

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:                :
                    :   Chapter 11 Cases
                    :
FRUIT OF THE LOOM, INC., et al., :   No. 99-04497 (PJW)
                    :
                    :   Jointly Administered
                    :   Debtors.
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**FIRST AND FINAL APPLICATION OF MILBANK,
TWEED, HADLEY & M^cCLOY LLP, AS GENERAL BANKRUPTCY
COUNSEL FOR NWI LAND MANAGEMENT CORP., UNDER 11 U.S.C. §§ 330
AND 331, SEEKING APPROVAL AND ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Milbank, Tweed, Hadley & M^cCloy LLP

Authorized to Provide
Professional Services to: NWI Land Management Corp.

Date of Retention: February 4, 2000 (effective as of
August 19, 2002)

Period for which compensation
and reimbursement is sought: May 1, 2002 - August 19, 2002

Amount of Compensation
requested: \$122,507.50

Amount of Expense
Reimbursement requested: \$4,629.72

This is an: _____ interim final application.

This is the first and final fee application filed by Milbank,
Tweed, Hadley & M^cCloy LLP in these cases.

Prior Application:

Period Covered	Requested		Awarded	
	Fees	Expenses	Fees	Expenses
N/A	N/A	N/A	N/A	N/A

**FIRST AND FINAL FEE APPLICATION OF
MILBANK, TWEED, HADLEY & M^CCLOY LLP
SUMMARY OF PROFESSIONALS PROVIDING SERVICES
TO NWI LAND MANAGEMENT CORP.**

NAME	POSITION; EXPERIENCE	HOURLY RATE	TOTAL HOURS	TOTAL COMPENSATION
Joris M. Hogan	Corporate Finance Partner for 11 years; admitted in 1982	\$675	7.50	\$5,062.50
Robert Lawrence	Project Finance Partner for 4 years; admitted in 1983	\$525	85.00	\$44,625.00
Risa M. Rosenberg	Financial Restructuring Of Counsel for 1 year; admitted in 1984	\$530	70.30	\$37,259.00
Bruce Gardner	Real Estate Of Counsel for 2 years; admitted in 1978	\$515	3.00	\$1,545.00
Mary Langton	Real Estate Associate for 5 years; admitted in 1997	\$425	11.90	\$5,057.50
Lisa Brabant	Real Estate Associate for 3 years; admitted in 1999	\$400	1.30	\$520.00
Franklin Simpson	Real Associate for 2 years; admitted in 2001	\$350	16.00	\$5,600.00
Harry Goberdhan	Global Corporate Finance Associate for 2 years; admitted in 2001	\$350	9.80	\$3,430.00
Mark Francini	Global Project Finance Associate for 9 months; admitted in 2002.	\$325	42.00	\$13,650.00
Gad Buchbinder	Tax Associate for 9 months; admission pending	\$325	1.30	\$422.50
Rena Strappazon	Legal Assistant	\$140	12.60	\$1,764.00
Siena Agori-Iwe	Legal Assistant	\$125	16.50	\$2,062.50

Stacy Mungo	Legal Assistant	\$125	2.50	\$312.50
Dane Gibson	Legal Assistant	\$95	2.50	\$237.50
James Schwarz	Administrator	\$205	1.50	\$307.50
Jackie Duobinis	Temp. Atty.	\$185	1.70	\$314.50
Gabriele Zsebi	Librarian	\$135	2.50	\$337.50
TOTAL		\$425.52 (BLENDED RATE) ¹	287.90 HOURS	\$122,507.50

¹ The blended rate excluding paraprofessionals is \$472.28 per hour.

Summary of Disbursements Billed
May 1, 2002 - August 19, 2002

<u>DISBURSEMENTS</u>	<u>AMOUNT</u>
Airfreight	35.15
Cab Fares/Local Transportation	195.72
Computer Database Research	1,059.18
Document Processing/Overtime	1,412.50
Fax	76.00
Mail	214.55
Meals	73.20
Photocopies/Printing	711.10
Telephone	240.83
Travel	611.49
TOTAL DISBURSEMENTS	<u>\$4,629.72</u>

**FIRST AND FINAL FEE APPLICATION OF
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TO NWI LAND MANAGEMENT CORPORATION**

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: :
: Chapter 11 Cases
: FRUIT OF THE LOOM, INC., et al., : No. 99-04497 (PJW)
: :
: Jointly Administered
Confirmed Debtors. :
-----X

