

**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 19, 2004 |
| |) | Hearing Date: October 8, 2004 at 1:30 p.m. |

FIFTEENTH INTERIM (FOR THE PERIOD MARCH 1, 2004 THROUGH APRIL 15, 2004) AND FINAL APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AS ACCOUNTANTS 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: | PRICEWATERHOUSECOOPERS 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 15, 2004 |
| Period for which Final Compensation and reimbursement is sought: | November 15, 2002 through April 15, 2004 |
| Amount of interim compensation sought as actual, reasonable and necessary: | \$76,325.50 |
| Amount of interim reimbursement sought as actual, reasonable and necessary: | \$203.93 |
| Amount of final compensation sought as actual, reasonable and necessary: | \$2,008,599.60 |
| Amount of final reimbursement sought as actual, reasonable and necessary: | \$81,666.75 |
| This is a(n) <u> </u> interim | <u> x </u> final application. |

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 |
|------------|--------------------------|---|----------------------------|----------------------------|
| 05/09/2003 | 11/16/2002 01/31/2003 | – | \$279,396.00 / \$12,039.78 | \$279,396 / \$12,039.78 |
| 05/09/2003 | 02/02/2003 02/28/2003 | – | \$189,829.50 / \$7,671.08 | \$189,829.50 / \$7,671.08 |
| 05/09/2003 | 03/01/2003 03/31/2003 | – | \$124,030.00 / \$3,975.00 | \$124,030.00 / \$3,975.00 |
| 09/11/2003 | 04/01/2003 04/30/2003 | – | \$69,855.90 / \$6,086.00 | \$69,855.90 / \$6,086.00 |
| 09/11/2003 | 05/01/2003 05/31/2003 | – | \$67,420.70 / \$4,962.83 | \$67,420.70 / \$4,962.83 |
| 10/28/2003 | 06/01/2003 06/30/2003 | – | \$139,680.50 / \$8,838.90 | \$139,680.50 / \$8,838.90 |
| 11/20/2003 | 07/01/2003 07/31/2003 | – | \$130,832.50 / \$3,867.76 | \$130,832.50 / \$3,867.76 |
| 11/20/2003 | 08/01/2003 08/31/2003 | – | \$291,941.10 / \$16,200.64 | \$291,941.10 / \$16,200.64 |
| 11/24/2003 | 09/01/2003 09/30/2003 | – | \$203,517.80 / \$6,360.75 | \$203,517.80 / \$6,360.75 |
| 05/17/2004 | 10/01/2003 10/31/2003 | – | \$219,335.40 / \$6,551.30 | \$0 / \$0 |
| 05/17/2004 | 11/01/2003 11/30/2003 | – | \$43,582.00 / \$770.08 | \$0 / \$0 |
| 05/17/2004 | 12/01/2003 12/31/2003 | – | \$23,802.30 / \$670.40 | \$0 / \$0 |
| 05/17/2004 | 01/01/2004 01/31/2004 | – | \$98,729.90 / \$2,380.01 | \$0 / \$0 |
| 05/17/2004 | 02/01/2004 02/29/2004 | – | \$50,320.50 / \$1,088.29 | \$0 / \$0 |
| 06/28/2004 | 03/01/2004 04/15/2004 | – | \$76,325.50 / \$203.93 | \$0 / \$0 |

OAKWOOD HOMES CORPORATION, et al.
(Case No. 02-13396 (PJW))

March 1, 2004 through April 15, 2004

| Name of Professional Person | Position of the Applicant, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Mitch Aeder | Partner/Income Taxation | \$685 | 39.6 | \$27,126.00 |
| Hardeo Bissondial | Partner/Income Taxation | 685 | 4.0 | 2,740.00 |
| Andrew Papadakis | Manager/Income Taxation | 525 | 32.6 | 17,115.00 |
| Charles Melman | Partner/Accounting and Auditing | 409 | 1.0 | 409.00 |
| Scott Rock | Manager/Income Taxation | 525 | 10.0 | 5,250.00 |
| Brad Lefler | Manager/National Risk and Quality | 593 | 0.5 | 269.50 |
| Charles Bolliger | Manager/Accounting and Auditing | 268 | 54.5 | 14,606.00 |
| Joseph Tumbare | Senior Associate/Accounting and Auditing | 169 | 36.0 | 6,084.00 |
| Darin Siders | Associate/Income Taxation | 235 | 5.1 | 1,198.50 |
| Sunjay Sood | Associate/Income Taxation | 235 | 6.5 | 1,527.50 |
| Total | | | 189.8 | \$76,325.50 |
| BLENDED RATE: | | \$402.14 | | |

