

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

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In re: : Chapter 11  
: Case No. 02-13396 (PJW)  
OAKWOOD HOMES CORPORATION, et al., : (Jointly Administered)  
:   
Debtors. : **Objection Due: July 1, 2004 @ 4:00 p.m.**  
: **Hearing Date: October 8, 2004 @ 1:30 p.m.**  
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**TWELFTH AND FINAL APPLICATION OF THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR APPROVAL OF REIMBURSEMENT OF COMMITTEE  
MEMBER REASONABLE, ACTUAL AND NECESSARY EXPENSES**

**TO: THE HONORABLE PETER J. WALSH,  
UNITED STATES BANKRUPTCY JUDGE:**

The application (the “Final Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Oakwood Homes Corporation and its affiliated debtors and debtors-in-possession (the “Debtors”), by its attorneys, King & Spalding LLP (“K&S”) and McCarter & English, LLP (“McCarter”), seeking approval of reimbursement of reasonable, actual and necessary expenses incurred by member of the Committee, Joseph Mullin of WL Ross & Co. LLC (“WL Ross”) and final approval of all reimbursements, totaling \$44,310.65, requested by the members of the Committee in connection with these Chapter 11 cases. In support of this Final Application, the Committee respectfully represents as follows:

**Background**

1. On November 15, 2002 (the “Petition Date”), the Debtors commenced their respective cases by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors-in-possession. No trustee or examiner has been appointed in these cases.

2. On December 2, 2002, pursuant to Section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. The Committee is comprised of: JP Morgan Chase Bank; U.S. Bank National Association; Absolute Recovery Hedge Funds, Ltd., c/o WL Ross & Co. LLC; AEGON USA Investment Management, LLC; Patrick Industries, Inc.; Carriage Industries, Inc.; and LaSalle Bristol LP.

3. On January 8, 2003, the Committee selected Akin Gump to serve as co-counsel to the Committee pursuant to Section 1103(a) of the Bankruptcy Code. K&S was retained as co-counsel to the Committee, replacing Akin Gump, nunc pro tunc to June 19, 2003 pursuant to an order of this Court dated August 25, 2003 (Docket Number 1846).

4. On March 31, 2004, this Court entered its order (the “Confirmation Order”) confirming the Debtors’ Second Amended Joint Consolidated Plan of Reorganization (the “Plan”) which went effective for all Debtors on April 15, 2004 and April 22, 2004. Pursuant to the Plan and Confirmation Order, the Committee has been dissolved but for matters concerning final fee applications.

#### **Jurisdiction**

5. This Court has jurisdiction over the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief sought herein are 11 U.S.C. § 330(a) and Federal Rules of Bankruptcy Procedure 2002(a) and 2016(a).

#### **Relief Requested**

6. This Final Application seeks approval of the reimbursement of reasonable, actual and necessary expenses incurred by Joseph Mullin of WL Ross (the “Applicant”), in the aggregate amount of \$209.74. This Final Application is submitted in accordance with Sections

105 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and the administrative order entered by this Court on December 18, 2002 establishing procedures for the submission of interim applications by professionals in these cases for compensation and reimbursement of expenses (the “Administrative Fee Order”) (Docket Number 277).

7. The Applicant has submitted a request for the out-of-pocket expenses incurred in connection with, inter alia, attending meetings with the Debtors and the confirmation hearing. Documentation of the out-of-pocket expenses is annexed hereto as Exhibit A.

8. The expenses that are the subject of this Final Application were the reasonable, actual and necessary expenses incurred by the Applicant in the discharge of its duties as a Committee member.

9. No prior application has been made for the approval of reimbursement of reasonable, actual and necessary expenses of the Committee as sought in this Final Application.

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**WHEREFORE**, the Committee requests an order approving the reimbursement of the Applicant in the aggregate amount of \$209.74, as set forth in Exhibit A, granting final approval of all reimbursements, totaling \$44,310.65, requested by members of the Committee in connection with these Chapter 11 cases and granting such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware  
June 11, 2004

**McCARTER & ENGLISH, LLP**

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