**FIRST AND FINAL APPLICATION OF MILBANK, TWEED,
HADLEY & M^cCLOY LLP, AS GENERAL BANKRUPTCY COUNSEL
FOR NWI LAND MANAGEMENT CORP., FOR PERIOD AFTER
EFFECTIVE DATE AND BEFORE NWI EFFECTIVE DATE,
UNDER 11 U.S.C. §§ 330 AND 331, FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Pursuant to the Revised Compensation Order (defined below) and the Confirmation Order (defined below), Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), bankruptcy counsel for NWI-I, Inc., formerly known as Fruit of the Loom, Inc., a Delaware corporation, and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), including NWI Land Management Corp. ("NWI"), submits this application (the "Application") to the Court pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Order No. 32 of the Local Rules of Bankruptcy Procedure ("Local Order No. 32"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated as of January 30, 1996 (the "U.S. Trustee

Guidelines"), requesting entry of an order authorizing (i) interim and final allowance of \$122,507.50 as compensation for professional services rendered, and reimbursement of \$4,629.72 for actual and necessary expenses incurred, from May 1, 2002 through August 19, 2002 (the "Total Compensation Period")¹ for NWI; and (ii) payment from FOL Liquidation Trust on behalf of NWI in the amount of \$127,137.22 for the Total Compensation Period, respectfully represents:

Introduction

1. Chapter 11 Filing. On December 29, 1999 (the "Petition Date"), the Debtors commenced reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code").

2. On April 19, 2002, the Court entered an order (the "Confirmation Order") confirming the Third Amended Joint Plan of Reorganization for The Debtors (as amended thereby, the "Plan"). Under the terms of the Plan, two separate effective dates were established: (i) a general Effective Date for all debtors other than NWI and (ii) an NWI Effective Date for NWI and the NWI Claims (as defined in the Plan). The occurrence of the NWI Effective Date was subject to the satisfaction of certain conditions as set forth in the Plan.

¹ Milbank reserves the right to amend this Application to request compensation and reimbursement for "late-posted" entries that are not reflected in this Application.

3. Through April 30, 2002, the Debtors continued to operate their businesses and manage their property as debtors-in-possession under sections 1107(a) and 1108 of the Bankruptcy Code. On April 30, 2002, the Effective Date (but not the NWI Effective Date) occurred under the Plan. As of the Effective Date, certain members of the Debtors were reorganized as a part of the sale of the Debtors' basic apparel business under the Plan.

4. On August 9, 2002, the Court entered an order, among other things, approving the EPA Settlement Agreement (as such term is defined in the Plan), thereby satisfying the final remaining condition to the occurrence of the NWI Effective Date. On August 19, 2002, the NWI Effective Date occurred. From April 30, 2002 through August 19, 2002, NWI continued to operate its business and manage its remaining property under sections 1107(a) and 1108 of the Bankruptcy Code.

5. Creditors' Committee. On January 10, 2000, the United States Trustee (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors of the Debtors (the "Creditors' Committee") in the Debtors' chapter 11 cases. No trustee or examiner has been appointed in these chapter 11 cases.

6. Jurisdiction. The Court has jurisdiction over this Application under 28 U.S.C. § 1334, which is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of the Debtors' chapter 11 cases and this Application in this

district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code and Local Order No. 32. This Application is made pursuant to the Order of this Court, under 11 U.S.C. §§ 105(a) and 331, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated as of December 30, 1999 (the "Compensation Order"), as amended by that certain Agreed Amended Administrative Compensation Order Establishing Revised Procedures For Interim Compensation and Reimbursement of Expenses of Professionals, dated as of December 27, 2000 (the "Revised Compensation Order"). A copy of the Revised Compensation Order is attached hereto as Exhibit A.

Retention of Milbank and Billing History

7. Milbank's retention as general bankruptcy counsel for the Debtors in these cases was authorized pursuant to the Order (the "Retention Order"), under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 5002, Approving Retention and Employment of Milbank as General Bankruptcy Counsel, entered by this Court on February 4, 2000. The Retention Order authorized Milbank to be compensated pursuant to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the U.S. Trustee Guidelines, and orders of this Court, including the Compensation Order.

