

**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 a.m.**
: **Hearing Date: October 8, 2004 @ 1:30 p.m.**
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**NINTH INTERIM APPLICATION OF KING & SPALDING LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD MARCH 1, 2004 THROUGH
APRIL 15, 2004 AND FINAL APPLICATION OF KING & SPALDING LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Name of Applicant: King & Spalding LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: June 19, 2003

Period for Which Compensation
and Reimbursement is Sought: June 19, 2003 through April 15, 2004

Amount of Compensation Sought
as Actual, Reasonable, and Necessary
for the Applicable Period: \$1,379,653.75

Amount of Reimbursement Sought
as Actual, Reasonable, and Necessary
for the Applicable Period: \$35,861.22

This is an ___ interim X final application

MONTHLY FEE APPLICATIONS FOR THE APPLICABLE PERIOD

| Application Type | DATE FILED | PERIOD COVERED | REQUESTED FEES/EXPENSES | APPROVED FEES/EXPENSES |
|----------------------------------|--------------------------------|--|--------------------------------|---|
| First Monthly Fee Application | September 12, 2003 (D.I. 1957) | June 19, 2003 through July 31, 2003 | \$153,508.50/\$199.72 | \$122,806.80/\$199.72 (Certificate of No Objection filed on October 6, 2003; D.I. 2069) |
| Second Monthly Fee Application | October 3, 2003 (D.I. 2055) | August 1, 2003 through August 31, 2003 | \$115,180.50/\$3,672.52 | \$92,144.40/\$3,672.52 (Certificate of No Objection filed on October 24, 2003; D.I. 2221) |
| Third Monthly Fee Application | November 13, 2003 (D.I. 2370) | September 1, 2003 through September 30, 2003 | \$143,934.75/\$8,662.88 | \$115,147.80/\$8,662.88 (Certificate of No Objection filed on December 5, 2003; D.I. 2562) |
| First Quarterly Fee Application | November 20, 2003 (D.I. 2435) | June 19, 2003 through September 30, 2003 | \$412,623.75/\$12,535.12 | \$412,623.75/\$12,535.12 (Certificate of No Objection filed on December 12, 2003; D.I. 2618) (Order Approving Fees and Expenses Entered on December 15, 2003; D.I. 2655) |
| Fourth Monthly Fee Application | December 4, 2003 (D.I. 2544) | October 1, 2003 through October 31, 2003 | \$70,443.50/\$2,857.13 | \$56,354.80/\$2,857.13 (Certificate of No Objection filed on December 29, 2003; D.I. 2897) |
| Fifth Monthly Fee Application | January 21, 2004 (D.I.3390) | November 1, 2003 through November 30, 2003 | \$249,283.00/\$3,123.05 | \$199,426.40/\$3,123.05 (Certificate of No Objection filed on February 12, 2004; D.I. 3577) |
| Sixth Monthly Fee Application | February 23, 2004 (D.I.3645) | December 1, 2003 through December 31, 2003 | \$84,948.00/\$3,752.44 | \$67,958.84/\$3,752.44 (Certificate of No Objection filed on March 17, 2004; D.I. 3839) |
| Second Quarterly Fee Application | March 5, 2004 (D.I.3706) | October 1, 2003 through December 31, 2003 | \$403,310.75/\$9,732.62 | \$403,310.75/\$9,732.62 (Certificate of No Objection filed on March 29, 2004; D.I. 3917) |
| Seventh Monthly Fee Application | March 16, 2004 (D.I.3824) | January 1, 2004 through January 31, 2004 | \$152,437.50/\$2,788.75 | \$121,950.00/\$2,788.75 (Certificate of No Objection filed on April 8, 2004; D.I. 3958) |
| Eighth Monthly Fee Application | April 28, 2004 (D.I.4011) | February 1, 2004 through February 29, 2004 | \$105,785.50/\$4,793.88 | Pending |

