

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 ) Case No. 99-4497(PJW)  
FRUIT OF THE LOOM, INC., *et al.*, ) Jointly Administered  
 )  
 )  
Debtors. )  
 )  
 )

---

**TENTH INTERIM AND FINAL APPLICATION OF  
KATTEN MUCHIN ZAVIS ROSENMAN FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: **KATTEN MUCHIN ZAVIS ROSENMAN**

Authorized to Provide  
Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: December 29, 1999 (effective)

Period for which Compensation  
and Reimbursement is Sought: **Interim Application Period:**  
December 1, 2001 - April 30, 2002  
**Final Application:**  
December 29, 1999 - April 30, 2002

Interim Amount of Compensation Sought: \$24,458.50

Interim Amount of Expense Reimbursement  
Sought: \$484.30

Final Amount of Compensation Sought: \$1,515,589.00

Final Amount of Expense Reimbursement  
Sought: \$202,378.23

This is: **The Tenth Interim and Final Application**

**Previous Fee Applications:**

<b><u>Date Filed</u></b>	<b><u>Period Covered</u></b>	<b><u>Requested Fees &amp; Expenses</u></b>	<b><u>Approved Amount</u></b>
2/29/00	12/29/00 - 1/31/00	\$407,365.00/\$47,138.77	Full Requested Amount
3/31/00	2/1/00 - 2/29/00	\$190,328.00/\$42,175.07	Full Requested Amount
4/28/00	3/1/00 - 4/30/00	\$155,411.50/\$20,051.00	Full Requested Amount
8/31/00	5/1/00 - 7/31/00	\$126,515.00/\$7,873.20	Full Requested Amount
10/3/00	8/1/00-8/31/00	\$84,028.00/\$9,401.97	Full Requested Amount
12/29/00	9/1/00-11/30/00	\$181,538.50/\$23,158.95	Full Requested Amount
3/28/01	12/1/00-1/31/01	\$143,505.00/\$29,427.97	Full Requested Amount
7/03/01	2/1/01-4/30/01	\$144,419.50/\$16,907.88	Full Requested Amount
1/04/01	5/1/01-11/30/01	\$58,020.00/\$5,759.12	Full Requested Amount

Justin M. Hines, Esq.  
KATTEN MUCHIN ZAVIS ROSENMAN  
525 W. Monroe Street  
Suite 1600  
Chicago, IL 60661  
(312) 902-5600

**Time and Compensation Billed – Tenth Interim Fee Application**

Key:            P = Partner                            D = Desk Top Publisher            PL = Paralegal  
                   A = Associate                        R = Reference Librarian            LA = Library Assistant  
                   S = Staff Attorney                    PA = Project Assistant

Name	Date of Bar Admission	Title and Number of Years at KMZ	Hours	Average Rate	Dollars
ACHTERHOF, Kristin J.	1991	P/4	7.10	\$ 330.00	\$ 2,343.00
ACHTERHOF, Kristin J.	1991	P/4	18.30	\$ 340.00	\$ 6,222.00
DAVIS, Sylvia D.	1999	A/1	2.60	\$ 245.00	\$ 637.00
HINES, Justin	1999	A/3	0.80	\$ 220.00	\$ 176.00
HINES, Justin	1999	A/3	3.90	\$ 240.00	\$ 936.00
JAWOR, Michelle	NA	PL/1	5.50	\$ 145.00	\$ 797.50
LIU, Lisa K.	1995	P/4	3.50	\$ 315.00	\$ 1,102.50
LIU, Lisa K.	1995	P/4	1.50	\$ 325.00	\$ 487.50
MANDELL, Floyd A.	1973	P/23	21.80	\$ 450.00	\$ 9,810.00
MUCHIN, Allan B.	1961	P/27	0.80	\$ 475.00	\$ 380.00
ROSSING, Carl	NA	D/3	3.30	\$ 75.00	\$ 247.50
WALKER, Nicole	NA	PL/2	6.50	\$ 165.00	\$ 1,072.50
WILLIAMS, Becky A.	2000	SA/2	0.80	\$ 185.00	\$ 148.00
WING, Deborah	NA	PL/5	0.60	\$ 165.00	\$ 99.00
<b>TOTAL</b>			77.00	\$ 317.64	\$ 24,458.50

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
FRUIT OF THE LOOM, INC., *et al.*, ) Case No. 99-4497(PJW)  
 )  
 ) Jointly Administered  
 )  
Debtors. )  
\_\_\_\_\_ )

**TENTH INTERIM AND FINAL APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
KATTEN MUCHIN ZAVIS ROSENMAN  
AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

The law firm of Katten Muchin Zavis Rosenman ("KMZR") submits this Tenth Interim and Final Application for Allowance of Compensation and Reimbursement of Expenses (the "*Application*") for professional services rendered and costs incurred by KMZR, as special counsel for Fruit of the Loom, Inc. and its affiliated debtors, debtors and debtors-in-possession herein (collectively, "*Fruit of the Loom*," or the "*Debtors*"), for the period from December 1, 2001 through and including April 30, 2002 (the "*Interim Application Period*") and for final allowance of compensation and reimbursement of expenses for the period from December 29, 1999 through and including April 30, 2002 (the "*Final Application Period*").

**Introduction**

1. On December 29, 1999 (the "*Petition Date*"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"). The Debtors continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On or about January 11, 2000, the Office of the United States Trustee (the “UST”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in these cases.

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Motion is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

4. The statutory predicates for the relief requested herein are sections 330, 331 and 503(b)(1)(A) of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

#### Retention of KMZR

5. On the Petition Date, the Debtors filed their Application for Order Authorizing Debtors and Debtors in Possession to Retain and Employ Katten Muchin Zavis as Counsel (the “KMZR Retention Application”). Objections to the KMZR Retention Application were due on January 14, 2000 and a hearing on the KMZR Retention Application was set for January 28, 2000. The KMZR Retention Application generally sought to employ KMZR to render professional services in the following areas:

- (a) advising the Debtors of their rights, powers, and duties as debtors and debtors in possession;
- (b) advising the Debtors concerning, and assisting in the negotiation and documentation of, financing agreements, debt restructurings, cash collateral arrangements, and related transactions;
- (c) reviewing the nature and validity of liens asserted against the property of the Debtors and advising the Debtors concerning the enforceability of such liens;
- (d) advising the Debtors concerning the actions that they might take to collect and recover property for the benefit of the Debtors’ estates;

- (e) preparing on behalf of the Debtors all necessary and appropriate applications, motions, pleadings, draft orders, notices, schedules, and other documents, and reviewing all financial and other reports to be filed in these chapter 11 cases;
- (f) advising the Debtors concerning, and preparing responses to, applications, motions, pleadings, notices, and other papers that may be filed and served in these chapter 11 cases;
- (g) counseling the Debtors in connection with the formulation, negotiation, and promulgation of plans of reorganization and related documents; and
- (h) performing all other legal services for and on behalf of the Debtors that may be necessary or appropriate in the administration of these chapter 11 cases and the reorganization of the Debtors' businesses, including advising and assisting the Debtors with respect to debt restructurings, stock or asset dispositions, claim analysis and disputes, and legal issues involving general corporate, bankruptcy, environmental, labor, employee benefits, securities, tax, finance, real estate, and litigation matters.