8. Pursuant to the Confirmation Order, on June 28, 2002, Milbank filed its Twenty-Fourth and Final Application

seeking final allowance of fees and reimbursement of expenses with respect to all the Debtors (including NWI), for all periods through and including April 30, 2002, specifically reserving the right to file future applications for periods from and after April 30, 2002 with respect to NWI. By order dated September 26, 2002, the Court granted Milbank's Twenty-Fourth and Final Application in full, without prejudice to future applications with respect to NWI for periods from and after April 30, 2002.

9. This Application is Milbank's first and final application for approval and allowance of compensation and reimbursement of expenses with respect to NWI alone for periods after the Effective Date through the NWI Effective Date. Milbank makes this Application for payment of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Confirmation Order, and the Revised Compensation Order.

10. Except as set forth herein, no prior application has been made to this or any other court for the relief requested herein, nor has payment been received by Milbank for legal services provided to and on behalf of the Debtors, or for out-of-pocket expenses incurred in connection therewith.

11. Milbank has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases.

12. No promises have been received by Milbank or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

CASE STATUS

13. Confirmation of Plan. On March 19, 2002, The Debtors filed its Third Amended Joint Plan of Reorganization (as amended, the "Plan"), together with a proposed Supplement (the "Supplement") to the Disclosure Statement. Pursuant to an order dated March 22, 2002, the Court approved the Supplement.

14. The Confirmation hearing with respect to the Plan was held on April 19, 2002. The Court confirmed the Plan by order dated April 19, 2002 (the "Confirmation Order"). The Effective Date of the Plan (but not the NWI Effective Date) occurred on April 30, 2002. On June 6, 2002, in accordance with the Plan, the FOL Liquidation Trust, an entity established pursuant to the Plan, made the initial distribution to holders of Allowed Claims.

15. As set forth above, on August 19, 2002, the NWI Effective Date occurred. On that date, among other things, the NWI Successor Trust and the Custodial Trust were established, and the assets specified in the Plan and the EPA Settlement Agreement were transferred to or vested in those trusts.

RELIEF REQUESTED

16. By this Application, Milbank requests final allowance in the aggregate amount of \$122,507.50 as compensation

for professional services rendered during the Total Compensation Period, and reimbursement of \$4,629.72 for actual and necessary expenses Milbank incurred in connection with rendering such services during the Total Compensation Period, for a total award of \$127,137.22.

17. During the Total Compensation Period, Milbank professionals and paraprofessionals expended 287.90 hours of services for which compensation is requested, at a blended hourly rate of (i) \$425.52, including paraprofessionals, and (ii) \$472.28, excluding paraprofessionals. Milbank professionals and paraprofessionals also provided additional services during the Total Compensation Period for which Milbank is not seeking compensation in this Final Application. The aggregate amount of this voluntary reduction in Milbank's fees for the Total Compensation period is approximately \$365.00.² The services pertaining to these fees do not appear in the detailed description of services rendered.

18. Milbank rendered all services for which compensation is sought to the Debtors solely in connection with these cases, in furtherance of the duties and functions of NWI, and not on behalf of any creditor or other person.

19. Milbank maintains written records of the time expended in the rendition of the professional services required by NWI. These records are maintained in the ordinary course of

² This amount reflects Milbank's voluntary reduction of professional fees.

Milbank's practice. For the convenience of the parties, prefixed hereto as part of the cover sheet is a comprehensive billing summary for the Total Compensation Period, setting forth the name of each Milbank attorney and paraprofessional for whose work on these cases compensation is sought, each attorney's year of bar admission, the aggregate of the time expended by each such attorney and paraprofessional, the hourly billing rates for each professional at Milbank's 2002 billing rates, and an indication of the individual amounts requested as part of the total amount of compensation requested for the Total Compensation Period. Also set forth in the billing summary is additional information indicating whether each attorney is a partner or associate, how many years each attorney has held this position, and each attorney's area of concentration.

