

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

IN RE:)
)
) Chapter 11
) Case No. 02-13396 (PJW)
OAKWOOD HOMES CORPORATION,)
) Jointly Administered
et al.,)
)
Debtors.) **Objections Due: June 30, 2004**
) **Hearing Date: October 8, 2004**

**SIXTEENTH INTERIM AND FINAL APPLICATION OF HUNTON &
WILLIAMS LLP, AS SPECIAL SECURITIZATION COUNSEL FOR
DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED**

Name of Applicant:	HUNTON & WILLIAMS LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which interim compensation and reimbursement is sought:	March 1, 2004 through April 13, 2004
Amount of interim compensation requested:	\$103,026.50
Amount of interim reimbursement requested:	\$5,857.57
Period for which final compensation and reimbursement is sought:	November 15, 2002 through April 13, 2004
Amount of final compensation requested:	\$887,043.00
Amount of final reimbursement requested:	\$58,529.18
This is an ___ interim	<u> X </u> final application

The total time expended for fee application preparation is approximately 10 hours and the corresponding compensation requested is approximately \$1,000.00.

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
2/10/2003	November 15, 2002 through December 31, 2003	Fees: \$168,201.00 Expenses: \$938.89	Approved
2/28/2003	January 1, 2003 through January 31, 2003	Fees: \$123,520.00 Expenses: \$8,203.00	Approved
4/14/2003	February 1, 2003 through February 28, 2003	Fees: \$52,694.00 Expenses: \$1,805.83	Approved
4/14/2003	November 15, 2002 through February 28, 2003	Fees: \$344,415.00 Expenses: \$10,946.94	Approved
5/27/2003	March 1, 2003 through March 31, 2003	Fees: \$40,484.50 Expenses: \$1,613.03	Approved
6/4/2003	April 1, 2003 through April 30, 2003	Fees: \$14,582.00 Expenses: \$690.88	Approved
7/17/2003	May 1, 2003 through May 31, 2003	Fees: \$9,823.00 Expenses: \$1,682.49	Approved
7/28/2003	March 1, 2003 through May 31, 2003	Fees: \$ 64,889.50 Expenses: \$3,540.90	Approved

9/3/2003	June 1, 2003 through June 31, 2003	Fees: \$16,622.50 Expenses: \$3,329.87	Approved
9/5/2003	July 1, 2003 through July 31, 2003	Fees: \$34,874.00 Expenses: \$508.84	Approved
10/10/2003	August 1, 2003 through August 31, 2003	Fees: \$51,007.00 Expenses: \$9,477.56	Approved
10/27/2003	September 1, 2003 through September 30, 2003	Fees: \$20,917.00 Expenses: \$91.76	Approved
11/20/2003	June 1, 2003 through August 31, 2003	Fees: \$102,503.50 Expenses: \$13,316.27	Approved
12/3/2003	October 1, 2003 through October 31, 2003	Fees: \$ 38,734.50 Expenses: \$3,999.27	Approved
1/15/2004	November 1, 2003 through November 30, 2003	Fees: \$34,438.50 Expenses: \$1,167.29	Approved
1/20/2004	September 1, 2003 through November 30, 2003	Fees: \$94,090.00 Expenses: \$5,708.32	Approved
2/9/2004	December 1, 2003 through December 31, 2003	Fees: \$55,501.00 Expenses: \$2,868.43	Approved
2/25/2004	January 1, 2004 through January 31, 2004	Fees: \$66,786.00 Expenses: \$4,349.12	Approved
3/31/2004	February 1, 2004 through February 29, 2004	Fees: \$55,831.50 Expenses: \$ 11,945.35	Approved
TOTAL	(Including the interim amounts requested herein)	Final Fees: \$887,043.00 Final Expenses: \$58,529.18	

**COMPENSATION BY PROFESSIONAL
FOR CURRENT COMPENSATION PERIOD
OAKWOOD HOMES CORPORATION, ET AL.
(Case No. 02-13396 (PJW))**