6. On or about January 14, 2000, the UST filed a written objection to the KMZR Retention Application (the "*UST Objection*") and, thereafter, propounded written discovery upon KMZR. KMZR thereafter began assembling materials responsive to the UST's discovery requests, began working on a response to the UST objection, and began negotiations with the UST and the Committee regarding the issues raised by the KMZR Retention Application and by the UST Objection. KMZR produced documents to the UST and the Committee in the course of such negotiations. Ultimately, KMZR, the UST, the Committee and the Debtors agreed that, in lieu of the Debtors retention of KMZR as counsel under section 327(a) of the Bankruptcy Code, the Debtors would retain KMZR as counsel under section 327(e) of the Bankruptcy Code. Accordingly, on or about February 15, 2000, the Court entered an Order Authorizing Debtors and Debtors-in-Possession to Retain and Employ KMZR as Counsel (the "*KMZR Retention Order*").

Although the KMZR Retention Order set forth certain transitional bankruptcy matters and ordinary course non-bankruptcy matters that KMZR would handle on a going forward basis, the

KMZR Retention Order did allow KMZR to be reimbursed for all legal services rendered from the Petition Date through February 4, 2000, even if such services were rendered in categories other than those set forth in the KMZR Retention Order. In essence, the KMZR Retention Order provided a mechanism whereby KMZR's limited section 327(e) role would be deemed to commence in February, 2000; provided however, that KMZR would not render any services in connection with William Farley (individually or as a member of the board of directors) and any entities related or affiliated with Mr. Farley. In its limited role, this Court approved KMZR's retention as the Debtors' special 327(e) counsel with primary responsibility over the following types of currently pertinent matters:

Ordinary Course, Non-Bankruptcy Legal Matters

Pursuant to section 327(e) of the Bankruptcy Code, the Court authorized KMZR to handle ordinary course, non-bankruptcy legal matters as requested by both the Debtors and their general bankruptcy counsel from time to time including:

- (i) intellectual property (trademarks, licenses, etc.);
- (ii) litigation existing as of the Petition Date (ProPlayer, New England Health Care class action (including the defense of individual directors other than William Farley), etc.);
- (iii) workers' compensation issues relating to ordinary course employment matters involving employee claims (other than general bankruptcy objections to claims), administrative issues and insurance issues; and
- (iv) general corporate matters.

Interim Compensation Procedure

7. In December of 2000, this Court, by order, revised the interim compensation

procedure (the “*Revised Compensation Procedure*”). Pursuant to the Revised Compensation Procedure, the fee applicant should file a fee application with the Court and concurrently serve the fee application on the Debtors and certain other parties-in-interest listed. If there are no timely objections to the fee application, the professional fee applicant would be permitted to be paid eighty percent (80%) of the amount of fees incurred for the time period and one hundred percent (100%) of disbursements for the applicable time period.

8. At three month intervals, each professional must file with the Court and serve upon the Debtors and certain other parties-in-interest, a request for interim Court approval and allowance of the 20% of the amount of fees incurred which are held back in each fee application in accordance with the Revised Compensation Procedure.

#### **Relief Requested**

9. By this Application, KMZ requests (a) interim allowance of \$24,458.50 in fees and reimbursement of \$484.30 in expenses incurred during the Interim Application Period; and (b) final allowance of \$1,515,589.00 in fees and reimbursement of \$202,378.23 in expenses incurred during the Final Application Period.<sup>1/</sup>

#### **Value of Services Rendered**

10. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that:

the court may award... reasonable compensation for actual, necessary services rendered by the... attorney and by any paraprofessional person... and... reimbursement for actual, necessary expenses.... In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including — (A) the time

---

<sup>1/</sup> To date, the only amount not awarded to KMZR is the 20% holdback amount (\$11,604.00) from the Ninth Interim Fee Application



spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11. In evaluating the services rendered by KMZR, the Court should ascertain whether or not such services were rendered and billed in accordance with the established market for legal services in matters similar to those encountered by KMZR. *Mann v. McCombs (In re McCombs)*, 751 F.2d 286, 288 (8th Cir. 1984) (Section 330 "is meant to encourage high standards of professional legal practice in the bankruptcy courts.... Bankruptcy courts must consider whether the fee awards are commensurate with fees for professional services in non-bankruptcy cases, thus providing sufficient economic incentive to practice in bankruptcy courts."). KMZR staffed these cases, and charged hourly rates, no differently than KMZR would in representing any other client. Moreover, KMZR consistently and consciously made every reasonable effort to represent the Debtors in the most economical, efficient, and practical manner.

12. KMZR's hourly rates of compensation for attorneys and paraprofessionals during the Interim Application Period range from \$85 to \$495. Those rates are comparable to rates charged by other practitioners having the same amount of experience, expertise, and standing for similar services in comparable chapter 11 cases.

13. In these chapter 11 cases, KMZR performed services at the highest skill level, with certain key KMZR attorneys who devoted time to these cases to the exclusion of other matters,

charged fees that are customary in similar cases, worked under severe time constraints on numerous occasions, obtained excellent results, and utilized attorneys having the utmost of experience and ability. Whenever possible, KMZR attorneys utilized the assistance of junior attorneys and paraprofessionals.

14. Given the nature and quality of the services rendered, the time constraints imposed on KMZR, the interests at stake, the amounts involved, the responsibility assumed by KMZR, the delay in payment of KMZR's fees and expenses and the experience, ability, and standing of the attorneys involved, the compensation requested for legal services rendered during the Interim Application Period is a reasonable amount that should be allowed in full. Likewise, the out-of-pocket expenses incurred during the Interim Application Period are reasonable and should be allowed in full.

