

**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,	:	Jointly Administered
	:	
Debtor.	:	Objection Date: June 30, 2004 @4:00 pm
	:	Hearing Date: October 8, 2004 @1:30 pm
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**THIRTEENTH INTERIM (FOR THE PERIOD FROM MAY 1, 2004 THROUGH
JUNE 7, 2004) AND FINAL APPLICATION OF MCCARTER & ENGLISH LLP
FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED**

Pursuant To 11 U.S.C. §§ 330 And 331 And Federal Rule Of Bankruptcy Procedure 2016, The Law Firm of Mccarter & English LLP (“Mccarter”), Counsel for the Official Committee Of Unsecured Creditors (the “Committee”), Hereby makes this Thirteenth Interim (For The Period From May 1, 2004 Through and Including June 7, 2004) and Final Application (The “Application”) for an Order awarding it reasonable compensation for actual and necessary services rendered on behalf of the Committee during the period from December 2, 2002 through and including June 7, 2004 (The “Application Period”), in the amount of \$6,902.00 and for reimbursement of actual and necessary expenses incurred in connection therewith, in the amount of \$1,453.31 for the interim period and \$439,050.75 for cumulative reasonable compensation and for \$38,948.31 for cumulative reimbursement of actual and necessary expenses for the period December 2, 2002 through June 7, 2004. In support thereof, McCarter & English respectfully represents as follows:

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 are operating their respective business, as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On December 18, 2002, the Court entered the Administrative Order, Pursuant to Sections 331 and 105 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. #277] (hereinafter the “Administrative Order”). This Application is made in response to the procedures outlined in the Administrative Order.

3. On January 8, 2003, the Committee filed an Application to retain and employ McCarter and English as its attorneys in these Chapter 11 cases [D.I. #376] (the “Retention Application”). The Retention Application requested that the Court enter an order authorizing the Committee to retain and employ McCarter as the Committee’s attorneys, nunc pro tunc to December 2, 2002, to represent the Committee in all phases of these Chapter 11 cases. On January 29, 2003, a “Certificate of No Objection” was filed with respect to the Retention Application certifying that no objections to the Retention Application had been filed with the Court and no objections to the Retention Application had been received by the Applicant (*see* D.I. 502). On February 6, 2003, the Court entered an Order approving the McCarter Retention Application nunc pro tunc to December 2, 2002. [D.I. #594].

4. On March 12, 2003, McCarter filed its First Interim Application for Compensation and Reimbursement of Costs Incurred for the Period from December 2, 2002 through December 31, 2003 (hereinafter the “First Interim Application”).

5. On April 1, 2003, McCarter filed its Second Application for compensation covering the period of January 1, 2003 through January 31, 2003 (hereinafter the “Second Interim Application”).

6. On May 29, 2003, McCarter filed its Third Application for compensation covering the period of February 1, 2003 through February 28, 2003 (hereinafter the “Third Interim Application”).

7. On July 28, 2003, McCarter filed its Fourth Application for compensation covering the period March 1, 2003 through May 31, 2003 (hereinafter the “Fourth Interim Application”).

8. On August 13, 2003, McCarter filed its Fifth Application for compensation covering the period June 1, 2003 through July 31, 2003 (hereinafter the “Fifth Interim Application”).

9. On October 6, 2003, McCarter filed its Sixth Application for compensation covering the period July 29, 2003 through August 31, 2003 (hereinafter the “Sixth Interim Application”).

10. On October 24, 2003, McCarter filed its Seventh Application for compensation covering the period September 1, 2003 through September 30, 2003 (hereinafter the “Seventh Interim Application”).

11. On December 19, 2003, McCarter filed its Eighth Application for compensation covering the period October 1, 2003 through November 30, 2003 (hereinafter the “Eighth Interim Application”).

12. On February 9, 2004, McCarter filed its Ninth Application for compensation covering the period December 1, 2003 through December 31, 2003 (hereinafter the “Ninth Interim Application”).

13. On March 11, 2004, McCarter filed its Tenth Application for compensation covering the period January 1, 2004 through January 31, 2004 (hereinafter the “Tenth Interim Application”).

14. On March 22, 2004, McCarter filed its Eleventh Application for compensation covering the period February 1, 2004 through February 29, 2004 (hereinafter the “Eleventh Interim Application”).

