

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

IN RE:	)	Chapter 11
	)	
OAKWOOD HOMES CORPORATION,	)	Case Nos. 02-13396 (PJW)
<u>et al.</u> ,	)	
Debtors.	)	Jointly Administered
	)	
	)	Hearing Date: October 8, 2004 at 1:30 p.m.
	)	Objections Due: June 14, 2004 at 4:00 p.m.

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**SEVENTEENTH INTERIM (FOR THE PERIOD APRIL 1, 2004  
THROUGH APRIL 16, 2004) AND FINAL APPLICATION OF  
RAYBURN COOPER & DURHAM, P.A.  
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:	Rayburn Cooper & Durham, P.A.
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which Interim Compensation and Reimbursement is sought:	April 1, 2004 – April 16, 2004
Amount of Interim Compensation Sought as actual, reasonable and necessary for applicable period:	\$43,584.00
Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary	\$2,755.05
Amount of Hold Back Compensation sought as actual, reasonable and necessary:	\$22,524.15
Amount of Final Compensation sought as actual, reasonable and necessary:	\$66,108.15
Amount of Final Reimbursement sought as actual reasonable and necessary:	\$ 2,755.05

This is a final application.

The total time expended in the preparation of this application is approximately 5.6 hours.

This is the seventeenth interim and the final application by Rayburn Cooper & Durham, P.A. and the following information is disclosed for each prior application:

**FINAL FEE SUMMARY**

<u>DATE FILED</u>	<u>PERIOD COVERED</u>	<u>REQUESTED FEES/EXPENSES</u>	<u>APPROVED</u>
2/11/03	11/15/02-12/31/02	\$206,204.00/\$10,579.68	CNO filed
2/25/03	01/01/03-01/31/03	\$142,702.00/\$7,476.00	CNO filed
3/27/03	02/01/03-02/28/03	\$ 98,471.00/\$2,562.87	CNO filed
4/24/03	03/01/03-03/31/03	\$ 72,171.00/\$3,416.75	CNO filed
5/23/03	04/01/03-04/30/03	\$ 66,363.00/\$2,629.18	CNO filed
6/24/03	05/01/03-05/31/03	\$ 56,567.50/\$3,098.38	CNO filed
7/21/03	06/01/03-06/30/03	\$ 61,688.50/\$ 621.80	CNO filed
8/15/03	07/01/03-07/31/03	\$ 83,361.50/\$1,965.96	CNO filed
9/18/03	08/01/03-08/31/03	\$138,531.00/\$3,036.27	CNO filed
10/3/03	09/01/03-09/30/03	\$ 99,597.50/\$4,833.85	CNO filed
11/3/03	10/01/03-10/31/03	\$ 73,815.50/\$2,689.49	CNO filed
12/3/03	11/01/03-11/30/03	\$105,447.50/\$2,494.03	CNO filed
1/7/04	12/01/03-12/31/03	\$79,446.50/2,757.07	CNO filed
2/13/04	1/01/04-1/31/04	\$115,965.00/4,747.36	CNO filed
3/3/04	2/01/04-2/29/04	\$63,896.00/2,032.06	CNO filed
4/6/04	3/1/04-3/31/04	\$112,620.75/\$4,055.61	CNO filed
<u>5/4/04</u>	<u>4/1/04-4/16/04</u>	<u>\$43,584.00/\$2,755.05</u>	
<u>TOTAL</u>	11/15/02-4/16/04	\$1,664,016.20/\$64,506.36	

**COMPENSATION FOR INTERIM PERIOD**

**NOT THE SUBJECT OF A PRIOR APPLICATION**

**OAKWOOD HOMES COPORATION, et al.**

**(Case no. 02-13396 (PJW))**

**April 1, 2004 through April 16, 2004**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year Licensed and Area of Expertise	Hourly Billing Rates *	Total Hours Billed	Total Fees
C. Richard Rayburn, Jr.	Partner, 1974, Bankruptcy	\$425.00	56.70	\$24,097.50
Albert F. Durham	Partner, 1975, Bankruptcy	\$350.00	1.40	\$ 490.00
W. Scott Cooper	Partner, 1977, Corporate	\$285.00	2.30	\$ 655.50
Patricia B. Edmondson	Partner, 1985, Bankruptcy	\$220.00	44.30	\$ 9,746.00
John R. Miller	Associate, 2002, Bankruptcy	\$150.00	4.40	\$ 660.00
Heather N. Johnson	Associate, 2003, Business	\$125.00	56.80	\$ 7,100.00
Julia L. Robinson	Paralegal, employed: 1981	\$ 95.00	1.50	\$ 142.50
Lisa Kelly		\$ 85.00	4.00	\$ 340.00
Elizabeth Vincent		\$ 75.00	4.70	\$ 352.50
Total Hours:		176.10		
Grand Total:				\$43,584.00
Blended Rate:		\$247.49		

\* Rates are for the year 2004.

