

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
)	
)	Objections Due: July 13, 2004 at 4:00 p.m.
)	Hearing Date: October 8, 2004 at 1:30 p.m.

**FINAL FEE APPLICATION OF SULLINS,
JOHNSTON, ROHRBACH & MAGERS AS SPECIAL COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION FOR COMPENSATION AND FOR
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD OF
AUGUST 1, 2003 THROUGH AUGUST 31, 2003**

Name of Applicant:	Sullins, Johnston, Rohrbach & Magers
Authorized to Provide Professional Services to:	Debtors/Ordinary Course Professionals
Date of Retention:	August 1, 2003
Period for which compensation and reimbursement is sought:	August 1, 2003 - August 31, 2003
Total amount of compensation sought as actual, reasonable and necessary for applicable period:	\$104,320.00
Total amount of expense reimbursement sought as actual, reasonable and necessary for applicable period:	\$ 41,099.07
This is a _____ interim <input checked="" type="checkbox"/> final application.	

**CUMULATIVE SUMMARY OF ALL APPLICATIONS OF SULLINS,
JOHNSTON, ROHRBACH & MAGERS AS SPECIAL COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION FOR COMPENSATION AND FOR
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD OF
AUGUST 1, 2003 THROUGH AUGUST 31, 2003**

<u>Date Filed</u> <u>Docket #</u>	<u>Total Fees</u> <u>Requested</u>	<u>Total Expenses</u> <u>Requested</u>	<u>Cert. of No Objection</u> <u>Filing Date, Docket #</u>	<u>Period</u> <u>Covered</u>
04/27/04, #4013	\$104,320.00	\$ 41,099.07	05/21/04, #4079	August 1, 2003 - August 31, 2003
Total	\$104,320.00	\$ 41,099.07		

CUMULATIVE COMPENSATION SUMMARY BY WORK PERFORMED

Flat Fee/Agreed Fee Work

<u>Description</u>	<u>Number of</u> <u>Files</u>	<u>Amount Charged</u> <u>Per File</u>	<u>Total Amount</u> <u>Billed</u>
Uncontested Bankruptcies:	63	\$400.00	\$25,200.00
Contested Bankruptcies:	0	\$950.00	\$0.00
Sequestration/Writ of Possession	24	\$1,250.00	\$30,000.00
Foreclosures	22	\$1,500.00	\$33,000.00
Misc. Hourly Work	Various	N/A	<u>\$ 16,120.00¹</u>
Grand Total of Legal Fees			\$104,320.00

For the miscellaneous hourly work, detailed below are the charges by attorney/paralegal:

¹See chart below for itemization by attorney/paralegal.
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<u>Name of Billing Prof. Person</u>	<u>Position of Applicant, Year of License, Area of Expertise</u>	<u>Hourly Billing Rate (Including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
M. Gary Orlando	Partner/1989/General	\$200	7.25	\$1,450.00
Monica S. Peckham	Partner/1995/Bankruptcy	\$200	28.50	\$5,700.00
Kurt W. Carpenter	Associate/2000/General	\$135	56.435	\$7,618.75
Kristen Adlam	Paralegal	\$65	20.788	\$1,351.25
Total for Miscellaneous Hourly Work			112.973	\$16,120.00
Grand Total	\$16,120.00			
Blended Rate	\$142.69			


CUMULATIVE EXPENSE SUMMARY

<u>Expense Category</u>	<u>Total Expenses For the Period</u>	<u>Date</u>	<u>Total Expenses From Retention</u>
Postage	\$2,140.29		
Facsimile	\$1,678.60		
Photocopies	\$5.80		
Federal Express	37.16		
Courier Service (Baggage Plus)	\$1,336.64		
Court Costs	\$26,195.64		
Title Searches/Foreclosure Fees	\$3,985.84		
Travel Expenses (air, car, parking at airport)	\$5,538.27		
Parking at Courthouse and Mileage	\$180.83		
Grand Total Expenses	\$41,099.07		