20. Annexed hereto as Exhibit B are time entry summaries broken down by project category, based on the U.S. Trustee Guidelines, setting forth a detailed list of services performed by each attorney and paraprofessional on behalf of NWI during the Total Compensation Period.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

21. To provide an orderly summary of the services rendered on behalf of the Debtors by Milbank, and in accordance with the U.S. Trustee Guidelines, Milbank has established the following separate project billing categories in connection with these cases, applicable prior to the Effective Date:

- (a) Adequate Protection Issues and Litigation
- (b) Asset Sales

- (c) Automatic Stay Enforcement and Litigation
- (d) Business Plan Legal Issues
- (e) Case Administration
- (f) Change of Control Transactions
- (g) Claims Analysis and Estimation
- (h) Court Hearings
- (i) Creditors' Committee Meetings
- (j) DIP Financing
- (k) Disclosure Statement
- (l) Employee Issues
- (m) Equipment/Personal Property Leases
- (n) Exclusivity Issues
- (o) Executory Contracts
- (p) Fee Applications - Other
- (q) File, Docket & Calendar Maintenance
- (r) General Communications with Creditors
- (s) General Vendor Issues
- (t) Preparation of Milbank Fee Applications
- (u) Real Property Leases
- (v) Reclamation Advice
- (w) Reorganization Plan
- (x) Reporting Requirements
- (y) Retention of Professionals
- (z) Return of Goods
- (aa) Rule 2004 Examinations
- (bb) Tax Advice
- (cc) Tort and Personal Injury
- (dd) Travel Time³
- (ee) Utilities Advice
- (ff) Voidable Transfers
- (gg) Corporate Governance
- (hh) Farley Issues
- (ii) NWI Land Management Corp.
- (jj) Cayman Islands
- (kk) Non-Bankruptcy Litigation
- (ll) Pro Player
- (mm) Farley Investigation
- (nn) The Debtors Investments
- (oo) Lee Litigation
- (pp) Corporate Strategy

For the period between the Effective Date and the NWI Effective Date, time and expenses related to NWI continued to be billed to the NWI Land Management Corp. number.

³ Milbank seeks compensation for 50% of the travel time incurred.

22. The following summary is intended to highlight a number of the services rendered by Milbank for NWI during the Total Compensation Period, and it is not meant to be a detailed description of the work performed. Detailed descriptions of the day-to-day services provided by Milbank and the time expended performing such services are fully set forth in the exhibits attached hereto.

23. NWI managed remedial activities at certain properties located within the United States, on behalf of itself and pursuant to certain contractual obligations. NWI is the former owner of Velsicol Chemical Corporation ("Velsicol"), a herbicide and pesticide manufacturer. NWI holds an interest in certain preferred stock of Velsicol's parent corporation, True Specialty Corporation ("TSC").

24. During the Total Compensation Period, Milbank attorneys worked with NWI and with the designated trustee of the trusts to be established on the NWI Effective Date to prepare the necessary documents and ready the property involved for transfer or vesting in the applicable trust or entity controlled by a trust. In addition, Milbank attorneys finalized the forms of the trust agreements governing those trusts.

25. During the Total Compensation Period, Milbank attorneys also worked with various parties in interest, including the Creditors Committee, to resolve all remaining objections to the EPA Settlement Agreement and related documents, and to obtain the necessary governmental approvals which were a condition to

the NWI Effective Date.

26. During the Total Compensation Period, and in order to ensure that NWI operated as smoothly as possible with minimal court involvement, Milbank worked with NWI's management to ensure that NWI operated its businesses in accordance with the Bankruptcy Code and applicable non-bankruptcy law. In response to specific questions posed by NWI's management concerning possible transactions and other business issues, Milbank also advised them of the applicable rights and duties of debtors-in-possession and of relevant non-bankruptcy law considerations, noting proscribed, permitted, and required conduct, and of management's fiduciary and managerial roles with respect to such transactions and issues.⁴ During this period, few days passed without Milbank discussing with NWI's management personnel the myriad of issues concerning a debtor-in-possession.

27. Throughout the Total Compensation Period, Milbank's paraprofessionals maintained a filing and record-keeping system and monitored the docket in NWI's case. In addition, Milbank maintained a calendar tracking system to alert Milbank attorneys and NWI of deadlines in NWI's case.

28. Acting on NWI's behalf, Milbank thus addressed numerous issues relating to the general administration of these cases, including, without limitation, generally ensuring that NWI fulfilled its obligations as debtor-in-possession and the

⁴ Because of the attorney-client privilege, applicant can describe the advice given to NWI only in general terms.

successful completion of the transactions provided for in the Plan, by the occurrence of the NWI Effective Date.

