

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>IN RE</b>	§	
	§	<b>CHAPTER 11</b>
<b>OAKWOOD HOMES CORPORATION, ET AL,</b>	§	
<b>DEBTORS,</b>	§	<b>Jointly Administered</b>
	§	<b>CASE NO. 02-13396 (PJW)</b>
<b>DEBTORS.</b>	§	

**NOTICE OF SECOND INTERIM FEE APPLICATION (JANUARY 27, 2004  
THROUGH APRIL 15, 2004) AND FINAL APPLICATION OF PRIME LOCATIONS,  
LLC AND THE CORE NETWORK AS REAL PROPERTY CONSULTANTS TO  
THE DEBTORS FOR ALLOWANCE OF INTERIM AND FINAL COMPENSATION  
FOR ACTUAL AND NECESSARY SERVICES RENDERED AND FOR  
REIMBURSEMENT OF DISBURSEMENTS INCURRED**

Name of Applicant:	Prime Locations, LLC and The CORE Network
Authorized to Provide Professional Services to:	Oakwood Homes Corporation
Date of Retention:	1/13/03
Period for which interim compensation and reimbursement are sought:	01/27/04 – 04/15/04
Period for which final compensation and reimbursement are sought:	01/13/03 – 04/15/04
Amount of interim compensation sought as actual, reasonable, and necessary:	\$ 2,000.00
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$ 0.00
Amount of final compensation sought as actual, reasonable, and necessary:	\$ 46,455.00
Amount of final expense reimbursement sought as actual, reasonable, and necessary:	\$ 1,943.59

This is an:  interim  final application

The total time expended for fee application preparation is approximately 8.0 hours and the corresponding compensation requested is \$2,000.00.

Summary of Fee Applications for Compensation Period:

Date Filed	Period Covered	Requested		Approved		CNO Filed
		Fees	Expenses	Fees	Expenses	
1/19/04	1/13/03 – 1/26/04	\$44,455.00	\$1,943.59	\$44,455.00	\$1,943.59	2/25/04
7/9/04	1/27/04 – 4/15/04	\$ 2,000.00	\$ 0.00			

PLEASE TAKE NOTICE that, pursuant to the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated 12/18/02, (the "Interim Compensation Order"), any objections by parties other than the Notice Parties (as such term is defined in the Interim Compensation Order) to the Interim Fee Application Request must be filed with the court and served on Prime Locations, LLC (the "Applicant") at the address set forth below so as to be received by July 29, 2004. If no timely objections are filed to the Interim Fee Application Request, the Court may enter an order granting the Interim Fee Application Request without a hearing. The Applicant certifies that it has reviewed and complied with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware.

Dated: July 9, 2004

Prime Locations, LLC  
13355 Noel Road, Suite 1845  
Dallas, TX 75240

**ATTACHMENT TO FEE APPLICATION**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
J. Matthews	President	\$350	0.00	\$ 0.00
J. Milkes	Appraiser	\$350	156.90	\$ 42,455.00
D. Lee	Director	\$250	18.00	4,000.00
<b>Grand Total:</b>		<b>\$46,455.00</b>		
<b>Blended Rate:</b>		<b>\$265.61 *</b>		

\* J. Milkes billed out at \$350.00 per hour. Of the 156.9 hours, 35.6 were at no charge resulting in the lower blended rate. D. Lee billed out at \$250.00 per hour. Of the 18.0 hours, 2.0 were at no charge resulting in a lower blended rate.

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Appraisal Services	156.90	\$ 42,455.00
Fee Application Preparation	18.00	4,000.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Parking Fees/Tolls		\$ 0.00
Transportation		307.28
Meal (during meeting)		0.00
Airline		435.50
Supplies/Purchase of documents from various sources		1,179.28
Postage		21.53

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<b>DEBTORS,</b>	§	<b>Jointly Administered</b>
	§	<b>CASE NO. 02-13396 (PJW)</b>
	§	<b>OBJECTION DEADLINE: JULY. 29, 2004</b>
	§	

**SECOND INTERIM FEE APPLICATION (JANUARY 27, 2004 THROUGH  
APRIL 15, 2004) AND FINAL APPLICATION OF PRIME LOCATIONS, LLC AND  
THE CORE NETWORK AS REAL PROPERTY CONSULTANTS TO THE  
DEBTORS FOR ALLOWANCE OF INTERIM AND FINAL COMPENSATION FOR  
ACTUAL AND NECESSARY SERVICES RENDERED AND FOR  
REIMBURSEMENT OF DISBURSEMENTS INCURRED**

TO THE HONORABLE PETER J. WALSH

UNITED STATES BANKRUPTCY JUDGE:

Prime Locations, LLC and The CORE Network (the “Applicant”), Real Property Consultants for the Estate of Oakwood Homes Corporation, et al., debtors in possession (collectively referred to as the “Debtors”) files this Second Interim and Final Fee Application for Allowance of Compensation and Reimbursement of Expenses and respectfully states as follows:

**I.**

**INTRODUCTION**

1. The Debtors employed the Applicant as their Real Property Consultant on January 13, 2003 nunc pro tunc to December 26, 2002. The Applicant has consulted with the Debtors from December 26, 2002, through the time of this application, and will continue to advise the Debtors through the Chapter 11 process and from time to time as needed on a going forward basis.

2. The Debtors retained the Applicant as the real property consultant of the estate and Applicant's application to employ the Applicant as the Real Property Consultant for the Debtors in Possession was approved on February 27, 2003. A copy of the Applicant's employment order is attached as Exhibit "B".