#### **Amounts Requested**

15. KMZR has reviewed its time entries and endeavored to place all such entries into discrete billing categories, according to the task performed. A summary of all principal activities of KMZR, with the total hours and fees incurred in each category, is set forth below. During the Interim Application Period, KMZ rendered a total of 77.00 hours of legal and paraprofessional services to the Debtor having an aggregate value of \$24,458.50. During the Final Application Period, KMZ rendered a total of 5425.60 hours of legal and paraprofessional services to the Debtor having an aggregate value of \$1,515,589.00.

16. KMZR has divided its time entries into the following categories:

<b>Description</b>	<b>Interim Application Period Total Hours</b>	<b>Interim Application Period Total Fees Incurred</b>	<b>Final Application Period Total Hours</b>	<b>Final Application Period Total Fees Incurred</b>
Licensing Issues	41.10	\$12,866.00	365.80	\$113,094.50
RCM USA, Inc.	21.60	\$9,055.50	42.90	\$17,976.00
Fee Applications	10.20	\$1,909.50	137.90	\$25,919.50
General Corporate Issues	0.80	\$380.00	89.20	\$37,176.50
Pro Player Litigation	3.30	\$247.50	2649.90	\$730,274.50
Miscellaneous Issues	0.00	\$0.00	97.00	\$27,545.00
Case Administration	0.00	\$0.00	360.20	\$95,418.50
Corporate Issues	0.00	\$0.00	4.40	\$1,935.00
Sale of Assets	0.00	\$0.00	40.40	\$7,762.00
New England Health Class Action Lawsuit	0.00	\$0.00	375.10	\$114,126.50
Schedules and Reports	0.00	\$0.00	20.70	\$3,656.00
Creditor Inquiries and Negotiations	0.00	\$0.00	137.20	\$39,435.50
Claims Analysis & Objections	0.00	\$0.00	25.30	\$3,795.00
Employment of Professionals	0.00	\$0.00	208.80	\$59,822.50
Executory Contracts and Unexpired Leases	0.00	\$0.00	90.00	\$18,420.00
Debtor in Possession Financing	0.00	\$0.00	502.00	\$141,934.00
Labor Issues	0.00	\$0.00	42.30	\$8,258.00
Tax Issues	0.00	\$0.00	3.80	\$1,483.00
Caymans Proceedings	0.00	\$0.00	106.00	\$20,547.50
International Issues	0.00	\$0.00	23.00	\$5,298.50
Docket Charges	0.00	\$0.00	0.30	\$24.00
Insurance Issues	0.00	\$0.00	78.20	\$31,525.00

<b>Description</b>	<b>Interim Application Period Total Hours</b>	<b>Interim Application Period Total Fees Incurred</b>	<b>Final Application Period Total Hours</b>	<b>Final Application Period Total Fees Incurred</b>
Investigation – Trade Secrets Theft	0.00	\$0.00	25.60	\$10,240.00
<b>TOTAL</b>	<b>77.00</b>	<b>\$24,458.50</b>	<b>5425.60</b>	<b>\$1,515,589.00</b>

17. The following is a separate description of KMZR’s three primary billing categories during the Interim Application Period. A detailed summary of time is attached hereto and incorporated herein as Exhibit 1, which detailed summary contains: (a) detailed descriptions of all services rendered in each of the above categories; (b) the timekeeper, date, and amount of time expended in each category; (c) the total time and value of services rendered in each category; and (d) a summary chart for each category setting forth each attorney who rendered services, their total time, and the total dollar value. For the sake of convenience, expenses have been classified separately, and are discussed in detail below.

**Licensing Issues**

18. KMZR expended 41.10 hours having a value of \$12,866.00 in connection with this category during the Interim Application Period. Both prior to and since the Petition Date, Fruit of the Loom has engaged KMZR’s services to assist it with ordinary course licensing, trademark, and related intellectual property issues that large apparel makers typically encounter. Accordingly, this category consists of ordinary course, intellectual property legal services routinely performed by KMZR on behalf of Fruit of the Loom. The following is a summary of the time devoted, and charges incurred, by each KMZR attorney and paraprofessional in this category:

Name	Hours	Average Rate	Dollars
Achterhof, Kristin J.	7.10	\$ 330.00	\$ 2,343.00
Achterhof, Kristin J.	18.30	\$ 340.00	\$ 6,222.00
Davis, Sylvia D.	2.60	\$ 245.00	\$ 637.00
Liou, Lisa K.	2.80	\$ 315.00	\$ 882.00
Liou, Lisa K.	1.50	\$ 325.00	\$ 487.50
Mandell, Floyd A.	2.90	\$ 450.00	\$ 1,305.00
Walker, Nicole	4.50	\$ 165.00	\$ 742.50
Williams, Becky A.	0.80	\$ 185.00	\$ 148.00
Wing, Deborah	0.60	\$ 165.00	\$ 99.00
<b>TOTAL</b>	41.10	\$ 313.00	\$ 12,866.00

**RCM USA, Inc.**

19. KMZR expended 21.60 hours having a value of \$9,055.50 in connection with this category during the Interim Application Period. Unlike the above-described "Licensing Issues" billing category which contemplates ordinary course, general intellectual property-related representation by KMZR, the "RCM USA, Inc." billing category consists of legal services rendered by KMZR on behalf of Fruit of the Loom in connection with a discrete trademark dispute. The following is a summary of the time devoted, and charges incurred, by each KMZR attorney and paraprofessional in this category:

Name	Hours	Average Rate	Dollars
Liou, Lisa K.	0.70	\$ 315.00	\$ 220.50
Mandell, Floyd A.	18.90	\$ 450.00	\$ 8,505.00
Walker, Nicole	2.00	\$ 165.00	\$ 330.00
<b>TOTAL</b>	21.60	\$ 419.00	\$ 9,055.50

20. KMZR expended 14.30 hours of time having a value of \$2,537.00 in the remaining categories outlined in Exhibit 1. The services in those remaining categories include, but are not limited to the following: (a) preparation of fee applications; (b) counseling regarding general corporate issues; and (c) Pro Player Litigation.

### **Expenses Incurred**

21. KMZR seeks allowance and payment of \$484.30 in expenses incurred on behalf of the Debtors during the Interim Application Period. Detailed itemizations of all of the expenses incurred may be found as part of Exhibit 2. Expenses were incurred in the following categories:

(a) In-House Photocopy Costs: For In-House Photocopying Charges incurred during the Interim Application Period, KMZR seeks reimbursement in the amount of \$326.70. During the Interim Application Period, KMZR incurred in-house photocopy costs in the amount of \$435.60, based upon KMZR's standard rate of \$.20 per page. In accordance with the local rules of this Court, KMZR has agreed to seek reimbursement for its in-house copying charges at a reduced rate of \$.15 per page.