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY**  
**OAKWOOD HOMES COPORATION, et al.**  
**(Case no. 02-13396 (PJW))**  
**April 1, 2004 through April 16, 2004**

<b>Project Category</b>	<b>Total Hours For The Period</b>	<b>Total Hours From The Petition Date</b>	<b>Total Fees For The Period</b>	<b>Total Fees From The Petition Date</b>
Case Administration/General	3.0	1,426.70	\$1,073.50	\$297,323.50
Asset Transactions	121.20	979.20	\$28,644.00	\$224,855.50
Fee Proceedings	5.60	150.10	\$1,044.50	\$25,352.00
Financing/Relief from Stay	1.70	1,104.30	\$212.50	\$282,606.50
Litigation	.20	470.20	\$70.00	\$104,489.00
Plan/Disclosure Statement	40.80	2,135.00	\$11,919.50	\$595,212.25
Claims Administration	3.60	352.10	\$620.00	\$74,370.00
Other (Explain)				
(a) SEC Filings	0.00	1.8	\$0.00	\$543.00
(b) Non-Working Travel (only ½ time charged)	0.00	44.35	\$0.00	\$15,680.50
<b>Total</b>	<b>176.10</b>	<b>6,663.75</b>	<b>\$43,584.00</b>	<b>\$1,620,432.25</b>

## CUMULATIVE EXPENSE SUMMARY

OAKWOOD HOMES COPORATION, et al.

(Case no. 02-13396 (PJW))

April 1, 2004 through April 16, 2004

Expense Category	Total Expenses For the Period	Total Expenses From The Petition Date
Overnight Delivery: Federal Express	\$0.00	\$1,534.42
Computer Research – Lexis	\$1,267.12	\$11,223.51
Computer Charges – PACER	\$224.91	\$2,266.91
Computer Charges – Westlaw	\$0.00	\$288.31
In-house Duplicating (\$.15/page)	\$258.45	\$7,470.90
Off Premises Photocopies	\$0.00	\$334.96
Telephone – Long Distance	\$0.00	\$4,181.03
Telephone Conference Calls:		\$10,506.17
4/15/04	\$136.41	
4/15/04	\$859.19	
Telecopy (\$1.00/page out bound)	\$8.00	\$3,404.00
Postage	\$.97	\$245.65
Lodging	\$0.00	\$1,801.70
Working Business Breakfasts	\$0.00	\$122.91
Working Business Lunches	\$0.00	\$201.32
Working Business Dinners	\$0.00	\$2,662.78
Parking and Cab Fare	\$0.00	\$596.75
Airfare	\$0.00	\$11,022.30
Mileage	\$0.00	\$983.41
Creditors' Committee Meeting	\$0.00	\$1,428.10
CT Corporation: Certificates of Standing	\$0.00	\$213.00
CSC: Documents from Sec. of State for Delaware	\$0.00	\$72.00
City Sprint – Delivery Service	\$0.00	\$25.00
Other	\$0.00	\$361.07
Professional Services –	\$0.00	\$805.00
expenses –telephone	\$0.00	\$.11
<b>Total</b>	<b>\$2,755.05</b>	<b>\$61,751.31</b>

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**SEVENTEENTH INTERIM (FOR THE PERIOD APRIL 1, 2004 THROUGH APRIL 16, 2004) AND FINAL APPLICATION OF RAYBURN COOPER & DURHAM, P.A. 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**

Rayburn Cooper & Durham, P.A. ("RCD"), as 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 Procedure 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 "US Trustee Guidelines") for the interim period April 1, 2004 through April 16, 2004 (the "Interim Compensation Period") and the final period of November 15, 2002 through April 16, 2004 (the "Final Compensation Period"), for (a) allowance of reasonable compensation on an interim and final basis for professional services rendered by RCD 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, RCD represents as follows:

## **BACKGROUND**

1. On November 15, 2002 (the "Petition Date"), the Debtors filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

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 (the "Confirmation Order") confirming the Second Amended Joint Consolidation 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 June 28, 2004 at 4:00 p.m.