3. The scope of the Applicants' work was to assist the Debtor with the sale of real property, renegotiation of real property leases, and for appraisal work as directed. The Applicant performed the following services:

- a. Reviewed all applicable leases, lease summaries, deeds, surveys, databases, spreadsheets or related documents provided by Debtor.
- b. Contacted real estate professionals with respect to sites to determine marketability and disposition potential of the sites based on an analysis of the market and the documents provided by Debtor.
- c. Generated a marketing and disposition analysis for the Debtor.
- d. Created and disseminated a marketing program to market the sites assigned by debtor.
- e. Held meetings to periodically update the Debtor, its attorneys, and others as directed.
- f. Worked with all necessary parties to solve problems and close transactions for properties sold.
- g. Created appraisals for the Buckeye, Arizona and Etna Green, Indiana locations.

4. Pursuant to the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order") entered on or about December 18, 2002, the Applicant is submitting this Second Interim and Final Fee Application to counsel to the Debtors, co-counsel to the Debtors, the Office of the U.S. Trustee, District of Delaware, counsel to the Creditors Committee, counsel to Debtor's pre petition lenders, and counsel to the Debtor's post petition lenders.

5. This application covers the period from December 26, 2002 through April 15, 2004. A summary of time sheets indicating the hours and fees by professional of the Applicant and for category of work are contained on the attached summary. A summary of

8. Applicant researched the market for properties held for sale in all states except North Carolina.
9. Applicant assisted in setting target prices for all properties held for sale except for in the state of North Carolina.
10. Applicant created marketing materials for all locations held for sale and marketed said properties.
11. Applicant held regular meetings to update the Debtor, its attorneys, and others as directed regarding the status of selling assigned properties.
12. Applicant worked with parties to property sales to resolve outstanding issues and get property sales closed and funded.
13. Applicant completed appraisals requested by Debtor for the Buckeye, Arizona and Etna Green, Indiana locations.
14. During this period, the Applicant sold idled properties for over \$14 million, aided the Debtor in the process of assuming and assigning a leased property in Buckeye, Arizona, and aided the Debtor in assessing the value of its properties located in Etna Green, Indiana.

### **III.**

#### **REQUEST FOR COMPENSATION**

In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by the Applicant is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services.

**A. Time and Labor Required**

The Applicant expended 174.9 hours in consulting with the Debtors from December 26, 2002 through April 15, 2004 (see attached summary) in preparing the appraisals for Buckeye, Arizona and Etna Green, Indiana and two fee applications. The Applicant's records of the time expended in the rendition of professional services for the estate consist of daily time entries which are recorded into computer records.

All professionals involved in the rendering of services in this proceeding have made a deliberate effort to avoid any unnecessary duplication of work and time expended. In certain instances, conferences and/or collaboration were necessary between the consultant and the Debtors.

**B. Difficulty of Issues, Lack of Resources, Size of Estate**

In this reorganization case, the issues have been very specialized to this industry and the resources have been limited. Due to the need to keep the Debtor's retailer up and running on the Buckeye, Arizona location, time was of the essence. Applicant used one professional to perform the appraisal work and one professional to prepare the fee applications. In summary, the Applicant's work allowed for an assumption and assignment for a lease of real property located in Buckeye, Arizona and allowed an independent retailer to continue buying product from the Debtor, improving the Debtor's profitability. The Etna Green appraisal allowed the Debtor to make an informed decision regarding the closure of the facility.

**C. The Skill Required to Perform the Consulting Services Properly**

The Applicant believes that it has demonstrated the requisite professional skill with respect to the problems encountered in this proceeding, and has handled all business issues in an efficient and effective manner.

**D. Customary Fees**

The Applicant is applying for compensation of fees that reflect its customary billing rates. The average hourly rate charged for the Applicant, \$265.61 an hour, is well within range of those customarily charged by other consulting firms of requisite skill and experience.

**F. Results Achieved**

- 1). As of the date of this application, appraisals for the Buckeye, Arizona and Etna Green, Indiana locations have been completed and delivered.
- 2). As of the date of this application, 20 properties have been sold for an amount in excess of \$14 million.

**H. The Nature and Length of the Professional Relationship with Client**

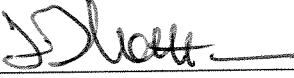
The Applicant began its relationship with the Debtors in December, 2002, when a project was started to sell excess real property for the Debtor, except for properties located in the state of North Carolina. Subsequently, the Applicant was asked to perform two separate appraisals: one for leased property located in buckeye, Arizona, and one for owned property located in Etna Green, Indiana. The Applicant has continued to advise the Debtors since December, 2002.

WHEREFORE, the Applicant respectfully requests that the Court allow the sum of \$46,455.00 as compensation for professional fees, and \$1,943.59 as compensation for out-of-pocket expenses incurred on behalf of the Debtors from December 26, 2002 through April 15,



2004 and for such other further relief to which the Applicant may show itself to be justly entitled. \$10,891.00 remains unpaid as of the date of this application.

Respectfully submitted,

By:  \_\_\_\_\_

James B. Matthews  
Prime Locations, LLC  
13355 Noel Rd. #1845  
Dallas, TX 74240  
Real Property Consultant For The Debtors

**CERTIFICATION BY APPLICANT**

The undersigned hereby certifies that he has read the foregoing Application and that to the best of his knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought therein is in substantial conformity with this Court's guidelines, except as specifically noted therein, and the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by the Applicant and generally accepted by the Applicant's clients.



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James B. Matthews