15. On May 17, 2004, McCarter filed its Twelfth Application for compensation covering the period March 1, 2004 through April 30, 2004 (hereinafter the “Twelfth Interim Application”). This is McCarter’s Thirteenth Interim (for the Period of May 1, 2004 through and including June 7, 2004) and Final Application for compensation for the period December 2, 2002 through June 7, 2004.¹

16. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this case and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

BACKGROUND OF THE APPLICATION

17. McCarter, with offices in Newark, New York, Hartford, Cherry Hill, Philadelphia, Wilmington, and Baltimore, is a full-service law firm with broad experience and expertise in the fields of bankruptcy, corporate reorganization, and debtors’ and creditors’ rights, as well as in many other areas of practice.

18. McCarter has acted as local counsel to the Committee and assumed responsibility for the coordination of all activities of the Committee relating to the Debtors’ bankruptcy cases.

19. As discussed more fully below, during the Application Period, the Committee has been confronted with numerous issues vital to marshaling and preserving the assets of the bankruptcy estate and vital to representing the rights and claims of unsecured creditors of the Debtors. These issues have involved bankruptcy law, corporate law, real estate law and litigation and finance issues.

¹ The Thirteenth Interim Application contains time estimated for final fee application preparation for all of the Committee’s professionals, including McCarter & English, as well as attendance at any hearings to consider same. McCarter will track its actual time spent and advise the Court and the parties whether the estimated time was greater than the actual time spent on these activities.

20. McCarter has assisted the Creditors' Committee in addressing these issues and has at all times endeavored to effectively manage its attorney, paralegal, clerk, and support staff time and those of its co-counsel so as not to duplicate services.

21. All services for which compensation is sought herein were rendered by McCarter to the Committee solely in connection with the Chapter 11 case and not on behalf of the Debtors, any other committee, individual creditor, or other person.

22. McCarter has not received any retainer for its services and expenses rendered and incurred for and on behalf of the Committee. The Debtors to date have paid McCarter for services rendered and expenses incurred equal to the sum of 80% of allowed interim compensation and 100% of allowed expense reimbursement in connection with McCarter's representation of the Committee from December 2, 2002 to February 29, 2004. The Debtors to date have paid McCarter for the remaining 20% holdback of the total amount of compensation sought in connection with McCarter's representation of the Committee from December 2, 2002 to November 30, 2003.

23. McCarter is seeking from this Court an Order for final approval from December 2, 2002 through June 7, 2004 and payment of \$11,921.40 representing the 20% holdback amount from December 1, 2003 through February 29, 2004 as well as \$7,856.90 representing the 20% holdback amount from March 1, 2004 through April 30, 2004 to 100% of this thirteenth interim application for compensation in the amount of \$6,902.00 for professional services rendered and reimbursement of \$1,453.31 in expenses.

**SUMMARY OF SERVICES RENDERED BY MCCARTER
DURING THE APPLICATION PERIOD**

24. McCarter's activities on behalf of the Committee have included, among other things, consulting with the Committee and individual members of the Committee on a regular basis with

respect to all aspects of these proceedings, interfacing regularly with Debtors' counsel, and periodic communications with other professionals and counsel for other parties-in-interest in this case.

25. McCarter has performed an essential role in advancing the efforts of the Committee by keeping the Committee apprised of the Debtors' progress during the pendency of the bankruptcy case; addressing the concerns of the Committee and unsecured creditors generally throughout these proceedings; and promoting (to the maximum extent possible) a cooperative effort toward preserving the bankruptcy estate and expediting the resolution of issues arising in the bankruptcy case.

26. During the Application Period, McCarter has worked with the members of the Committee (i) to review motions to establish sale procedures and notices of sale of the Debtors' assets, (ii) to review and evaluate multiple motions for relief from stay, (iii) to review and evaluate options for debtor-in-possession lending, and (iv) in the ongoing evaluation of potential sources of recovery on behalf of the estate by means of litigation and non-litigation alternatives.

27. This Application does not detail each and every correspondence, drafting session, meeting, discussion, and conference held, all research conducted, and every pleading prepared or each of the tasks performed by McCarter during the Application Period. Those matters are set forth in detail on the Exhibits attached hereto.

28. During the Interim Application Period, McCarter spent a total of 5.90 hours for professional services and 47.90 hours for paraprofessional services rendered on behalf of the Committee. See Exhibit A.

29. A schedule showing the number of hours devoted to the representation of the Committee by each McCarter attorney and paraprofessional, the hourly rates applicable thereto,²

² The applicable hourly rates are in accordance with McCarter's ordinary and customary rates in similar matters for similar clients in effect on the date services were rendered.

and the total for each such professional for the period of May 1, 2004, through and including June 7, 2004 entitled Biographies and Compensation by Timekeeper, is attached to Local Form 101 submitted herewith and incorporated by reference herein.

