Total	1548.0	12,722.9	\$ 504,005.50	\$ 3,669,028.00

CUMULATIVE EXPENSE SUMMARY

Expense Category	Total Expenses For the Interim Period	Total Expenses For the Final Period
Secretary of State Fees	0.00	115.00
Court Costs	4,837.50	40,813.46
DCO Services	0.00	105.00
Transcripts	1,035.54	8,425.57
Photos/Art/Spec'l Dupl.	27,304.76	328,192.98
Out-of-Town Travel	7,448.45	45,889.76
Meals/Business Entertaining	5,348.18	16,493.87
In House Messenger Service	147.00	2,334.00
Courier Service	12,092.71	33,591.28
Computer Research - Westlaw	1,186.85	32,959.50
Computer Research - LEXIS	2,425.11	10,839.56
Computer Research - Other	0.00	6,724.62
Support Staff OT/Expense	0.00	668.49
Efiling	29.00	29.00
Pacer	609.63	609.63
Support Staff Overtime	75.15	356.68
Secretarial Overtime	881.21	8,459.86
Paralegal Overtime	66.95	169.87
Paralegal OT/Expense	0.00	753.02
Secretarial OT/Expense	51.51	165.14
In-house Duplicating	4,437.70	36,309.90
Telephone	3,168.07	8,719.95

Telecopy	5,406.13	38,264.82
Miscellaneous	150.00	150.00
Refund check from Fed Ex	-43.51	-43.51
Total	\$ 76,657.94	\$ 621,097.45

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Debtors.)	Jointly Administered
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**FOURTEENTH INTERIM (FOR THE PERIOD MARCH 1, 2004 THROUGH
APRIL 28, 2004) AND FINAL APPLICATION OF MORRIS, NICHOLS, ARSHT
& TUNNELL, AS ATTORNEYS FOR DEBTORS AND DEBTORS-IN-
POSSESSION, FOR ALLOWANCE OF INTERIM AND FINAL
COMPENSATION AND FOR INTERIM AND FINAL REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES INCURRED**

Morris, Nichols, Arsht & Tunnell (“Morris Nichols”), 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 the interim period March 1, 2004 through April 28, 2004 (the “Interim Compensation Period”) and the final period of November 15, 2002 through April 28, 2004 (the “Final Compensation Period”, and together with the Interim Compensation Period, the “Compensation Periods”) for (a) allowance of reasonable compensation on an interim and final basis for professional services

rendered by Morris Nichols to the Debtors and (b) reimbursement on an interim and final basis of actual and necessary charges and disbursements in the rendition of required professional services on behalf of the Debtors. In support of this Application, Morris Nichols 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. 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.

3. On March 31, 2004, this Court entered an order (D.I. 3937) (the “Confirmation Order”) confirming the Second Amended Joint Consolidated Plan Of Reorganization Of Oakwood Homes Corporation And Its Affiliated Debtors And Debtors In Possession, Dated February 6, 2004 (the “Plan”). Under the Plan and Confirmation Order, the Court retained jurisdiction to consider final applications by retained professionals. These applications must be filed by June 28, 2004 at 4:00 p.m.

4. As of April 28, 2004, the Plan had gone effective for all of the Debtors impacted by the Plan and Morris Nichols has effectively ceased its representation of the Debtors. Although Morris Nichols believes that most transition work has been accomplished, there may be discrete tasks or discussions regarding the prior conduct of these cases or certain remaining obligations with regard to those certain Debtor entities unaffected by the Plan for which Morris Nichols may later seek compensation.

MORRIS NICHOLS' RETENTION

5. Prior to the Petition Date, the Debtors engaged Rayburn Cooper & Durham, P.A. ("Rayburn") and Morris Nichols as counsel in connection with these bankruptcy cases.

6. By applications, filed on or about December 3, 2002, the Debtors requested authority to retain Rayburn (D.I. 107) (the "Rayburn Application") and Morris Nichols (D.I. 106) (the "Morris Nichols Application") as co-counsel in connection with their bankruptcy cases, pursuant to section 327(a) of the Bankruptcy Code.

7. By Order, dated January 3, 2003 (D.I. 352), this Court entered an order approving the Debtors' retention of Morris Nichols as counsel for the Debtors, pursuant to section 327(a) of the Bankruptcy Code.

8. By Order, dated January 16, 2003 (D.I. 436), this Court also entered an order approving the Debtors' retention of Rayburn as co-counsel for the Debtors, pursuant to section 327(a) of the Bankruptcy Code.

FEE PROCEDURES ORDER

9. 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").