Dated: June 23, 2004
Houston, Texas

MAGERS

SULLINS, JOHNSTON, ROHRBACH &


WILLIAM J. ROHRBACH, JR.
TEXAS BAR # 17207300

Special Counsel to Debtors and
Debtors-in-Possession

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FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
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**FINAL APPLICATION OF SULLINS, JOHNSTON, ROHRBACH
& MAGERS, SPECIAL COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION,
FOR ALLOWANCE OF ALL COMPENSATION AND FOR ALL
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD OF AUGUST 1, 2003 THROUGH AUGUST 31, 2003**

Sullins, Johnston, Rohrbach & Magers (“SJRM”), special 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 (a) allowance of reasonable compensation for professional services rendered by SJRM to the Debtors and (b) reimbursement of actual and necessary charges and disbursements incurred by SJRM during the period of August 1, 2003 through and including

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. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. 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.

SJRM'S RETENTION

3. Prior to the Petition Date, various lawyers with the firm of Sullins, Johnston, Rohrbach & Magers served as counsel to one or more of the Debtors, particularly the handling of motions for relief from the automatic stay, objections to confirmation, responses to objections to secured claims, valuation hearings and other consumer bankruptcy matters regarding the interests of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy court for the state of Texas. Further, lawyers with the firm of Sullins, Johnston, Rohrbach & Magers pursued customers of Oakwood Acceptance Corporation, LLC in the state courts of Texas in sequestration, replevin and writs of possession actions seeking to repossess manufactured homes and real property foreclosures on a high volume basis, as well as defended certain Oakwood entities in litigated matters in the state of Texas.

4. On December 18, 2002, the Court signed its Final Order granting Debtor's motion for emergency interim and final authority to retain and employ professionals used in the ordinary course of business, including Sullins, Johnston, Rohrbach & Magers. The Statement of

Professionals' Compensation of Sullins, Johnston, Rohrbach & Magers pursuant Rule 2014 of the Federal Rules of Bankruptcy Procedure was filed on December 11, 2002.

5. By order dated December 15, 2003, (D.I. 2671), this Court approved the Debtors' retention of Sullins, Johnston, Rohrbach & Magers pursuant to Section 327(e) of the Bankruptcy Code as counsel to the Debtors, nunc pro tunc to August 1, 2003.

FEE PROCEDURES ORDER

6. 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").

PREVIOUS FEE APPLICATIONS

7. On April 27, 2004, SJRM filed its First Interim Application for Compensation and Reimbursement of Costs Incurred for the Period of August 1, 2003 through August 31, 2003. The fees requested totaled \$104,320.00 and the costs requested totaled \$41,099.07. A certificate of no objection was filed on May 21, 2004 (D.I. 4079).

COMPENSATION PREVIOUSLY PAID

8. During the Case Period, SJRM has received the following payments for services rendered and expenses incurred:

<u>Fee Application</u>	<u>Fees Incurred</u>	<u>Expenses Incurred</u>	<u>Total Incurred</u>	<u>Fees & Expenses Paid</u>	<u>Unpaid Amounts</u>
First	\$104,320.00	\$41,099.07	\$145,419.07	\$2,734.83	\$142,684.24

**SUMMARY OF SERVICES RENDERED BY SJRM
DURING THE CASE PERIOD**

9. The following summary highlights the major areas in which services were rendered during the Case Period. The full breadth of SJRM's services for the Case Period is reflected in the attached time records.

During the Case Period, SJRM provided representation to one or more of the Debtors in connection with at least 100 accounts and related contracts. In connection with the Debtors' ongoing pursuit to maximize its recovery relative to all accounts subject to securitization, SJRM was retained during the Case Period to service collection efforts in both state and federal forums throughout the state of Texas. Specifically, SJRM was engaged to file and prosecute motions for relief from the automatic stay, objections to confirmation, motions for valuation, responses to objections to secured claims, attend and participate in valuation hearings and other consumer bankruptcy matters regarding the interest of Oakwood Acceptance Corporation, LLC on a high volume basis in the bankruptcy courts of the state of Texas. Further, SJRM was engaged by one or more of the Debtors to pursue customers of Oakwood Acceptance Corporation, LLC in the state courts of Texas in sequestration, replevin and writs of possession actions seeking to repossess manufactured homes and real property foreclosures on a high volume basis, as well as defending certain Oakwood entities in litigated matters in the state of Texas. Details concerning the representation by SJRM is set forth in the time records of SJRM attached.