30. The following are narrative descriptions, by type of work or area of law, highlighting the major areas to which McCarter has devoted substantial attention.

DESCRIPTIONS OF SERVICES RENDERED

CASE ADMINISTRATION

Case Management and Administration

31. McCarter reviewed the bankruptcy docket and interacted with co-counsel, the Committee and Debtors' counsel, and the committee's financial professionals on a regular basis on upcoming deadlines and scheduled matters, including, the preparation of a daily chart summarizing all pending matters and legal issues presented for consideration of the Committee.

32. McCarter spent 53.80 hours during the Application Period on Case Management and Administration tasks for a total of \$6,902.00 in fees incurred in this category. See Exhibit A and Attachment B to Local Rule 101 describing the services in this category of work by each McCarter professional during the Application Period. The attached Exhibit A indicates the time dedicated to this subject area and the individual task codes, which include B110 Case Management and Monitoring, B120 Asset Analysis and Recovery, B130 Asset Disposition, B140 Relief from Stay/Litigation, B150 Committee Meeting Attendance, B160 Fee/Retention Applications, B170 Fee/Employment Objections, B185 Assumption/Rejection of Leases and Contracts, B190 Other Contested Matters, and B195 Non-Working Travel.

CLAIMS AND PLAN

33. McCarter reviewed and analyzed the Plan of Reorganization and Disclosure Statement filed by Debtors and participated in activities updating the Official Committee of Unsecured Creditors regarding same.

34. McCarter spent 0.00 hours during the Application Period on tasks related to Plan and Disclosure Statements and Claims Administration and Objections for a total of \$0.00 in fees incurred in this category. See Exhibit A and Attachment B to Local Rule 101 describing the services in this category of work by each McCarter professional during the Application Period. The attached Exhibit A indicates the time dedicated to this subject area by the task codes B310 Claims Administration and Objections, and B320 Plan and Disclosure Statement.

BANKRUPTCY RELATED ADVICE

35. McCarter reviewed and analyzed settlement developments and attended and monitored such developments at the Settlement Conferences and participated in activities updating the Official Committee of Unsecured Creditors regarding same.

36. McCarter spent 0.00 hours during the Application Period on tasks related to Bankruptcy Related Advice and Opinions for a total of \$0.00 in fees incurred in this category. See Exhibit A and Attachment B to Local Rule 101 describing the services in this category of work by each McCarter professional during the Application Period. The attached Exhibit A indicates the time dedicated to this subject area by the task codes B410 General Bankruptcy Advice/Opinions.

EXPENSES OF MCCARTER

37. McCarter maintains contemporaneous records of expenses and has incurred actual and necessary out-of-pocket expenses for the Interim Application Period in the amount of \$1,453.31. The hourly rates charged by McCarter do not include the expenses of travel, telephone,

and facsimile services, extraordinary postage, Lexis and Westlaw legal research, duplicating, court fees, or copying of court documents at the Clerk's office.

38. Attached hereto as Exhibit A and incorporated by reference herein are detailed descriptions of those expenses, which are consistent with the Court's guidelines.

CONCLUSION

39. By this final application, McCarter hereby makes application to this Court for an Order approving the amounts of compensation set forth in the monthly fee applications in the cumulative amount of \$439,050.75 in fees for professional services rendered, and \$38,948.31 in expenses for the period of December 2, 2002 through and including June 7, 2004.

40. In accordance with the factors enumerated in 11 U.S.C. § 330(a), the amounts requested herein by McCarter are fair and reasonable given (a) the complexity of the case; (b) the actual time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the cost of comparable services other than in cases under the Bankruptcy Code. McCarter has reviewed the requirements of Del. Bankr. L. R. 2016-2 and believes that this Application complies with the requirements of that rule.

WHEREFORE, McCarter respectfully requests (i) that it be awarded as the fair and reasonable value of its actual and necessary professional services rendered to the Committee during the Application Period; (ii) that it be awarded as reimbursement for its actual and necessary expenses incurred during the Application Period; (iii) that Debtors be authorized and directed to pay to McCarter the amount of which is equal to the sum of 80% of McCarter's allowed interim compensation and 100% of McCarter's allowed expense reimbursement for the Application Period; (iv) that Debtors be authorized to pay McCarter 100% of its fees and expenses from December 2,

2002 through June 7, 2004; and (v) that the Court award such other and further relief as is just and proper.

Date: June 10, 2004

Respectfully submitted,

McCARTER & ENGLISH, LLP

By /s/ William F. Taylor, Jr.
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