March 1, 2004 through April 13, 2004

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice, Area of Expertise	Rate through 3/31/04/ Rate Effective 4/1/04	Total Billed Hours	Total Compensation
Molenkamp, Jack A.	Partner, 16 years, 1979, Global Capital Markets and Mergers & Acquisitions	\$510.00/	3.4	\$1,734.00
		\$535.00	6.70	\$3,584.50
Partee, Peter S.	Partner, 4 years, 1992, Litigation, Intellectual Property & Antitrust	\$425.00/	97.50	\$41,437.50
		\$450.00	12.00	\$5,400.00
Christopher C. Campbell	Partner, 1997, Litigation Intellectual Property & Antitrust	\$495.00	5.00	\$2,475.00
William M. Richardson	Partner, 1980, Tax & ERISA	\$445.00	0.90	\$445.00
Hiner, Thomas Y.	Partner, 1989, Global Capital Markets and Mergers & Acquisitions	\$350.00	2.50	\$1,075.00
Howell, George	Partner, 13 years, 1981, Tax & Erisa	\$495.00	2.70	\$1,336.00
Evans, H. Malloy	Associate, 1 year, 2001, Global Capital Markets and Mergers & Acquisitions	\$225.00	12.50	\$2,812.50
McIndoe, David T.	Associate, 5 years, 1998, Global Capital Markets and Mergers & Acquisitions	\$290.00/	5.80	\$1,682.00
		\$335.00	19.60	\$6,566.00
Wilson, Michael G.	Associate, 2 years, 2001, Litigation, Intellectual Property & Antitrust	\$255.00/	31.20	\$7,956.00
		\$285.00		
Bascomb, Rudene M.	Associate, 4 years, 1999, Global Capital Markets and Mergers & Acquisitions	\$250.00	0.20	\$50.00
Silverman, Jesse N.	Associate, 3 years, 2001 Litigation, Intellectual Property & Antitrust	\$245.00	44.60	\$10,927.00
Hardwicke, Patricia A.	Paralegal, 6 years, Litigation, Intellectual Property & Antitrust	\$90.00/	7.70	\$693.00
		\$100.00		
Limoges, Julie M.	Paralegal, Litigation, Intellectual Property & Antitrust	\$70.00/	1.10	\$77.00
		\$80.00	2.50	\$200.00

Reynolds, Lea Ann	Automation Specialist, Litigation Support	\$125.00	0.50	\$62.50
Mackey, Angela B.	Foreign Filing Assistant, Litigation, Intellectual Property & Antitrust	\$145.00/	1.00	\$145.00
		\$165.00	1.00	\$165.00
Perkins, Colette J.	Litigation Support Staff, Litigation, Intellectual Property & Antitrust	\$125.00	2.00	\$250.00
Total			328.30	\$103,026.50
GRAND TOTAL:	\$103,026.50			
BLENDED RATE:	\$313.81			

COMPENSATION BY PROJECT CATEGORY

OAKWOOD HOMES CORPORATION, ET AL.
(Case No. 02-13396 (PJW))

March 1, 2004 through April 13, 2004

Project Category	Total Hours	Total Fees
Case Administration	1.70	215.00
Asset Disposition	48.70	18,117.50
Fee/Employment Applications	21.30	2,761.50
Assumption /Rejection of Leases and Contracts	22.50	8,627.50
Other Contested Matters	45.20	11,134.00
Non-working Travel	10.00	4,250.00
Business Operations	2.00	310.00
Financing/Cash Collections	109.10	30,107.50
Tax Issues	3.90	1,758.00
Claims Administration and Objections	36.10	14,525.50
Plan and Disclosure Statement	37.80	15,470.00
TOTAL	328.30	\$103,026.50

EXPENSE SUMMARY

OAKWOOD HOMES CORPORATION, ET AL.
(Case No. 02-13396 (PJW))

March 1, 2004 through April 13, 2004

Expense Category	Service Provider (if applicable)	Total Expenses
Duplicating (\$.10/page)		177.80
Telephone		104.65
Research		244.36
Postage		24.31
Delivery Services/messengers		48.55
Local Travel		8.00
Out-of-Town Travel		2,172.90
Miscellaneous Fees		1,350.30
Local Counsel		496.92
Litigation Support Vendors		25.00
Deposition Transcripts		1,005.03
Meals		199.75
Grand Total Expenses		\$5,857.57

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DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED**

Hunton & Williams LLP (“Hunton & Williams”), special securitization counsel for Oakwood Homes Corporation and its affiliates, debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned cases, submits this interim and final application (the “Application”) for (a) allowance of reasonable compensation for professional services rendered by Hunton & Williams to the Debtors and (b) reimbursement of actual and necessary charges and disbursements incurred by Hunton & Williams during the period March 1, 2004 through April 13, 2004, (“Current Compensation Period”) in the rendition of required professional services on behalf of the Debtors. In addition, Hunton & Williams seeks final approval of all compensation for professional services rendered and reimbursement for expenses incurred previously approved by the Court on an interim basis in these cases. In support of this Application, Hunton & Williams respectfully represents as follows:

I. BACKGROUND

1. On November 15, 2002 (the “Petition Date”), the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their respective properties and are

operating and managing their businesses 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. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409. No trustee or examiner has been appointed in these cases.

3. This Application is made pursuant to (a) 11 U.S.C. §§ 330 and 331, (b) Rule 2016 of the Federal Rules Of Bankruptcy Procedure, (c) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware, (d) 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, (e) this Court's Administrative Order, Pursuant to Sections 331 and 105(a) of The Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, entered on or about December 18, 2002 (D.I. 277), and (f) the confirmed Second Amended Joint Consolidated Plan of Reorganization of Oakwood Homes Corporation and Its Affiliated Debtors and Debtors in Possession, dated February 6, 2004 (the "Plan").