COMPENSATION BY PROFESSIONAL
March 1, 2004 through April 15, 2004

| Name of Professional Person | Position of Applicant, Years of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|------------------------------------|---|--|---------------------------|---------------------------|
| J. Andolina | Partner, Admitted in 1995, Tax Department | \$535.00 | 1.6 | \$856.00 |
| C.S. Detrizio | Partner, Admitted in 1991, Mergers and Acquisitions Department | \$475.00 | 24.6 | \$11,685.00 |
| A.C. Lynch | Partner, Admitted in 1982, Financial Transactions Department | \$450.00 | 4.3 | \$1,935.00 |
| S. Mills | Partner, Admitted in 1985, Tax Department | \$650.00 | 46.7 | \$30,355.00 |
| W.S. Petty | Partner, Admitted in 1990, Intellectual Property Department | \$405.00 | 3.5 | \$1,417.50 |
| C.B. Price | Partner, Admitted in 1986, Real Estate Department | \$550.00 | 0.5 | \$275.00 |
| G.B. South | Partner, Admitted in 1992, Financial Restructuring Department | \$575.00 | 0.5 | \$287.50 |
| E.J. Lubin | Counsel, Admitted in 1989, Intellectual Property Department | \$385.00 | 4.7 | \$1,809.50 |
| K.D. Martinez | Counsel, Admitted in 1992, Employee Benefits & Executive Comp. Department | \$380.00 | 0.8 | \$304.00 |
| G.A. Saunders | Counsel, Admitted in 1993, Financial Restructuring Department | \$475.00 | 47.7 | \$22,657.50 |
| B.N. Seidel | Counsel, Admitted in 1979, Financial Restructuring Department | \$605.00 | 0.3 | \$181.50 |
| R.J. Stark | Counsel, Admitted in 1995, Financial Restructuring Department | \$475.00 | 263.0 | \$124,093.75 |
| R.R. Bennett | Associate, Admitted in 2003, Litigation-Labor & Employment Department | \$210.00 | 1.0 | \$210.00 |
| K. Biron | Associate, Admission Pending, Financial Restructuring Department | \$245.00 | 189.1 | \$45,790.50 |
| M.A. Davenport | Associate, Admitted in 2003, Tax Department | \$295.00 | 60.5 | \$17,847.50 |
| A.M. Freiman | Associate, Admitted in 1998, Corporate Finance Department | \$375.00 | 0.4 | \$150.00 |
| D.C. Hamilton | Associate, Admitted in 2002, Litigation-Labor & Employment Department | \$290.00 | 1.5 | \$435.00 |
| J.W. Kibler | Associate, Admitted in 1994, Financial Restructuring Department | \$435.00 | 32.2 | \$14,007.00 |
| J.M. Levinson | Associate, Admitted in 2002, Private Equity Department | \$270.00 | 16.2 | \$4,374.00 |
| M. Minerva | Associate, Admission Pending, Financial Restructuring Department | \$195.00 | 13.4 | \$2,613.00 |
| M.D. Patterson | Associate, Admitted in 2003, Litigation-Labor & Employment Department | \$210.00 | 7.1 | \$1,491.00 |
| J.N. Pepin | Associate, Admitted in 2002, Corporate Finance Department | \$270.00 | 2.5 | \$675.00 |
| K.M. Schmid | Associate, Admitted in 2001, Financial Restructuring Department | \$245.00 | 0.3 | \$73.50 |
| R.J. Schneider | Associate, Admitted in 2000, Financial Restructuring Department | \$330.00 | 7.2 | \$2,376.00 |

| Name of Professional Person | Position of Applicant, Years of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|-----------------------------|--|---|--------------------|---------------------|
| J.K. Sweet | Associate, Admitted in 2000, Tax Department | \$385.00 | 26.1 | \$10,048.50 |
| A. Houghton | Paralegal | \$165.00 | 48.2 | \$7,953.00 |
| E. Longobardi | Paralegal | \$200.00 | 0.7 | \$140.00 |
| S.K. Sexton | Paralegal | \$175.00 | 0.6 | \$105.00 |
| A. Williams | Paralegal | \$180.00 | 7.5 | \$1,350.00 |
| TOTAL | | | 812.7 | \$305,496.25 |
| BLENDED RATE: | | \$375.90 | | |