(b) Express/Certified Postage: During the Interim Application Period, KMZR incurred expenses for express/certified postage in the amount of \$99.60.

(c) Air Express, Shipping, etc: During the Interim Application Period, KMZR incurred expenses for air express, shipping, etc. in the amount of \$48.50. The exigency of certain situations require the occasional use of overnight delivery services to parties located outside of the Chicago metropolitan area. These charges were necessary to the proper representation of the Debtors, and were only used when ordinary mail would not suffice. KMZR makes no profit on these expenses.

(d) Telecopier Charges: During the Interim Application Period, KMZR incurred charges for outgoing facsimile transmissions in the amount of \$8.00. Similarly, facsimile transmission was necessitated in certain instances to immediately transmit documents to parties located outside of the Chicago area. Facsimile transmission is frequently required in order to obtain immediate approval and/or review of documents and correspondence. Facsimile transmissions are an ordinary and customary means of communication. KMZR presently charges all of its clients \$1.00 per page for long distance facsimile transmissions. No charge is made for incoming facsimiles.

(e) Long Distance Telephone Calls: During the Interim Application Period, KMZR incurred long distance and cellular telephone calls in the amount of \$1.50. KMZR does not charge its clients for local telephone usage, as these charges are considered "overhead" costs. However, in order to properly attribute long distance telephone calls to each client, KMZR maintains a record of long distance telephone call charges made through a computerized system. This procedure requires the caller to key in a client's code number when initiating the call. In this fashion, the long distance calls are not considered "overhead," the cost of these calls is not factored into KMZR's hourly rates, and clients are therefore not expected to pay for long distance calls made on behalf of other clients. KMZR makes no profit on long distance telephone expenses.

### **Summary and Conclusion**

22. KMZR seeks interim allowance of the reasonable value of the professional services rendered by KMZR to the Debtor in this chapter 11 case during the Interim Application Period in the amount of \$24,458.50. KMZR also seeks interim allowance of \$484.30 incurred in out-of-

pocket costs and expenses. Finally, KMZR seeks final allowance of \$1,515,589.00 in fees and reimbursement of \$202,378.23 in expenses incurred during the Final Application Period.

23. The rates of compensation for attorneys and supporting paraprofessionals, and the expenses incurred by KMZR, are customary and ordinary rates, fees, and expenses charged by KMZR in matters of this type. All services and expenses for which KMZR requests compensation and reimbursement were performed and incurred for and on behalf of the Debtors. All services and expenses for which KMZR requests compensation and reimbursement benefitted the Debtors' bankruptcy estates.

24. No agreement or understanding exists between KMZR and any other person for sharing of compensation which has been or will be received, except such sharing as is customary and generally accepted among attorneys within a law firm. No agreement or understanding, express or implied, has been or will be entered into for purposes of fixing the fees or other compensation to be paid to any other attorney for any party-in-interest, to any other party-in-interest, or to any person for services rendered in connection herewith in the assets of the estate contrary to the provisions of the Bankruptcy Code. KMZR at all times acted pursuant to the instructions of its client; however, KMZR consistently and conscientiously attempted to handle all matters in the most efficient and economic manner possible.



**WHEREFORE**, KMZR respectfully requests that this Court enter an order:

(A) granting interim approval for compensation to KMZR in the amount of \$24,458.50 for services rendered during the Interim Application Period;

(B) granting interim approval for reimbursement of expenses to KMZR in the amount of \$484.30 for expenses actually and necessarily incurred during the Interim Application Period;

(C) granting final approval for compensation to KMZ in the amount of \$1,515,589.00 and reimbursement of expenses in the amount of \$202,378.23 for the Final Application Period;

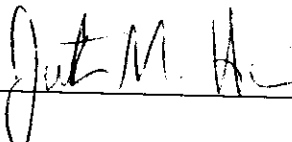
(D) payment of \$11,604.00, which is the amount previously held back from KMZR's Ninth Interim Fee Application; and

(E) granting such other and further relief as the Court deems just and proper.

Dated: June 27, 2002

**KATTEN MUCHIN ZAVIS ROSENMAN**

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



Justin M. Hines  
KATTEN MUCHIN ZAVIS ROSENMAN  
525 West Monroe Street, Suite 1600  
Chicago, Illinois 60661-3693  
Telephone: (312) 902-5200  
Facsimile: (312) 902-1061

**EXHIBIT 1**

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
12/01/01	Achterhof, Kristin J.	Prepare correspondence to client advising of privacy implications of online advertising.	2.10	330.00	693.00	11427023	
12/02/01	Achterhof, Kristin J.	Prepare report to clients re: ICG website.	2.20	330.00	726.00	11422938	
12/03/01	Achterhof, Kristin J.	Finalize opinion letter to client re: website.	2.10	330.00	693.00	11422977	
12/05/01	Walker, Nicole	Contact Trademark Trial and Appeal Board for status of application proceedings per Lisa Liou (.2); teleconference with Trademark Trial and Appeal Board (.2); correspondence to Lisa Liou regarding same (.1)	0.50	165.00	82.50	11386364	
12/14/01	Liou, Lisa K.	Review file re: status of "FRUIT OF THE WOMB" opposition (1.0); telephone conference with R. Windheim re: potential settlement and extension (.5); prepare stipulated request for extension (1.0); direct N. Walker re: filing same in USPTO (.3).	2.80	315.00	882.00	11427051	
12/14/01	Walker, Nicole	FOL v. Roxanne Windheim - Telephone conference with L. Liou re: agreed motion (.2); letter to trademark trial and appeal board re: same (.3); letter to L. Doolley re: same (.3); finalize motion for filing with trademark office (.2).	0.80	165.00	132.00	11396453	
12/17/01	Mandell, Floyd A.	Re Roxanne Windheim: Review extension of time documents and conference with Lisa Liou re: closure and settlement (.5).	0.50	450.00	225.00	11396614	
12/18/01	Walker, Nicole	FOL v. Forbidden Fruit - Letter to Trademark Trial & Appeal Board re: opposition (.4); letter to Les Dooley re: same (.3); finalize documents for filing with trademark office per L. Liou (.3).	1.00	165.00	165.00	11396406	
12/31/01	Mandell, Floyd A.	Re: Forbidden Fruit - Review motion to withdraw as counsel filed by opposing counsel (.4); review file re: status (.4); e-mail to Lait Meister and Lisa Liou re: status (.2); letter to Les Dooley re: status and strategy (.5).	1.50	450.00	675.00	11410804	
12/31/01	Mandell, Floyd A.	Re Windham - Review status of matter (.2).	0.20	450.00	90.00	11410805	
12/31/01	Achterhof, Kristin J.	Review file and correspondence from client and confer with opposing counsel regarding potential settlement of trademark dispute (.7).	0.70	330.00	231.00	11427009	
01/03/02	Achterhof, Kristin J.	Telephone call to opposing counsel to discuss potential settlement terms and review file in preparation for same (.7).	0.70	340.00	238.00	11461183	

