

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

IN RE:)	Chapter 11
)	
OAKWOOD HOMES CORPORATION, <u>et al.</u> ,)	Case No. 02-13396 (PJW)
)	
Debtors.)	Jointly Administered
)	
)	Objections Due: July 19, 2004 at 4:00 p.m. Hearing Date: October 8, 2004 at 1:30 p.m.

**NOTICE OF FINAL FEE REQUEST OF BAKER, DONELSON, BEARMAN &
CALDWELL, AS SPECIAL COUNSEL FOR DEBTORS AND DEBTORS-IN-
POSSESSION FOR COMPENSATION AND REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
DECEMBER 1, 2002 THROUGH JUNE 30, 2003**

Name of Applicant:	Baker, Donelson, Bearman & Caldwell
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	November 15, 2002
Period for which Compensation and Reimbursement is sought:	December 1, 2002 through June 30, 2003
Total Amount of Compensation Sought as actual, reasonable and necessary for applicable period:	\$369,456.50
Total Amount of Expense Reimbursement sought as actual, reasonable and necessary for applicable period:	\$ 68,966.70
Total Amount of Compensation Allowed as actual, reasonable and necessary for applicable period:	\$369,456.50
Total Amount of Expense Reimbursement Allowed as actual, reasonable and necessary for applicable period:	\$ 68,966.70
Total Amount of Holdback Fees Sought for applicable period:	\$ 0

**CUMULATIVE SUMMARY OF INTERIM APPLICATIONS OF BAKER, DONELSON,
BEARMAN & CALDWELL AS SPECIAL COUNSEL FOR DEBTORS AND DEBTORS-
IN-POSSESSION FOR COMPENSATION AND FOR REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
DECEMBER 1, 2002 THROUGH JUNE 30, 2003**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date, Docket No.	Amount of Fees Allowed (80%)	Amount of Expenses Allowed (100%)	Amount of Holdback Fees Allowed
07/03/03 #1526- 1527 08/14/03 #1779	\$302,698.00	\$ 62,931.15	07/28/03 #1669	\$242,158.40	\$62,931.15	\$60,539.60
08/12/03 #1751 11/20/03 #2430	\$66,758.50	6,035.55	09/05/03 #1912	\$53,406.80	6,035.55	\$13,351.70
TOTAL	\$369,456.50	\$ 68,966.70		\$295,565.20	\$ 68,966.70	\$73,891.30

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours For The Period	Total Hours From The Petition Date	Total Fees For The Period	Total Fees From The Petition Date
Audit Letter Response	12.50	12.50	3,027.00	3,027.00
Bankruptcy	761.30	761.30	119,812.00	119,812.00
Foreclosure/Detainer	403.20	403.20	73,867.50	73,867.50
Litigation	38.80	38.80	6,326.00	6,326.00
Replevins	1,117.60	1,117.60	166,424.00	166,424.00
Total	2,333.40	2,333.40	\$369,456.50	\$369,456.50

CUMULATIVE EXPENSE SUMMARY

Expense Category	Total Expenses From The Petition Date
Certified Copies	20.00
Computer Research	575.95

Filing Fee		26,677.99
Firm Courier Charge		74.64
Long Distance Charge		210.92
Mileage/Travel		5,205.98
Outgoing Telecopier Charge		906.00
Parking		47.00
Photo Reproduction Charge		2,846.95
Postage Charge		2,261.25
Publication Expense		22,908.14
Record Retrieval Expense		428.50
Recording Fees		671.40
Reports/Search /Retrieval		340.00
Service of Process Expense		1,607.00
Shipping Expense		876.76
Staff Overtime		49.50
Title Search		3,274.57
Total		\$68,966.70

In addition to the fees and expenses sought as set forth herein above, Baker, Donelson, Bearman & Caldwell seeks payment of fees and expenses which have been billed to the Debtors for which no application was required pursuant to the Final Order Authorizing the Debtors To Retain and Employ Professionals Utilized in the Ordinary Course of Business (D.I. 271), the Order Amending the Order Authorizing the Debtors To Retain and Employ Professionals Utilized in the Ordinary Course of Business (D.I. 1963), and the Statement of Increased Fee Threshold for Certain Ordinary Course Professionals (D.I. 2094). The amounts which have been billed to the Debtor but remain unpaid are as follows:

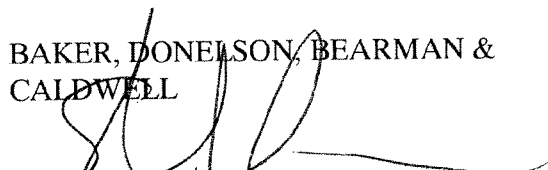
Date of Service or Expense	Expense Unpaid	Fees Unpaid
12-01-03 to 1-31-04	\$749.96	5,882.20
2-01-04 to 2-29-04	\$614.67	\$7,929.50
3-01-04 to 3-31-04	\$9,274.87	\$66,200.50

4-01-04 to 04-12-04	\$3,666.95	\$19,298.00
Total unpaid for which no application required	\$14,306.45	\$99,310.20

The undersigned has been advised by representatives of the Debtor that the reason for failure of payment is a dispute as to whether the Debtor or the purchaser of the Debtor's assets is responsible for fee and expenses incurred prior to the closing of the sale. It is respectfully requested that the Court order payment of the amounts due and that later adjustment be made between the parties to the sale. Withholding such previously approved funds from ordinary course professionals is unjust and presents an unfair hardship on said professionals.

Dated: June 26, 2004

BAKER, DONELSON, BEARMAN &
CALDWELL




Nelwyn Inman (TN #13624)
1800 Republic Centre, 633 Chestnut Street
Chattanooga, Tennessee 37450
(423) 752-4405

CERTIFICATE OF SERVICE

I, Gilbert R. Saydah, Jr., certify that I am not less than 18 years of age, and that service of the foregoing **Notice Of Final Fee Request Of Baker, Donelson, Bearman & Caldwell, As Special Counsel For Debtors And Debtors-In-Possession For Compensation And Reimbursement Of All Actual And Necessary Expenses Incurred For The Period December 1, 2002 Through June 30, 2003** was made on June 28, 2004, in the manner shown, upon the entities on the attached list.

June 28, 2004

Date



Gilbert R. Saydah, Jr. (No. 4304)

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