COMPENSATION BY PROJECT CATEGORY
March 1, 2004 through April 15, 2004

| Project Category | Task Code | Total Hours this Period | Total Hours from Petition Date | Total Fees this Period | Total Fees from Petition Date |
|---|------------------|--------------------------------|---------------------------------------|-------------------------------|--------------------------------------|
| Case Administration | B110 | 58.7 | 359.8 | \$11,631.50 | \$91,232.50 |
| Asset Analysis and Recovery | B120 | 0.0 | 69.5 | \$0.00 | \$24,657.50 |
| Asset Disposition | B130 | 0.0 | 359.3 | \$0.00 | \$112,491.50 |
| Relief from Stay /Adequate Protection Proceedings | B140 | 0.0 | 0.0 | \$0.00 | \$0.00 |
| Meetings of and Communications with Creditors Committee | B150 | 7.2 | 289.4 | \$2,822.00 | \$102,679.50 |
| Fee/Employment Applications | B160 | 24.4 | 280.9 | \$4,820.00 | \$65,313.00 |
| Fee/Employment Objections | B170 | 0.0 | 60.8 | \$0.00 | \$13,759.00 |
| Avoidance Action Analysis | B180 | 0.0 | 30.5 | \$0.00 | \$10,693.50 |
| Assumption/Rejection of Leases and Contracts | B185 | 0.2 | 1.3 | \$49.00 | \$351.50 |
| Other Contested Matters (excluding assump/rej motions) | B190 | 0.0 | 105.2 | \$0.00 | \$31,765.00 |
| Non-Working Travel | B195 | 7.9 | 36.3 | \$1,370.25 | \$5,802.25 |
| Business Operations | B210 | 0.0 | 1.1 | \$0.00 | \$495.00 |
| Employee Benefits/Pensions | B220 | 0.0 | 0.3 | \$0.00 | \$82.50 |
| Financing/Cash Collections | B230 | 0.0 | 156.2 | \$0.00 | \$67,387.50 |
| Tax Issues | B240 | 134.9 | 330.1 | \$59,107.00 | \$145,693.50 |
| Real Estate | B250 | 0.0 | 0.0 | \$0.00 | \$0.00 |
| Board of Directors Matters | B260 | 0.0 | 0.0 | \$0.00 | \$0.00 |
| Claims Administration and Objections | B310 | 12.4 | 124.3 | \$5,890.00 | \$46,812.00 |
| Plan and Disclosure Statement | B320 | 567.0 | 1,667.8 | \$219,806.50 | \$655,856.50 |
| General Bankruptcy Advice/Opinions | B410 | 0.0 | 0.0 | \$0.00 | \$0.00 |
| Restructurings | B420 | 0.0 | 11.9 | \$0.00 | \$4,581.50 |
| TOTAL | | 812.7 | 3,884.7 | \$305,496.25 | \$1,379,653.75 |

EXPENSE SUMMARY
March 1, 2004 through April 15, 2004

| Expense Category | Total Expenses this Period | Total Expenses from Petition Date |
|-----------------------------------|-----------------------------------|--|
| Airfare | \$0.00 | \$5,162.50 |
| Computer Research | \$1,374.60 | \$8,098.54 |
| Document Delivery - UPS | \$202.12 | \$581.81 |
| Duplicating Costs | \$821.60 | \$3,017.00 |
| Facsimile | \$4.00 | \$75.25 |
| Hotel and/or other transportation | \$2,863.60 | \$7,833.97 |
| Local Transportation (Taxis) | \$216.92 | \$2,728.58 |
| Long Distance Phone Calls | \$73.12 | \$470.69 |
| Overtime Meals | \$361.34 | \$2,004.70 |
| Postage/Express Mail | \$93.55 | \$102.47 |
| Telephone conferencing services | \$0.00 | \$5,785.71 |
| Total | \$6,010.85 | \$35,861.22 |