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
01/04/02	Liou, Lisa K.	Compile and transition various trademark matters to K. Achterhof (1.0); confer with K. Achterhof re: same (.5).	1.50	325.00	487.50	11480212	
01/04/02	Williams, Becky A.	Review request for extension of time for filing Notice of Opposition (.4); finalize and file same (.4).	0.80	185.00	148.00	11455315	
01/04/02	Achterhof, Kristin J.	Further discussions with opposing counsel regarding Fruits of the Spirit application and prepare correspondence to client regarding same (1.2).	1.20	340.00	408.00	11461681	
01/04/02	Achterhof, Kristin J.	Meeting with Lisa Liou to discuss background and status of matters involving FRUIT OF THE WOMB and FORBIDDEN FRUIT marks in anticipation of Lisa's departure from firm on 1/31/02 (.8).	0.80	340.00	272.00	11463780	
01/08/02	Achterhof, Kristin J.	Telephone call to opposing counsel re: FRUIT opposition and review file re: same (.4).	0.40	340.00	136.00	11469239	
01/15/02	Achterhof, Kristin J.	Telephone conference with opposing counsel to discuss settlement of PRVIT matter (.4).	0.40	340.00	136.00	11474591	
01/16/02	Achterhof, Kristin J.	Prepare stipulation for filing in connection with FRUIT matter and correspondence to opposing counsel regarding same (1.3).	1.30	340.00	442.00	11474827	
01/16/02	Walker, Nicole	Prepare draft of Stipulated Request for Extension of Time per K. Achterhof (.5); letter to Trademark Office (.2); finalize Extension and file with Trademark Office (.3).	1.00	165.00	165.00	11453282	
01/22/02	Achterhof, Kristin J.	Telephone conference with client re: domain name disputes and follow-up re: same (.6).	0.60	340.00	204.00	11477201	
01/28/02	Achterhof, Kristin J.	Follow-up with Floyd Mandell regarding Forbidden Fruit matter (.4).	0.40	340.00	136.00	11477309	
01/30/02	Achterhof, Kristin J.	Follow-up with client regarding pending domain name disputes (.3).	0.30	340.00	102.00	11477416	
01/31/02	Achterhof, Kristin J.	Review order received from USPTO in response to stipulation filed in connection with application for FRUITS OF THE SPIRIT mark (.2).	0.20	340.00	68.00	11477591	
02/04/02	Achterhof, Kristin J.	Review file materials regarding Fruits of the Womb opposition and outline status and recommendations for handling (1.4).	1.40	340.00	476.00	11518272	
02/06/02	Achterhof, Kristin J.	Follow-up with Sylvia Davis regarding Fruit of the Womb matter (.4).	0.40	340.00	136.00	11518110	

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
02/14/02	Davis, Sylvia D.	Review files for FRUIT OF THE WOMB matter and determine strategy for going forward (1.4). Instruct Al Rose to contact PIO to determine whether last consented motion to extend time was granted by the Board (.4).	1.80	245.00	441.00	11508368	
02/22/02	Mandell, Floyd A.	Re: FORBIDDEN FRUIT: Review Order from Trademark Trial and Appeal Board (.2); letter to Les Dooley re: same (.5).	0.70	450.00	315.00	11502231	
02/25/02	Achterhof, Kristin J.	Review status report regarding Fruit of the Womb application (.4).	0.40	340.00	136.00	11526648	
02/25/02	Achterhof, Kristin J.	Follow-up with opposing counsel regarding Fruits of the Spirit settlement talks (.6).	0.60	340.00	204.00	11526663	
02/25/02	Davis, Sylvia D.	Review files and make calls to attempt contact with applicant of FRUIT OF THE WOMB mark (.5). Send correspondence to Kris Achterhof re: same (.3).	0.80	245.00	196.00	11525505	
03/01/02	Achterhof, Kristin J.	Telephone conference in effort to reach settlement of matter with opposing counsel (re: Fruits of the Spirit trademark registration application)	0.50	340.00	170.00	11574721	
03/05/02	Wing, Deborah	Prepare fourth stipulated request for extension of time to file notice of opposition (.30); prepare letter to Patent & Trademark Office re: filing of Stipulated Request (.20); docket information re: filing of request (.10).	0.60	165.00	99.00	11530267	
03/05/02	Achterhof, Kristin J.	Prepare stipulation for extension of time to file opposing proceeding in connection with application for registration filed by Galilee Group.	0.60	340.00	204.00	11574719	
03/06/02	Achterhof, Kristin J.	Prepare status report to John Hans regarding Fruits of the Spirit matter.	0.40	340.00	136.00	11574726	
03/15/02	Achterhof, Kristin J.	Review file materials and telephone opposing counsel to discuss stipulation in FRUIT matter.	0.60	340.00	204.00	11574453	
03/15/02	Walker, Nicole	Correspondence with K. Achterhof regarding extension for FRUIT.	0.20	165.00	33.00	11535349	
03/18/02	Achterhof, Kristin J.	Telephone conference with John Murtaugh regarding FRUIT application and prepare stipulation for extension of time.	1.20	340.00	408.00	11575008	
03/18/02	Walker, Nicole	Prepare stipulated Extension Request per K. Achterhof; file with Trademark Office.	1.00	165.00	165.00	11536261	

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
03/21/02	Achterhof, Kristin J.	Prepare status report and litigation recommendations to client with respect to pending application for FRUIT mark.	0.70	340.00	238.00	11575399	
04/03/02	Achterhof, Kristin J.	Exchange correspondence with Les Dooley regarding status of pending matters and review files.	1.30	340.00	442.00	11621502	
04/16/02	Achterhof, Kristin J.	Review correspondence from Les Dooley regarding Tombolini and prepare response.	0.40	340.00	136.00	11625360	
04/16/02	Achterhof, Kristin J.	Review correspondence from German counsel and decision by German trademark board, and review status of matter pending in U.S.	0.80	340.00	272.00	11625362	
04/18/02	Achterhof, Kristin J.	Conduct research of law under international treaties regarding impact of decision of German court.	1.80	340.00	612.00	11625599	
04/22/02	Achterhof, Kristin J.	Prepare for and participate in conference with Les Dooley regarding various matters.	0.90	340.00	306.00	11626044	
			<u>41.10</u>		<u>12,866.00</u>		

NOTE: There is 2,825.00 in unbilled time not included on this prebill.