4. For more than 13 years prior to the Petition Date, the Debtors engaged Hunton & Williams as counsel in connection with essentially all of their extensive pre-petition securitization activities. In addition, Hunton & Williams represented the Debtors in connection with various corporate, intellectual property, taxation, and bankruptcy and non-bankruptcy litigation matters before the filing of these cases.

5. By application (D.I. 108) filed on or about December 3, 2002, the Debtors requested authority to retain Hunton & Williams as special securitization counsel in connection with their bankruptcy cases, pursuant to section 327(e) of the Bankruptcy Code. In addition, the

Debtors filed applications to employ and retain Morris, Nichols, Arsht & Tunnell, and Rayburn, Cooper & Durham, P.A. as general bankruptcy counsel.

6. By Order, dated January 16, 2003 (D.I. 438), this Court approved the Debtors' retention of Hunton & Williams pursuant to Bankruptcy Code section 327(e) *nunc pro tunc* to the Petition Date.

7. During the Current Compensation Period, Hunton & Williams provided advice and counsel to the Debtors in all aspects of these Chapter 11 cases that related to the Debtors' securitization transactions. In addition, Hunton & Williams counseled the Debtors in general corporate, intellectual property, litigation, tax and other matters. A detailed description of the services rendered is contained on the time entries annexed hereto as Exhibit A. All of the services have ensured the efficient administration of these cases and compliance with the requirements of the Bankruptcy Code.

II. RELIEF REQUESTED

8. Hunton & Williams respectfully requests: (a) that Hunton & Williams be allowed (i) interim compensation in the amount of \$103,026.50 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Current Compensation Period and certain prior periods and (ii) reimbursement of \$5,857.57 for reasonable, actual and necessary expenses incurred during the Current Compensation Period; and (b) that Hunton & Williams be allowed (i) final compensation \$887,043.00 for reasonable, actual and necessary services rendered on behalf of the Debtors and (ii) reimbursement of \$58,529.18 for reasonable, actual and necessary expenses incurred during the pendency of these Chapter 11 cases. 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, the Plan, and the Hunton & Williams Retention Order.

9. 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. Hunton & Williams believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters.

10. For the Current Compensation Period covered by this Application, Hunton & Williams has provided professional services to the Debtors and incurred fees for such services totaling \$103,026.50. For the same period, Hunton & Williams has incurred actual, reasonable and necessary expenses in connection therewith totaling \$5,857.57. With respect to these amounts, as of the date of this application, Hunton & Williams has received no payments.

11. Hunton & Williams maintains daily records of the time spent in the rendering of professional services during the period covered by the Application. Attached hereto as Exhibit A are logs, sorted by date, that show how much time was recorded by each Hunton & Williams' professional and descriptions of the services provided.

12. Similarly, Exhibit B hereto contains a breakdown of disbursements incurred by Hunton & Williams during the period to which this Application relates. The disbursements for which Hunton & Williams seeks reimbursement include the following:

- Duplicating. Hunton & Williams charges \$0.10 per page for internal copying. When copying has been performed by an outside copying service, Hunton & Williams seeks reimbursement for the amount Hunton & Williams was charged.
- Telecommunications. Long distance calls are billed at actual cost. Outgoing domestic facsimile transmittals are billed at \$1.00 per page. There is no charge for incoming facsimiles.
- Working Meals. Hunton & Williams' practice is to allow any attorney, paraprofessional or legal assistant working outside of normal business hours to charge a working meal to the appropriate client.
- Delivery Services. Hunton & Williams' practice is to charge postal, overnight delivery and courier services at actual cost.

13.

14. Hunton & Williams has endeavored to represent the Debtors in the most expeditious and economical manner possible. Throughout the pendency of these cases, tasks have been assigned to attorneys and paralegals, and secretaries at Hunton & Williams 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, Hunton & Williams has sought to coordinate with the other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Hunton & Williams believes it has been successful in this regard.

15. Hunton & Williams is holding \$65,945.16 as an advance against services and disbursements from the Debtors.

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

17. 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, Hunton & Williams respectfully requests entry of an order: (a) allowing to Hunton & Williams (i) interim compensation in the amount of \$103,026.50 for reasonable, actual and necessary services rendered by it on behalf of the Debtors during the Current Compensation Period and certain prior periods and (ii) reimbursement of \$5,857.57 for reasonable, actual and necessary expenses incurred during the Current Compensation Period; (b) allowing to Hunton & Williams (i) final compensation \$887,043.00 for reasonable, actual and necessary services rendered on behalf of the Debtors during the pendency of these Chapter 11 cases, and (ii) reimbursement of \$58,529.18 for reasonable, actual and necessary expenses incurred; and (c) granting Hunton & Williams LLP such other and further relief as that Court deems just and proper.

Dated: June 10, 2004
Richmond, Virginia

HUNTON & WILLIAMS LLP

/s/ Michael G. Wilson
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Special Bankruptcy Securitization Counsel to Oakwood
Homes Corporation, *et al.*,
Debtors and Debtors-in-Possession