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

| Project Category | Total Hours For The Interim Period | Total Hours For the Final Period | Total Fees For The Interim Period | Total Fees For the Final Period |
|---|---|---|--|--|
| Audit as of and for the year ended September 30, 2002 | | 759.3 | | \$188,114.70 |
| Review as of and for the quarter ended December 31, 2002 | | 428.5 | | 107,652.00 |
| Agreed upon procedures related to Securitization 2002-D | | 128.0 | | 21,425.50 |
| Oakwood Homes Corporation and Tarheel Insurance Company, Ltd. Income tax return assistance | | 88.7 | | 36,051.00 |
| Technical research and modeling to optimize the tax implications of emergence from bankruptcy and account analysis and interest recovery services related to the federal corporate income tax account for the 1995 through 2000 tax periods. Consideration of transfer tax implications of asset sale to Clayton. Consideration of tax implication of proposed settlement agreement with respect to Series A of the Resecuritization Trust. Research and discussion of tax issues with creditor committee advisors. Assistance with tax issues relating to confirmation and implementation of the Plan of Reorganization. | | 1,442.8 | | 694,947.00 |
| Audit as of and for the period ended June 30, 2003 | | 3,081.9 | | 583,826.20 |
| Review as of and for the quarter ended March 31, 2003 | | 247.6 | | 57,394.50 |
| ERISA audit as of and for the year ended December 31, 2002 | | 113.9 | | 14,060.90 |
| Compliance audit as of and for the period ended June 30, 2003 | | 72.9 | | 17,690.70 |
| Review as of and for the period ended September 30, 2003 | | 640.9 | | 144,173.70 |

| | | | | |
|---|--------------|-----------------|---------------------|-----------------------|
| ERISA audit as of and for the period ended September 28, 2002 | | 4.0 | | 1,156.00 |
| Review as of and for the quarter ended December 31, 2003 | | 291.9 | | 65,781.90 |
| Advise on structure of liquidating trust and review of trust organization documents, Advise on structure of disputed ownership fund and review of trust organization documents, Consideration of transfer tax implications of asset sale to Clayton, Consideration of tax implication of proposed settlement agreement with respect to Series A of the Resecuritization Trust, Research and discussion of tax issues with creditor committee advisors, Assistance with tax issues relating to confirmation and implementation of the Plan of Reorganization and Review of final plan documents. | 97.8 | 97.8 | \$54,957.00 | \$54,957.00 |
| Review as of and for the quarter ended March 31, 2004 | 92.0 | 92.0 | 21,368.50 | 21,368.50 |
| Total | 189.8 | 7,490.20 | \$ 76,325.50 | \$ 2,008,59.60 |

CUMULATIVE EXPENSE SUMMARY

| Expense Category | Total Expenses For the Interim Period | Total Expenses For the Final Period |
|--------------------------------|--|--|
| Meals / Business Entertainment | 118.25 | 3,884.28 |
| Travel – Hotel | | 11,797.26 |
| Travel – Transportation | 85.68 | 17,102.88 |
| Delivery / Sundry Charges | | 860.40 |
| Combined Recovery | | 42,668.84 |
| Computer Research Charges | | 5,149.16 |
| | | |
| Total | \$ 203.93 | \$ 81,462.82 |

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**FIFTEENTH INTERIM (FOR THE PERIOD MARCH 1, 2004 THROUGH
APRIL 15, 2004) AND FINAL APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AS ACCOUNTANTS 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**

PricewaterhouseCoopers LLP (“PwC”), accountants 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 PwC to the Debtors and (b) reimbursement of actual and necessary charges and disbursements incurred by PwC during the period March 1, 2004 through and including April 15, 2004 in the rendition of required professional

services on behalf of the Debtors (“Application Period”). In support of this Application, PwC represents as follows:

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.

PwC’ RETENTION

1. Prior to the Petition Date, the Debtors engaged PricewaterhouseCoopers LLP (“PwC”) as accountants in connection with the annual audit of the Debtors’ financial statements as of and for the year ended September 30, 2002.

2. By application filed on or about December 3, 2002 (D.I. 111), the Debtors requested authority to retain PwC as accountants in connection with their bankruptcy cases, pursuant to section 327(a) of the Bankruptcy Code.

3. By Order dated January 16, 2003 (D.I. 441), this Court approved the Debtors’ retention of PwC as auditors and accountants, *nunc pro tunc* to November 15, 2002, pursuant to section 327(a) of the Bankruptcy Code.

FEE PROCEDURES ORDER

1. 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 (the “Fee Procedures Order”) (D.I. 277).

RELIEF REQUESTED

PricewaterhouseCoopers LLP submits this Application to this Court for an order awarding PricewaterhouseCoopers LLP (i) allowance of interim compensation for actual and necessary professional services rendered by it as counsel for the Debtors in the amount of \$76,325.50, together with reimbursement for actual an necessary expenses incurred in the amount of \$203.93, for the Interim Application Period, and (ii) final allowance of compensation for actual and necessary professional services incurred by it as counsel for the Debtors in the amount of \$2,008,599.60, together with reimbursement for actual and necessary expenses incurred in the amount of \$81,666.75, for the Final Compensation Period. As indicated above, PricewaterhouseCoopers LLP has filed fourteen prior applications setting forth in detail actual and necessary professional services rendered on behalf of the Debtors, together with actual and necessary expenses incurred on behalf of the Debtors, for the period November 15, 2002 through April 15, 2004.¹ 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 PricewaterhouseCoopers LLP Retention Order.