**TIMEKEEPER SUMMARY**

ID	Name	Hours	Avg. Rate	Amount	% of Total	Last Time Entry Date	Variance + or -
33066	Achterhof, Kristin J.	7.10	330.00	2,343.00	18.00	05/31/02	
33066	Achterhof, Kristin J.	18.30	340.00	6,222.00	48.00	05/31/02	
33654	Davis, Sylvia D.	2.60	245.00	637.00	5.00	05/31/02	
32645	Ljou, Lisa K.	2.80	315.00	882.00	7.00	05/31/02	
32645	Ljou, Lisa K.	1.50	325.00	487.50	4.00	05/31/02	
31420	Mandell, Floyd A.	2.90	450.00	1,305.00	10.00	06/04/02	
33325	Walker, Nicole	4.50	165.00	742.50	6.00	04/30/02	
32913	Williams, Becky A.	0.80	185.00	148.00	1.00	06/14/02	
32878	Wing, Deborah	0.60	165.00	99.00	1.00	06/25/02	
	<b>Matter Totals:</b>	<u>41.10</u>	<u>313.00</u>	<u>12,866.00</u>			



Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
07/02/01	Mandell, Floyd A.	Edit and finalize Notice of Opposition (1.0) and e-mail L. Dooley regarding same (.2).	1.20	450.00	540.00	11138571	
07/02/01	Walker, Nicole	Conference with F. Mandell regarding ownership of Fruit of The Loom Trademarks (.2).	0.20	165.00	33.00	11136185	
07/03/01	Mandell, Floyd A.	Review and revise Notice of Opposition and prepare letter to client after review of updated Trademark Office information (.8).	0.80	450.00	360.00	11138485	
07/03/01	Walker, Nicole	Research and review Trademarks currently owned by Fruit of The Loom in support of opposition (.5); revise opposition pleading to reflect same (.3).	0.80	165.00	132.00	11136187	
07/05/01	Mandell, Floyd A.	Review and revise Notice of Opposition (.5); letter to L. Dooley (.3); follow-up letter to opposing counsel (.5).	1.30	450.00	585.00	11138321	
07/09/01	Mandell, Floyd A.	Follow-up regarding cease and desist letter (.3); e-mail L. Dooley at Fruit of the Loom (.2).	0.50	450.00	225.00	11139481	
07/11/01	Mandell, Floyd A.	Review L. Dooley's voice mail and edit changes to Notice of Opposition (.5); respond to L. Dooley and instruct paralegal on filing (.3).	0.80	450.00	360.00	11142109	
07/12/01	Mandell, Floyd A.	Review and revise Notice of Opposition (.5); letter to opposing counsel (.6).	1.10	450.00	495.00	11141758	
07/12/01	Walker, Nicole	Letter to Trademark Trial and Appeal Board regarding opposition (.5).	0.50	165.00	82.50	11140751	
07/13/01	Mandell, Floyd A.	Call to and letter to opposing counsel in preparation of Notice of Opposition for filing (1.1).	1.10	450.00	495.00	11141885	
07/16/01	Mandell, Floyd A.	Follow-up with Filing of Notice of Opposition (.2); call to opposing counsel (2).	0.40	450.00	180.00	11143141	
07/17/01	Mandell, Floyd A.	Follow-up on filing of Notice of Opposition (.3).	0.30	450.00	135.00	11142921	
07/27/01	Mandell, Floyd A.	Check status/filing of notice and recordation (.3).	0.30	450.00	135.00	11154738	
08/07/01	Mandell, Floyd A.	Review Trademark Office order regarding scheduling (.2); letter to L. Dooley regarding same (.2); attend to scheduling and drafting interrogatories and document requests (.3).	0.70	450.00	315.00	11210397	
08/09/01	Mandell, Floyd A.	Review notes and file (.3); conference with L. Liou regarding drafting interrogatories and document requests (.3).	0.60	450.00	270.00	11210731	
08/20/01	Mandell, Floyd A.	Discuss discovery opening with L. Liou (.4).	0.40	450.00	180.00	11211589	
08/23/01	Mandell, Floyd A.	Prepare meeting for August 24 with opposing counsel (.3).	0.30	450.00	135.00	11211658	



Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
08/24/01	Mandell, Floyd A.	Meet with opposing counsel regarding settlement (1.0); review file prior to meeting (.2); call to L. Dooley (.2).	1.40	450.00	630.00	11210428	
08/27/01	Mandell, Floyd A.	Call to opposing counsel and follow-up on conversation last week in New York (.3); review file and e-mail status to L. Dooley (.5).	0.80	450.00	360.00	11210351	
08/29/01	Mandell, Floyd A.	Review and respond to L. Dooley's e-mail regarding products on which client has used its trademark; obtain SAEGIS report (.4).	0.40	450.00	180.00	11212401	
08/30/01	Mandell, Floyd A.	Review SAEGIS trademark search report for LOOM (.8); letter to L. Dooley regarding results of trademark search (.5); conference with opposing counsel regarding settlement (.5); conference with opposing counsel regarding settlement (.30).	1.60	450.00	720.00	11210983	
09/04/01	Mandell, Floyd A.	Conference with opposing counsel regarding status of settlement (.4).	0.50	450.00	225.00	11243996	
09/06/01	Mandell, Floyd A.	Call opposing counsel regarding possible meeting in New York on September 7th (.3); discuss drafting discovery with L. Liou (.4).	0.70	450.00	315.00	11243726	
09/10/01	Mandell, Floyd A.	Review drafts of initial discovery from L. Liou (.9).	0.90	450.00	405.00	11250206	
09/13/01	Mandell, Floyd A.	Further revise written discovery (.5).	0.50	450.00	225.00	11250639	
09/14/01	Mandell, Floyd A.	Conference with opposing counsel regarding settlement (.4).	0.40	450.00	180.00	11253773	
09/17/01	Mandell, Floyd A.	Follow-up call to opposing counsel regarding settlement (.4).	0.40	450.00	180.00	11253787	
09/19/01	Walker, Nicole	Revisc certificates of service for Interrogatories and Request for Production (.3); letter to L. Dooley regarding same (.2).	0.50	165.00	82.50	11247646	
09/20/01	Mandell, Floyd A.	Conferences with L. Liou regarding discovery (.2); review correspondence (.2).	0.40	450.00	180.00	11253732	
09/21/01	Mandell, Floyd A.	Review correspondence to opposing counsel regarding discovery (.3).	0.30	450.00	135.00	11254027	
10/17/01	Liou, Lisa K.	Check on status of matter and report same to F. Mandell (.4); discuss strategy and timing issues (.3).	0.70	315.00	220.50	11333822	
11/12/01	Mandell, Floyd A.	Review Trademark Trial and Appeal Board Order and file (.3); letter to L. Dooley re: same (.2).	0.50	450.00	225.00	11350884	
01/31/02	Mandell, Floyd A.	Review Judgment from Trademark Trial and Appeal Board (.2); letter to Lcs Dooley re: same (.1).	0.30	450.00	135.00	11456309	
			21.60		9,055.50		

