

**IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

In re: ) Chapter 11  
)  
COLLINS & AIKMAN CORPORATION, et al.<sup>1</sup> ) Case No. 05-55927 (SWR)  
) (Jointly Administered)  
Debtors. )  
) (Tax Identification #13-3489233)  
)  
) Honorable Steven W. Rhodes

**ORDER GRANTING SEVENTH AND FINAL APPLICATION OF DAVIS POLK &  
WARDWELL FOR AN ORDER (I) GRANTING FINAL APPROVAL OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED FROM MAY 1, 2007  
THROUGH OCTOBER 12, 2007 AND FOR REIMBURSEMENT OF EXPENSES  
INCURRED AND (II) GRANTING FINAL APPROVAL OF ALL FEES AND EXPENSES  
INCURRED DURING THE BANKRUPTCY AS SPECIAL COUNSEL TO THE AUDIT  
COMMITTEE AND INDEPENDENT DIRECTORS OF COLLINS & AIKMAN**

---

Upon the seventh and final application (the “Final Fee Application”)<sup>2</sup> of Davis Polk & Wardwell (“DPW”), for compensation and reimbursement of expenses for services rendered as special counsel to the audit committee and independent directors of the Debtors for the period

---

<sup>1</sup> The Debtors in the jointly administered cases include: Collins & Aikman Corporation; Amco Convertible Fabrics, Inc., Case No. 05-55949; Becker Group, LLC (d/b/a/ Collins & Aikman Premier Mold), Case No. 05-55977; Brut Plastics, Inc., Case No. 05-55957; Collins & Aikman (Gibraltar) Limited, Case No. 05-55989; Collins & Aikman Accessory Mats, Inc. (f/k/a the Akro Corporation), Case No. 05-55952; Collins & Aikman Asset Services, Inc., Case No. 05-55959; Collins & Aikman Automotive (Argentina), Inc. (f/k/a Textron Automotive (Argentina), Inc.), Case No. 05-55965; Collins & Aikman Automotive (Asia), Inc. (f/k/a Textron Automotive (Asia), Inc.), Case No. 05-55991; Collins & Aikman Automotive Exteriors, Inc. (f/k/a Textron Automotive Exteriors, Inc.), Case No. 05-55958; Collins & Aikman Automotive Interiors, Inc. (f/k/a Textron Automotive Interiors, Inc.), Case No. 05-55956; Collins & Aikman Automotive International, Inc., Case No. 05-55980; Collins & Aikman Automotive International Services, Inc. (f/k/a Textron Automotive International Services, Inc.), Case No. 05-55985; Collins & Aikman Automotive Mats, LLC, Case No. 05-55969; Collins & Aikman Automotive Overseas Investment, Inc. (f/k/a Textron Automotive Overseas Investment, Inc.), Case No. 05-55978; Collins & Aikman Automotive Services, LLC, Case No. 05-55981; Collins & Aikman Canada Domestic Holding Company, Case No. 05-55930; Collins & Aikman Carpet & Acoustics (MI), Inc., Case No. 05-55982; Collins & Aikman Carpet & Acoustics (TN), Inc., Case No. 05-55984; Collins & Aikman Development Company, Case No. 05-55943; Collins & Aikman Europe, Inc., Case No. 05-55971; Collins & Aikman Fabrics, Inc. (d/b/a Joan Automotive Industries, Inc.), Case No. 05-55963; Collins & Aikman Intellimold, Inc. (d/b/a M&C Advanced Processes, Inc.), Case No. 05-55976; Collins & Aikman Interiors, Inc., Case No. 05-55970; Collins & Aikman International Corporation, Case No. 05-55951; Collins & Aikman Plastics, Inc., Case No. 05-55960; Collins & Aikman Products Co., Case No. 05-55932; Collins & Aikman Properties, Inc., Case No. 05-55964; Comet Acoustics, Inc., Case No. 05-55972; CW Management Corporation, Case No. 05-55979; Dura Convertible Systems, Inc., Case No. 05-55942; Gamble Development Company, Case No. 05-55974; JPS Automotive, Inc. (d/b/a PACJ, Inc.), Case No. 05-55935; New Baltimore Holdings, LLC, Case No. 05-55992; Owosso Thermal Forming, LLC, Case No. 05-55946; Southwest Laminates, Inc. (d/b/a Southwest Fabric Laminators Inc.), Case No. 05-55948; Wickes Asset Management, Inc., Case No. 05-55962; and Wickes Manufacturing Company, Case No. 05-55968.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Final Fee Application.

May 17, 2005 through October 12, 2007 [Docket No. 8571]; and upon the settlement agreement reached between DPW, the fee examiner and the agent for the Debtors' senior, secured prepetition lenders, whereby DPW agreed to waive all current or future billed or incurred but unpaid fees and expenses in respect of its engagement by the Debtors or their audit committee (but not any future separate engagement by another party, such as a representative of the Post-Confirmation Trust); it appearing that the relief requested is in the best interest of the Debtors' estates, their creditors and other parties in interest; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and this Final Fee Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; it appearing that notice of this Final Fee Application and the opportunity for a hearing on this Final Fee Application was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Final Fee Application is granted, on a final basis.
2. The Court allows an administrative expense claim for DPW in the amount of \$9,969,798.07 for necessary professional services rendered and expenses incurred during the Entire Period.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Final Fee Application.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**Signed on January 24, 2008**

**/s/ Steven Rhodes**  
**Steven Rhodes**  
6. **Chief Bankruptcy Judge**