

EXHIBIT “B”
(See Following Pages)

**IN 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 AUTHORIZING DEBTORS AND DEBTORS IN POSSESSION TO RETAIN
AND EMPLOY PRIME LOCATIONS, LLC AND THE CORE NETWORK AS REAL
ESTATE CONSULTANTS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
NUNC PRO TUNC TO DECEMBER 26, 2002 (Re: D.L. 445)**

This matter coming before the Court on the Application Of Oakwood Homes Corporation For Employment Of Prime Locations, LLC ("Prime") And The Core Network ("CORE") As Real Estate Consultants For The Debtors In Possession, nunc pro tunc to January 13, 2003, (the "Application"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed (a) the Application; (b) the Affidavit of James B. Matthews, attached to the Application as Exhibit B (the "Matthews Declaration"); (c) the Affidavit of Perry Morita (the "Morita Declaration"), attached to the Application as Exhibit C; and (d) the Exclusive Sales Agreement, attached to the Application as Exhibit A (the "Engagement Agreement"); the Court having heard the statements of counsel at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application, the Matthews Declaration and the Morita Declaration, and at the Hearing establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. Notice of the Application and the Hearing was sufficient under the circumstances.

D. The Application, the Matthews Declaration and the Morita Declaration are in full compliance with all applicable provisions of the title 11 of the United States Code (the "Bankruptcy Code"); the Federal Rules of Bankruptcy Procedure; and the Local Rules of this Court. Prime and CORE do not hold or represent any interest adverse to the Debtors' estates and are each a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

E. The Debtors' employment of Prime in accordance with the Application and this Order is in the best interests of the Debtors and their respective estates and creditors.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.

2. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

3. The Debtors are authorized to retain and employ Prime and CORE as their exclusive broker for the Property, pursuant to section 327 of the Bankruptcy Code, on the terms and conditions set forth in the Application and the Engagement Agreement, nunc pro tunc to December 26, 2002.

4. Prime and CORE are authorized to provide any and all brokerage and related services to the Debtors that are necessary or appropriate in connection with marketing and identifying prospective purchasers or lessees for the Property.

5. Prime and CORE shall be compensated in accordance with the procedures set forth in section 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the United States Bankruptcy Court for the District of Delaware and such other procedures as may be fixed by Order of this Court.

Dated: Feb 27, 2003
Wilmington, Delaware



CHIEF UNITED STATES BANKRUPTCY JUDGE

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