RELIEF REQUESTED

10. Morris Nichols submits this Application to this Court for an order awarding Morris Nichols (i) allowance of interim compensation for actual and necessary professional services rendered by it as counsel for the Debtors in the amount of \$504,005.50, together with reimbursement for actual an necessary expenses incurred in the amount of \$76,657.94, for the

Interim Application Period, and (ii) final allowance of compensation for actual and necessary professional services incurred by it as counsel for the Debtors in the amount of \$3,669,028.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$621,097.45, for the Final Compensation Period. As indicated above, Morris Nichols has filed thirteen prior applications setting forth in detail actual and necessary professional services rendered on behalf of the Debtors, together with actual and necessary expenses incurred on behalf of the Debtors, for the period November 15, 2002 through February 29, 2004.¹ 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, the Fee Procedures Order and the Morris Nichols Retention Order.

11. During the Interim Application Period, Morris Nichols has provided professional services to the Debtors and incurred fees for such services totaling \$504,005.50. For the same period, Morris Nichols has incurred actual, reasonable and necessary expenses in connection therewith totaling \$76,657.94. With respect to these amounts, as of the date of this application, Morris Nichols has received no payments.

12. Morris Nichols maintained daily records of the time spent rendering professional services during the Application Period. Exhibit A attached hereto contains logs, sorted by project category, which show how much time was recorded by each professional and descriptions of the services provided.

13. Exhibit B hereto contains a breakdown of disbursements incurred by Morris Nichols during the period to which this Application relates. The disbursements for which Morris Nichols seeks reimbursement include the following:

¹ These applications and the order approving them are available upon reasonable request.

- Duplicating. Morris Nichols charges \$0.15 per page for internal copying. When copying has been performed by an outside copying service, Morris Nichols seeks reimbursement for the amount Morris Nichols was charged.
- Telecommunications. Long distance calls are billed at actual cost. Outgoing domestic facsimile transmittals are billed at \$1.00 per page. There is no charge for incoming facsimiles.
- Computer Research Charges. Morris Nichols' practice is to bill clients for LEXIS and Westlaw research at the actual cost, which does not include amortization for maintenance and equipment.
- Working Meals. Morris Nichols' 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. Morris Nichols' practice is to charge postal, overnight delivery and courier services at actual cost.

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

15. Morris Nichols is holding approximately \$540,754.99 as an advance against services and disbursements from the Debtors to be applied to the outstanding final fee balance.

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

17. 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.

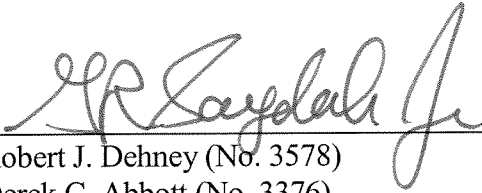
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WHEREFORE, Morris Nichols respectfully requests that this Court enter an order:

(i) allowing interim compensation in the amount of \$504,005.50 for professional services rendered on behalf of the Debtors during the Interim Compensation Period; (ii) approving and authorizing reimbursement to Morris Nichols by the Debtors or the Liquidation Trust of expenses incurred during the Interim Compensation Period in the amount of \$76,657.94; (iii) allowing Morris Nichols the sum of \$3,669,028.00 for professional services rendered on behalf of the Debtors during the Final Compensation Period; (iv) approving and authorizing reimbursement to Morris Nichols by the Debtors or the Liquidation Trust of expenses incurred during the Final Compensation Period in the amount of \$621,097.45; and (v) directing the Debtors or the Liquidation Trust to pay Morris Nichols the amount of \$4,290,125.45, less any amounts previously paid to Morris Nichols

Dated: June 28, 2004
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL



Robert J. Dehney (No. 3578)
Derek C. Abbott (No. 3376)
Michael G. Busenkell (No. 3933)
Gilbert R. Saydah, Jr. (No. 4304)
Daniel B. Butz (No. 4227)
1201 North Market Street
P.O. Box 1347
Wilmington, Delaware 19899-1347
(302) 658-9200

Counsel for Oakwood Homes Corporation, et al.,
Debtors and Debtors In Possession

**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
)	
)	
)	
_____)	

ORDER GRANTING FOURTEENTH INTERIM (FOR THE PERIOD MARCH 1, 2004 THROUGH APRIL 28, 2004) AND FINAL APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL, AS ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF INTERIM AND FINAL COMPENSATION AND FOR INTERIM AND FINAL REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED

AND NOW, this ____ day of _____, 2004, it is hereby ORDERED:

1. That the Final Application of Morris Nichols Arsht & Tunnell, as counsel to the Debtors be, and the same hereby is, GRANTED.

2. That there SHALL BE ALLOWED AND DISBURSED to Morris Nichols by the Debtors or the Liquidation Trust final compensation in the amount of \$3,669,028.00 for actual, reasonable and necessary services rendered by it on behalf of the Debtors for the period November 15, 2002 through April 28, 2004 and \$621,097.45 for actual, reasonable and necessary expenses incurred by it in rendering such services during the same time period.

3. That the Debtors or the Liquidation Trust are hereby authorized and directed to pay to Morris Nichols \$4,290,125.45, less any amounts previously paid to Morris Nichols.

Dated: Wilmington, Delaware
_____, 2004

The Honorable Peter J. Walsh
United States Bankruptcy Judge