

**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> ,)	
)	Jointly Administered
)	
Debtors.)	D.I. #2369
_____)	


**ORDER GRANTING SEVENTH AND FINAL APPLICATION OF
AKIN GUMP STRAUSS HAUER & FELD LLP, CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR SERVICES RENDERED DURING THE
PERIOD FROM DECEMBER 2, 2002 THROUGH AUGUST 31, 2003**

Upon the seventh and final application (the "Application") of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), as co-counsel to the Official Committee of Unsecured Creditors (the "Committee") of Oakwood Homes Corporation and its affiliated debtors, debtors and debtors in possession (collectively, the "Debtors), for final allowance of compensation for services rendered in the amount of \$960,101.50 and reimbursement of reasonable, actual and necessary expenses incurred in the amount of \$89,790.30 for the period December 2, 2002 through August 31, 2003 (the "Application Period"); the Court having reviewed the Application, finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; and after notice and opportunity for a hearing to consider the Application; and upon the record and after due deliberation thereon; and due and proper notice of the Application having been given; and sufficient cause appearing therefore;

IT IS HEREBY ORDERED:

1. The Application is GRANTED.
2. Akin Gump is allowed final compensation in the amount of \$960,101.50 for services rendered by it on behalf of the Committee during the period of December 2, 2002 through August 31, 2003 (this includes \$2,500 for the preparation of the Application after August 31, 2003), and final reimbursement of \$89,790.30 for reasonable, actual and necessary expenses incurred during the period of December 2, 2002 through August 31, 2003.
3. The Debtors are authorized and directed to pay Akin Gump the foregoing approved amounts (less amounts previously paid pursuant to the Administrative Order) within ten (10) days from the entry of this Order.
4. This Court shall retain exclusive jurisdiction over any matter arising out of or related to this Order or the Application.

Dated: Wilmington, Delaware
12-15 2003


The Honorable Peter J. Walsh
United States Bankruptcy Judge