## **RETENTION OF RCD**

4. By order dated January 16, 2003 (D.I. 436), the Court authorized the Debtors to retain RCD as bankruptcy co-counsel for the Debtors, nunc pro tunc, as of November 15, 2002. RCD has acted as bankruptcy counsel for the Debtors since November 15, 2002. The Court also approved the engagement of Morris, Nichols, Arsht & Tunnell ("Morris, Nichols") as Debtors' counsel in connection with the bankruptcy cases.

5. As of April 16, 2004, RCD has effectively ceased its representation of the Debtors. Although RCD believes that most transition work has been accomplished, there may be discrete tasks or discussions regarding the prior conduct of these cases for which RCD may later seek compensation.

## **FEE PROCEDURES ORDER**

6. On December 18, 2002, the Court entered 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").

7. In the Fee Procedures Order, the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized the submission on negative notice of monthly interim fee applications by professionals employed under 11 U.S.C. §§ 327, 328 or 1103 (which includes professionals employed by the Debtors) and a procedure by which, in the absence of any objection to the interim fee application, the Debtors could pay 80% of the fees requested and 100% of the disbursements requested.

#### **RELIEF REQUESTED**

8. RCD requests that (a) RCD be allowed (i) interim compensation for actual and necessary professional services rendered by it as counsel for the Debtors during the Interim Compensation Period in the amount of \$43,584.00; and (ii) reimbursement for actual and necessary expenses incurred in the amount of \$2,755.05 for the Interim Application Period, and (b) final allowance of compensation for actual and necessary professional services incurred by it as counsel for the Debtors together with reimbursement for actual and necessary expenses incurred for the Final Compensation Period. RCD has filed sixteen prior applications setting forth in detail the professional services rendered on behalf of the Debtors, together with the expenses incurred on behalf of the Debtors, for the period November 15, 2002 through March 31, 2004.<sup>1</sup> 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 RCD Retention Order.

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<sup>1</sup> These applications and the order approving them are available upon reasonable request.



**A. Overview of Case and Services Rendered by RCD**

9. The business of the Debtors involved the design, manufacture and marketing of manufactured and modular homes, arranging for financing for a portion of their retail sales and, as agent, providing a variety of insurance products to customers. Throughout the Chapter 11 cases, RCD worked with the Debtors and the Debtors' other professionals to reorganize the Debtors' businesses by cutting costs and closing unprofitable segments, but also to exhaust market possibilities for the Debtors' businesses. When the initial marketing efforts yielded disappointing results, the Debtors, through RCD and their other professionals, sought and obtained Court approval of a disclosure statement for a reorganization plan that, among other things, offered unsecured creditors an exchange of debt for equity. On October 3, 2003 the Court approved the disclosure statement for such a reorganization plan for the Debtors, and the plan and disclosure statement were circulated for balloting.

10. Prior to the confirmation hearing for the plan, negotiations with Clayton Homes, Inc. resulted in a purchase offer which the Debtors, after consultation with and approval by their committee of unsecured creditors, decided to include as a "stalking horse" in a revised plan that contained a sale option in addition to the stand alone option in the earlier plan. An auction was conducted under a procedure approved by the Court, and Clayton Homes, Inc. emerged as the winning bidder. The Court then approved a supplemental disclosure statement for the revised plan containing both the sale and stand alone options, and ballots were again solicited. Meanwhile, the Debtors obtained Court approval for an amended and restated DIP financing facility and an exit financing facility designed to make possible the stand alone option in the event the sale was not consummated. The revised plan was confirmed by the Court on March 31, 2004.

11. On April 14, 2004 the sale of assets to Clayton Homes was completed and the sale proceeds and substantially all assets not sold to Clayton Homes were conveyed to a liquidation

trust for ultimate distribution to the various constituencies as described in the plan. Also, in accordance with the plan, after the closing of the asset sale and the conveyance of assets to the liquidation trust, Reorganized Sale OKWD (formerly known as Oakwood Homes Corporation) was left with a limited amount of cash to wind up its affairs and access to a disputed funds escrow account to deal with future claims.

12. Throughout the reorganization process, RCD has provided services to the Debtors, which have had the effect of maximizing the value of the estates for the benefit of creditors and other parties in interest. RCD's efforts have promoted the efficient administration of these cases, ensured compliance with the requirements of the Bankruptcy Code and contributed to the successful consummation of a reorganization plan for the Debtors.

**B. The Interim Application**

13. The Interim Compensation Period includes the period from April 1 through April 16, 2004. The following summary highlights the major areas in which services were rendered by RCD during the Interim Compensation Period.