10. As noted above, during the Case Period, SJRM provided services to facilitate the Debtors' discharge of their administrative duties as debtors in possession and to maximize the value of the estates for the benefit of creditors, stakeholders and other parties in interest. In addition to the services provided above, SJRM responded to numerous inquires of both state and/or federal courts regarding the status of the Debtors' cases, as well as the propriety of the entry orders potentially impacting the Debtor during the pendency of these proceedings.

11. All of these services have ensured the efficient administration of these cases and compliance with the requirements of the Bankruptcy Code.

RELIEF REQUESTED

12. SJRM respectfully requests: (a) that SJRM be allowed (i) compensation in the amount of \$104,320.00 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Case Period and (ii) reimbursement of \$41,099.07 for reasonable, actual and necessary expenses, including in some instances, court costs incurred during the Case Period. 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 and the Fee Procedures Order.

13. During the Case Period, SJRM has provided professional services to the Debtors and incurred fees for such services totaling \$104,320.00. For the same period, SJRM has incurred actual, reasonable and necessary expenses in connection therewith totaling \$41,099.07. With respect to these amounts, as of the date of this application, SJRM has received only \$2,734.83 in payments for sums due under the Case Period.

14. SJRM maintains billing records of the time spent rendering professional services during the Case Period. Attached hereto as Exhibit "A" is a summary of the work performed by SJRM.

15. SJRM, unlike other law firms, provides certain services on a flat fee and/or agreed fee basis. These flat fees/agreed fees are as follows:

- | | | |
|-----|---|-----------------------------|
| (a) | <u>Uncontested Relief from the Automatic Stay Motions:</u> | \$400.00 plus expenses |
| (b) | <u>Contested Relief from the Automatic Stay Motions:</u> | \$950.00 plus expenses |
| (c) | <u>Uncontested Sequestration, Replevin, and Writs of Possession Matters:</u> | \$1,250.00
plus expenses |
| (d) | <u>Uncontested Foreclosure Matters:</u> | \$1,500.00
plus expenses |

All files are billed on a flat fee/agreed fee basis when the work is completed. All other matters handled by SJRM are billed hourly.

16. Exhibit B contains a complete summary of disbursements incurred by SJRM during the period to which this Application relates. The disbursements for which SJRM seeks reimbursement include the following:

Duplicating. SJRM charges \$.10 per page for internal copying. When copying has been performed by an outside copying service, SJRM seeks reimbursement for the amount SJRM was charged.

Telecommunications. Outgoing facsimiles are billed at \$.50 per page.

Computer Research Charges. SJRM's practice is to bill clients for Westlaw and PACER research at the actual cost.

Delivery Services. SJRM's practice is to charge postal, overnight delivery and courier services at actual cost.

Travel Costs. SJRM's practice is to charge airfare, rental car charges, fuel costs for rental car, toll roads and parking at airports at actual cost.

17. SJRM has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries of SJRM so that work has been performed by those most familiar with the particular task and, where attorney or paralegal involvement was required, by the lowest hourly rate professionally appropriate for a particular matter. Moreover, SJRM 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 Debtors. SJRM believes it has been successful in this regard.

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

information, knowledge and belief that this application complies with Local Rule 2016-2.

WHEREFORE, SJRM respectfully requests: (a) that SJRM be allowed (i) compensation in the amount of \$104,320.00 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Case Period and (ii) reimbursement of \$41,099.07 for reasonable, actual and necessary expenses incurred during the Case Period; and (b) that the Debtors be authorized and directed to pay Sullins, Johnston, Rohrbach & Magers the amount of \$145,419.07 which is equal to the sum of 100% of SJRM's allowed compensation and 100% of SJRM's allowed expense reimbursement for the Case Period.

Dated: June 25, 2004
Houston, Texas

MAGERS

SULLINS, JOHNSTON, ROHRBACH &


WILLIAM J. ROHRBACH, JR.
TEXAS BAR # 17207800

Special Counsel to Debtors and Debtors in
Possession