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
<b>TIMEKEEPER SUMMARY</b>							
ID	Name	Hours	Avg. Rate	Amount	% of Total	Last Time Entry Date	Variance + or -
32645	Liou, Lisa K.	0.70	315.00	220.50	2.00	05/31/02	
31420	Mandell, Floyd A.	18.90	450.00	8,505.00	94.00	06/04/02	
33325	Walker, Nicole	2.00	165.00	330.00	4.00	04/30/02	
<b>Matter Totals:</b>				419.00	9,055.50		

UNBILLED WIP PER PREBILL THRU DATE

Time in Hours	21.60
Time in Dollars	9,055.50
Disbursements	0.00
Total Per Prebill	9,055.50

TOTAL UNBILLED WIP TO DATE

BILLING HISTORY

Time in Hours	21.60	Last Bill Date	12/12/01
Time in Dollars	9,055.50	Last Bill-Thru Date	11/30/01
Disbursements	0.00	Last Bill Amount	8,920.50
		Total Fees Billed	2,880.00
		Total Hours Billed	6.40
		Time Value Billed	2,880.00
Matter Retainer	0.00	Total Disbursements Billed	0.00
CLIENT Retainer (for split bills ONLY)	0.00	Last Payment Date	11/12/01
		Last Payment Amount	2,880.00
		Amount Retainer Applied	0.00

UNAPPLIED RETAINERS

ACCOUNTS RECEIVABLE

Current	0.00	Status	Open
30 Days	0.00	Time Type	BI
60 Days	0.00	Budget Amount	\$ 25000.00
90 Days	0.00	Matter Type	Interval 12
120 Days	0.00	Description	Litigation - Copyright, Trademarks & Trade Secrets
150+ Days	0.00	Bill Rate Code	Fees
Total A/R	0.00	Bill Rate Code	Disbursements
		Bill Group Code	MAIN
		Contact	John J. Ray
		Bill Format Code	MA1OPT
		Open Date	06/29/01
		Claim Number	
		Split Bill?	No

OTHER BILLING INFORMATION

ADDRESS

Fruit of The Loom  
 200 W. Madison Street  
 Suite 2700  
 Chicago IL 60606



Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
12/04/01	Hines, Justin	Discussion with K. Irby re: status of pro forma (.2).	0.20	220.00	44.00	11386315	
12/18/01	Hines, Justin	Further work on 9th interim fee application (-6).	0.60	220.00	132.00	11393407	
01/04/02	Hines, Justin	Attention to further pro forma and billing issues (-4); preparation of ninth fee application (-4).	0.80	240.00	192.00	11428894	
03/12/02	Jawor, Michelle	Started preparing fee applications.	2.00	145.00	290.00	11568157	
03/15/02	Jawor, Michelle	Finished fee application.	3.50	145.00	507.50	11567455	
03/19/02	Hines, Justin	Review, revise and prepare for filing interim fee application for period covering May 2001 through and including November 2001 (2.3); review and edit pro forma for December 2001 and January 2002 (.8).	3.10	240.00	744.00	11536536	
						<u>10.20</u>	
							<u>1,909.50</u>

NOTE: There is 408.00  
 in unbilled time not included on this prebill.

**TIMEKEEPER SUMMARY**

ID	Name	Hours	Avg. Rate	Amount	% of Total	Last Time Entry Date	Variance + or -
34284	Hines, Justin	0.80	220.00	176.00	9.00	06/26/02	
34284	Hines, Justin	3.90	240.00	936.00	49.00	06/26/02	
32911	Jawor, Michelle	5.50	145.00	797.50	42.00	05/31/02	
<b>Matter Totals:</b>		<u>10.20</u>	<u>187.00</u>	<u>1,909.50</u>			



Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
12/12/01	Muchin, Allan B.	Telephone conversation with S. Bashwiner re: FOI. update 2).	0.20	475.00	95.00	11389748	
12/19/01	Muchin, Allan B.	Discussion with S. Libowsky.	0.30	475.00	142.50	11394318	
04/08/02	Muchin, Allan B.	Telephone conversation with S. Bashwiner re B. Ridge.	0.30	475.00	142.50	11579260	
			<u>0.80</u>		<u>380.00</u>		

**TIMEKEEPER SUMMARY**

ID	Name	Hours	Avg. Rate	Amount	% of Total	Last Time Entry Date	Variance + or -
31016	Muchin, Allan B.	0.80	475.00	380.00	100.00	06/24/02	
	<b>Matter Totals:</b>	<u>0.80</u>	<u>475.00</u>	<u>380.00</u>			





Billing Team  
Description of Legal Services

211332-00019

Bill Atty # 30020  
Prebill #294207

Fruit of The Loom, Debtor in Possession  
Pro Player Litigation

Date	Attorney or Assistant	Description	Hours	Rate	Amount	Number	Hold/ Transfer
12/07/01	Rossing, Carl	Converting to AMICUS format, loading William Farley 2/1/1995 and 2/2/1994; Richard Lappin 2/29/1996; Mark Steinkrauss 1/26/1996 transcripts to Summation Blaze on network and notifying team members of search availability. Print documents from client file.	0.80	75.00	60.00	114066663	
03/25/02	Rossing, Carl		2.50	75.00	187.50	11549571	
			<u>3.30</u>		<u>247.50</u>		

**TIMEKEEPER SUMMARY**

ID	Name	Hours	Avg. Rate	Amount	% of Total	Last Time Entry Date	Variance + or -
32379	Rossing, Carl	3.30	75.00	247.50	100.00	05/31/02	
	<b>Matter Totals:</b>	<u>3.30</u>	<u>75.00</u>	<u>247.50</u>			