**PLAN AND DISCLOSURE STATEMENT:** During the Interim Compensation Period, RCD and the Debtors' other professionals worked with the Debtors, and the Creditors' Committee and the purchaser's professionals in negotiating documents to be filed as part of the final Plan Supplement, including a Liquidation Trust Agreement, a Disputed Funds Escrow Agreement and a COBRA Escrow Agreement, all of which were necessary for consummation of the plan. RCD also participated in planning for the reorganization of the Debtors on a post-confirmation basis in the form of Reorganized Sale OKWD, Inc. once the asset sale was consummated.

**FINANCING:** RCD continued its efforts to secure cancellation of the liens on the Debtors' property by its former lenders, Wachovia Bank (formerly First Union National Bank) and Foothill Capital Corporation.

**ASSET TRANSACTIONS:** RCD attorneys assisted in preparing the final closing documents for the sale of the Debtors' assets and in negotiating an amendment to the purchase agreement. RCD also prepared deeds for transferring the real property associated with the Debtors' sales centers and manufacturing plants and RCD helped negotiate and document the transfer to the purchaser of real property held for resale by the Debtors.

**CASE ADMINISTRATION/GENERAL:** RCD reviewed the fee applications of other professionals, and reviewed the Debtors' 8K regarding plan confirmation. RCD also had

numerous telephone conferences and correspondence with representatives of the Debtors and other professionals and parties in interest regarding the status of the Debtors' plan and the closing of the sale.

**FEE/EMPLOYMENT APPLICATIONS:** RCD completed and filed its Sixteenth Interim Application for Fees and Expenses for the period from March 1 through March 31, 2004 and participated in the April Omnibus fee hearing, which included consideration and approval of RCD's Fourth and Fifth Quarterly Fee Applications.

**CLAIMS ADMINISTRATION:** During the Application Period, RCD and the Debtors' other professionals have consulted with the Debtors and their creditors regarding the status of claims identified by the Debtors, the settlement and resolution of claims, and objections to claims.

14. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to chapter 11 of the Bankruptcy Code. RCD believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters. 11 U.S.C. § 1103(a).

15. For the Interim Compensation Period, RCD has provided professional services to the Debtors and incurred fees for such services totaling \$43,584.00. For the same period, RCD has incurred actual, reasonable and necessary expenses in connection therewith totaling \$2,755.05. With respect to these amounts, as of the date of this Application, RCD has received no payments.

16. RCD maintains daily records of the time spent in the rendering of professional services during the period covered by this Application. A summary of the value of services provided to the Debtors by subject matter categories of the time expended by timekeepers billing time to these cases are contained in Exhibit A hereto. A short biography of each attorney rendering services during the Interim Compensation Period is included with Exhibit A and incorporated herein by reference.

17. RCD believes that its billing rates for the Interim Compensation Period for these cases, which reflect RCD's customary billing rates for the year 2004, should be deemed

“reasonable billing rates” for purposes of this Court’s determination of the “reasonableness” of the fees for services rendered.

18. Attached hereto as Exhibit B are printouts which show on a daily basis the professionals recording time for these matters, how much time was recorded by each professional and descriptions of the services provided.

19. RCD requests reimbursement for actual disbursements and expenses incurred during the Interim Compensation Period. RCD’s customary practice is to charge its clients for these disbursements and expenses. Exhibit C, attached hereto, contains a detailed breakdown of disbursements incurred by RCD over the Interim Compensation Period.

A. Photocopying and Facsimile. RCD has charged \$1.00 per page for outgoing facsimiles and nothing for incoming facsimiles. RCD has charged \$.15 per page for internal photocopying. If an outside copying service was used, then RCD has sought reimbursement only for the amount it was charged for such services.

B. Telephone. Long distance telephone calls and conference calls are billed at actual cost to RCD.

C. Computer Research Charges. Computer research charges are billed at actual cost from LEXIS, Westlaw or PACER with no charge for equipment used.

D. Working Meals. It is RCD’s practice to allow any attorney or paralegal working outside of normal business circumstances to charge a working meal to the appropriate client. Further, if RCD participates in a business meal with the client and other professionals and it pays for such meal, it charges the cost to the client.

E. Delivery Services. It is RCD’s practice to charge for postal, overnight delivery or courier services at actual cost to RCD.

F. Travel Expenses. On occasion, it was necessary for RCD attorneys to travel in connection with their representation of the Debtors. These disbursements were reasonable and necessary. RCD’s practice is to charge for lodging, airplane fares at coach prices, mileage as set forth in the Internal Revenue Service guidelines, parking and any other travel related cost at actual cost to RCD. None of the travel expenses of RCD’s attorneys included herein was for first class or business class or for luxury accommodations.

