

EXHIBIT "A"

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

| | | |
|------------------------------------|---|-----------------------------------|
| IN RE | § | |
| | § | CHAPTER 11 |
| OAKWOOD HOMES CORPORATION, ET AL., | § | |
| DEBTORS, | § | Jointly Administered |
| | § | CASE No. 02-13396 (PJW) |
| | § | OBJECTION DEADLINE: JULY 29, 2004 |
| | § | |

AFFIDAVIT OF JAMES B. MATTHEWS

STATE OF TEXAS)
) SS.
DALLAS COUNTY)

BE IT REMEMBERED, that on this 8th day of July, A.D. 2004, personally appeared before me, the Subscriber, a Notary Public for the state and County aforesaid, James B. Matthews, and being duly sworn according to law, deposes and says as follows:

I. I am President of Prime Locations, LLC, ("Prime"), which serves as real property consultant to Oakwood Homes Corporation, *et al.* (the "Debtors") in the above-captioned chapter 11 cases.

2. I have read the foregoing Application of Prime for allowance of compensation and reimbursement of expenses and know the contents thereof and that the same are true and correct, to the best of my knowledge, information and belief.

3. There is no other agreement or understanding between Prime and the Debtors for compensation.

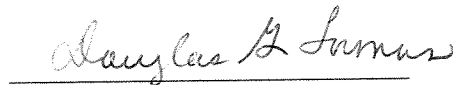
4. No division prohibited by the Bankruptcy Code will be made by Prime.

5. No agreement prohibited by Title 18, Section 155 has been made.



James B. Matthews

SWORN TO AND SUBSCRIBED before me the day and year first above written.



NOTARY PUBLIC