**EXHIBIT 2**

Billing Team

Description of Disbursements

211332-00022

Bill Atty # 30020

Fruit of The Loom. Debtor in Possession

Prebill #294207

Expenses

UNBILLED DISBURSEMENTS

Date	Description	Quantity	Amount	Check #	Disb	Entry #	Hold/Transfer
12/03/01	Photocopies for 12/03/2001	48	9.60		77	5573405	
12/04/01	Photocopies for 12/04/2001	340	68.00		77	5575202	
12/05/01	Photocopies for 12/05/2001	90	18.00		77	5576489	
12/06/01	Photocopies for 12/06/2001	142	28.40		77	5577288	
12/07/01	Photocopies for 12/07/2001	34	6.80		77	5578099	
12/12/01	Photocopies for 12/12/2001	66	13.20		77	5581542	
12/14/01	Express Mail on 11/5/01 to ACT; D. Wing	N/A	12.45		45	5581102	
12/14/01	Express mail on 11/16/01 to ACT; N. Walker	N/A	24.90		45	5581144	
12/14/01	Photocopies for 12/14/2001	31	6.20		77	5583837	
12/18/01	Photocopies for 12/18/2001	100	20.00		77	5586425	
12/20/01	Diamond messenger invoice #71002-71018 on 10/18/01 to Butler Rubin	N/A	3.90		27	5586204	
12/20/01	Local delivery charge ref #284426 dated 12/17/2001 to 200 W. Madison on 11/06/2001 from Muchin, Allan	N/A	3.90		27	5588086	
12/20/01	Photocopies for 12/20/2001	380	76.00		77	5588489	
12/24/01	Fax sent to 270-438-1335 on 12-05/2001 from Achterhof, Kristin	8	8.00		35	5589311	
01/09/02	Photocopies for 01/09/2002	34	6.80		77	5599339	
01/09/02	Photocopies for 01/09/2002	63	12.60		77	5600691	
01/11/02	Photocopies for 01/11/2002	24	4.80		77	5602858	
01/16/02	Express Mail on 12/15/01 to ACT; N. Walker	N/A	24.90		45	5603833	
01/16/02	Photocopies for 01/16/2002	29	5.80		77	5605105	
02/05/02	Photocopies for 02/05/2002	189	37.80		77	5619173	
02/07/02	Photocopies for 02/07/2002	28	5.60		77	5622220	
02/11/02	Photocopies for 02/11/2002	21	4.20		77	5624503	
02/19/02	Photocopies for 02/19/2002	11	2.20		77	5629201	
02/20/02	Long distance call to Cleveland, Ohio 216-579-1700 on 01-16/2002 by Achterhof, Kristin J. from 5296	N/A	1.50		10	5630559	
02/28/02	Photocopies for 02/28/2002	30	6.00		77	5639810	
02/28/02	Photocopies for 02/28/2002	28	5.60		77	5639811	
03/01/02	Photocopies for 03/01/2002	63	12.60		77	5641477	
03/01/02	Photocopies for 03/01/2002	9	1.80		77	5641478	
03/05/02	Photocopies for 03/05/2002	27	5.40		77	5643332	
03/07/02	Photocopies for 03/07/2002	26	5.20		77	5645227	
03/11/02	Express mail on 1/4/02 to ACT from B. Williams	N/A	12.45		45	5644927	
03/19/02	Photocopies for 03/19/2002	53	10.60		77	5654090	

Billing Team

211332-00022

Bill Atty # 30020  
Prebill #294207

Description of Disbursements  
Fruit of The Loom, Debtor in Possession  
Expenses

UNBILLED DISBURSEMENTS

Date	Description	Quantity	Amount	Check #	Disb	Entry #	Hold/ Transfer
04/02/02	overnight courier ref# 290412 dated on: 03/29/2002 to: SAUL EWING REMICK & SAUL in: DE on: 03/19/2002 from: J HINES #497950245736	N/A	40.70		27	5663164	
04/02/02	Photocopies for 04/02/2002	12	2.40		77	5664063	
04/05/02	Photocopies for 04/05/2002	23	4.60		77	5666326	
04/18/02	Photocopies for 04/18/2002	196	39.20		77	5676068	
04/23/02	Photocopies for 04/23/2002	45	9.00		77	5680071	
04/25/02	Photocopies for 04/25/2002	8	1.60		77	5683684	
04/26/02	Certified mail on 3/5/02 to ACT; D. Wing	N/A	12.45		45	5683366	
04/26/02	Express mail on 3/18/02 to ACT; N. Walker	N/A	12.45		45	5683421	
04/30/02	Photocopies for 04/30/2002	28	5.60		77	5687532	
<b>Total Unbilled Disbursements:</b>			<u>593.20</u>				

NOTE: There is 101.75 in unbilled disbursements not included on this prebill.

UNBILLED DISBURSEMENTS SUMMARY

Code	Name	Amount
45	Express/Certified Postage	99.60
35	Fax	8.00
27	Overnight Courier	48.50
77	Photocopy Costs	435.60
10	Telephone	1.50
<b>Total:</b>		<b>593.20</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
FRUIT OF THE LOOM, INC., *et al.*, ) Case No. 99-4499(PJW)  
)  
Debtors. ) Jointly Administered

**AFFIDAVIT OF JUSTIN M. HINES**

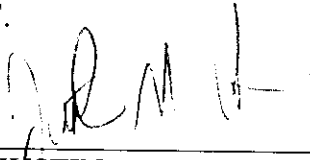
STATE OF ILLINOIS )  
)  
COUNTY OF COOK )

Justin M. Hines, being duly sworn according to law, deposes and says as follows:

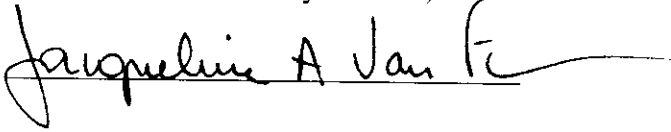
1. I am an Associate in the Firm of Katten Muchin Zavis (“KMZR”), which has served as special counsel to Fruit of the Loom, Inc., *et al.* (the “Debtors”) in the above-captioned chapter 11 cases.
2. I have read the foregoing Tenth Interim and Final Application of KMZR for allowance of compensation and reimbursement of expenses and know the contents thereof and that the same are true and correct, to the best of my knowledge, information and belief.
3. There is no agreement or understanding between KMZR and any other person for a division of compensation as special counsel to the Debtors.
4. No division prohibited by the Bankruptcy Code will be made by KMZR.

5. No agreement prohibited by Title 18, Section 155 has been made.

AFFIANT FURTHER SAYETH NAUGHT.

  
\_\_\_\_\_  
JUSTIN M. HINES

SWORN TO AND SUBSCRIBED  
before me this 27th day of June, 2002

  
\_\_\_\_\_  
Jacqueline A. Van Fossan