**C. The Holdback Fees**

20. RCD has been awarded and has been paid Holdback Fees for five prior Holdback Fee Applications that were submitted on a quarterly basis and that covered the period from the Retention Date through February 29, 2004. RCD has not yet been authorized to receive payment of the Holdback Fees for the period of March 1, 2004 through April 16, 2004.

**D. Final Application**

21. During the pendency of these cases, including the Interim Compensation Period, RCD professionals and paraprofessionals expended a total of 6,663.75 hours of service on behalf of the Debtors. RCD has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries at RCD 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, RCD has sought to coordinate with Morris, Nichols and other professionals involved in these cases, so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. We believe we have been successful in this regard.

22. As set forth in its engagement papers, RCD is holding in trust \$266,219.36 which amount includes accrued interest of \$3,958.23 pursuant to its engagement by the Debtors (the "Retainer").

23. No agreement or understanding exists between RCD and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

24. 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, Rayburn Cooper & Durham, P.A., respectfully requests

- (a) interim compensation of \$43,584.00 for reasonable, actual and necessary professional services rendered by it on behalf of the Debtors during the Interim Compensation Period to be paid out of the Retainer or by the Liquidation Trustee at the option of the Liquidation Trustee;
- (b) reimbursement to RCD of expenses incurred during the Interim Compensation Period in the amount of \$2,755.05, also to be paid out of the Retainer or by the Liquidation Trustee at the option of the Liquidation Trustee; and
- (c) entry of an order (i) granting final approval and allowance of all reasonable compensation for professional service rendered by RCD to the Debtors during the Final Compensation Period, (ii) finally approving and authorizing reimbursement to RCD of expenses incurred during the Final Compensation Period, and (iii) directing RCD to apply amounts then held in the Retainer to payment of the Hold Back Fees for the period from March 1, 2004 through April 16, 2004, and to pay the balance of the Retainer to the Liquidation Trustee.

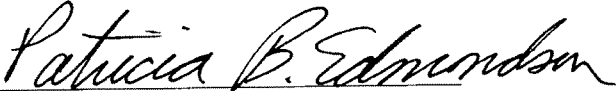
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Dated:

MORRIS, NICHOLS, ARSHT & TUNNELL  
Robert J. Dehney(#3578)  
Derek A. Abbott (#3376)  
Michael G. Busenkell (#3933)  
1201 N. Market Street  
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-and-

RAYBURN COOPER & DURHAM, P.A.

  
Albert F. Durham  
C. Richard Rayburn, Jr.  
Patricia B. Edmondson  
1200 Carillon, 227 West Trade Street  
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Telephone: (704) 334-0891

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

IN RE:	)	Chapter 11
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OAKWOOD HOMES CORPORATION,	)	Case Nos. 02-13396 (PJW)
<u>et al.</u> ,	)	
Debtors.	)	Jointly Administered
	)	
_____	)	

**ORDER GRANTING SEVENTEENTH INTERIM (FOR THE PERIOD  
APRIL 1, 2004 THROUGH APRIL 16, 2004) AND FINAL  
APPLICATION OF RAYBURN COOPER & DURHAM, P.A.  
AS ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION FOR  
ALLOWANCE OF INTERIM AND FINAL COMPENSATION AND FOR  
INTERM 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 Rayburn Cooper & Durham, P.A. (“RCD”), as counsel to the Debtors And Debtors In Possession be, and the same hereby is, GRANTED.

2. That there SHALL BE ALLOWED AND APPROVED to RCD by the Debtors final compensation in the amount of \$1,620,432.25 for actual, reasonable and necessary services rendered by it on behalf of the Debtors for the period November 15, 2002 through April 16, 2004 and \$61,751.31 for actual, reasonable and necessary expenses incurred by it in rendering such services during the same time period, which amounts are the full amounts requested by RCD for fees and expenses incurred by RCD on behalf of the Debtors during the pendency of these cases.

3. RCD is hereby authorized and directed to apply amounts currently held in trust by RCD for the Debtors to the amount of compensation previously allowed to RCD on



an interim basis but not paid pursuant to the Amended Administrative Order, Pursuant To Sections 105(A) And 331 Of The Bankruptcy Code, Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (D.I. 277) entered on December 18, 2002, and after making the payments specified above, to pay to the Liquidation Trustee the balance of funds held in trust by RCD.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2004

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The Honorable Peter J. Walsh  
UNITED STATES BANKRUPTCY JUDGE