2. During the Interim Application Period, PricewaterhouseCoopers LLP has provided professional services to the Debtors and incurred fees for such services totaling \$76,325.50. For the same period, PricewaterhouseCoopers LLP has incurred actual, reasonable and

¹ These applications and the order approving them are available upon reasonable request.

necessary expenses in connection therewith totaling \$203.93. With respect to these amounts, as of the date of this application, PricewaterhouseCoopers LLP has received no payments.

3. PricewaterhouseCoopers LLP maintained daily records of the time spent rendering professional services during the Application Period. Exhibit A attached hereto contains logs, sorted by project category, which show how much time was recorded by each professional and descriptions of the services provided.

4. Exhibit B hereto contains a breakdown of disbursements incurred by PricewaterhouseCoopers during the period to which this Application relates. The disbursements for which PricewaterhouseCoopers reimbursement include the following:

- Combined Recovery. PwC charges a combined recovery rate per hour to cover airline ticketing and general office services, such as computer usage, telephone charges, facsimile transmissions, postage, photocopying and other administrative costs of providing services to the Debtors.
- Computer Research Charges. PwC's practice is to bill clients for Westlaw technical research on a per hour basis.
- Working Meals. PwC's practice is to allow any professional working outside of normal business hours to charge a working meal to the appropriate client.
- Delivery Services. PwC's practice is to charge postal, overnight delivery and courier services at actual cost.

5. PricewaterhouseCoopers LLP has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to professionals at PricewaterhouseCoopers 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, PricewaterhouseCoopers has sought to coordinate with other professionals involved in these cases so as to minimize any duplication of effort and to minimize accountant's fees and expenses to the Debtors. PricewaterhouseCoopers LLP believes it has been successful in this regard.

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

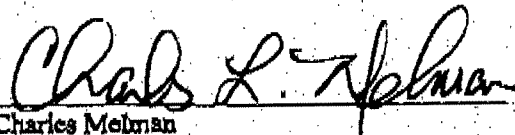
7. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of his information, knowledge and belief that this application complies with Local Rule 2016-2.

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WHEREFORE, PricewaterhouseCoopers LLP respectfully requests that this Court enter an order: (i) allowing interim compensation in the amount of \$76,325.50 for professional services rendered on behalf of the Debtors during the Interim Compensation Period; (ii) approving and authorizing reimbursement to PricewaterhouseCoopers by the Debtors or the Liquidation Trust of expenses incurred during the Interim Compensation Period in the amount of \$203.93; (iii) allowing PricewaterhouseCoopers LLP the sum of \$2,008,599.60 for professional services rendered on behalf of the Debtors during the Final Compensation Period; (iv) approving and authorizing reimbursement to PricewaterhouseCoopers LLP by the Debtors or the Liquidation Trust of expenses incurred during the Final Compensation Period in the amount of \$81,666.75; and (v) directing the Debtors or the Liquidation Trust to pay PricewaterhouseCoopers LLP the amount of \$2,090,266.35 which is equal to the sum of 100% of PricewaterhouseCoopers LLP's allowed compensation and reimbursement for the Final Compensation Period.

Dated: June 28, 2004
Charlotte, North Carolina

PricewaterhouseCoopers LLP



Charles Melman

6/28/04

214 North Tryon Street
Suite 3600
Charlotte, NC 28202
704/347-1657

Accountants for Oakwood Homes Corporation, et al,
Debtors and Debtors In Possession

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

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| IN RE: |) | Chapter 11 |
| |) | |
| OAKWOOD HOMES CORPORATION, |) | Case No. 02-13396 (PJW) |
| <u>et al.</u> , |) | |
| Debtors. |) | Jointly Administered |
| |) | |
| |) | |
| |) | |
| _____ |) | |

**ORDER GRANTING FIFTEENTH INTERIM (FOR THE PERIOD MARCH 1,
2004 THROUGH APRIL 15, 2004) AND FINAL APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AS ACCOUNTANTS 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**

AND NOW, this ____ day of _____, 2004, it is hereby ORDERED:

1. That the Final Application of PricewaterhouseCoopers LLP, as accountants to the Debtors be, and the same hereby is, GRANTED.

2. That there SHALL BE ALLOWED AND DISBURSED to PricewaterhouseCoopers LLP by the Debtors or the Liquidation Trust final compensation in the amount of \$2,008,599.60 for actual, reasonable and necessary services rendered by it on behalf of the Debtors for the period November 15, 2002 through April 15, 2004 and \$81,666.75 for actual, reasonable and necessary expenses incurred by it in rendering such services during the same time period.

3. That the Debtors or the Liquidation Trust are hereby authorized and directed to pay to PricewaterhouseCoopers LLP \$2,090,266.35, less any amounts previously paid to PricewaterhouseCoopers LLP.

Dated: Wilmington, Delaware
_____, 2004

The Honorable Peter J. Walsh
United States Bankruptcy Judge