CONDITIONS UNDER WHICH SERVICES WERE PROVIDED

29. Milbank attorneys were required to render services throughout the Total Compensation Period on a daily basis. The demands on these Milbank attorneys were extreme. Numerous Milbank attorneys working on these cases were required to devote substantial amounts of their time to these cases for extended periods of time, to the exclusion of other clients. It is accordingly not possible to detail the many drafting sessions, conferences, telephone conversations, negotiating sessions, and other matters that occupied Milbank on a daily basis.

EXPENSES

30. Milbank has expended the sum of \$4,629.72 in actual, reasonable, and necessary expenses in connection with representing NWI during the Total Compensation Period. Milbank maintains records of all actual and necessary expenses incurred in connection with the performance of professional services. A summary and the monthly totals for expenses expended during the Total Compensation Period are annexed hereto as Exhibit C.

31. In connection with the reimbursement of actual, reasonable and necessary expenses, it is Milbank's policy to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to Milbank's clients include, among other things, telephone and telecopier

toll and other charges, mail and express mail charges, special or hand delivery charges, document word-processing charges, photocopying charges, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses particularly attributable to an individual client or cases such as secretarial and other overtime.

32. Milbank charges NWI for these expenses at rates consistent with those charged to Milbank's other bankruptcy clients, which rates are equal to the rates charged by Milbank to its non-bankruptcy clients. Milbank seeks reimbursement from NWI at the following rates for the following expenses: (i) fifteen cents per page for photocopying; (ii) no charge for incoming facsimiles; and (iii) one dollar per page for out-going facsimiles. In accordance with section 330 of the Bankruptcy Code and with the U.S. Trustee Guidelines, Milbank seeks reimbursement only for the actual cost of such expenses to Milbank.

33. In providing or obtaining from third parties services which are reimbursable by clients, Milbank did not include in such reimbursable amount any costs of investment, equipment or capital outlay, except that the reimbursable cost of photocopying and faxes includes a factor for the cost of equipment.

34. Milbank regularly charges its non-bankruptcy clients for ordinary business hour fees and expenses for secretarial, library, word processing, and other staff services because such items are not included in the firm's overhead for the purpose of setting the billing rates.

35. Attorneys at Milbank have not incurred expenses for luxury accommodations, deluxe meals or air travel in excess of coach fares. Throughout the Total Compensation Period, Milbank has been keenly aware of cost considerations and has tried to minimize the expenses charged to NWI's estate.

RELEVANT LEGAL STANDARDS FOR AWARDING ATTORNEYS' FEES

36. The allowance of compensation for services rendered and reimbursement of expenses in bankruptcy cases is governed by section 330 of the Bankruptcy Code. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person: "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

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 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 which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the

complexity, importance, and nature of the problem, issues 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 U.S.C. § 330(a)(3)(A). The congressional policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases.

37. To award compensation and reimbursement of expenses under section 330 of the Bankruptcy Code, the court must find that such requests are reasonable. Courts determine the reasonableness of a compensation application by considering the nature, extent, and value of the services provided by the professional seeking compensation and the comparable cost of such services in a non-bankruptcy context. Zolfo, Cooper & Co. v. Sunbeam-Oster Company, 50 F.3d 253, 258 (3d Cir. 1994). When considering professional compensation requests, the Third Circuit applies the 'market driven approach,' which focuses on the costs for comparable services in a non-bankruptcy context. Zolfo Cooper, 50 F.3d at 258; see also Busy Beaver, 19 F.3d at 850 ("Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts") (citation and internal quotation marks omitted).

38. Milbank respectfully submits that a consideration of the foregoing factors and standards should result in this

Court's allowance of the full compensation sought.

39. The professional services rendered by Milbank have required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and action could be addressed with skill and dispatch. It is respectfully submitted that the services rendered to NWI were performed efficiently, effectively, and economically, and the results obtained have benefited NWI and its estates.

Notice

40. No trustee or examiner has been appointed in these chapter 11 cases. Pursuant to the Revised Compensation Order, a copy of this Application has been given to (i) the United States Trustee, (ii) the FOL Liquidation Trust, as the entity under the Plan responsible for paying professional fees and expenses allowed by this Court, (iii) the NWI Successor Trust, and (iv) counsel for the Creditors' Committee, and notice of the filing of this Application has been given to all other parties that have requested receipt of notices in these cases. Milbank submits that no further notice need be given.

WHEREFORE, Milbank respectfully requests the Court to enter an order, substantially in the form annexed hereto as Exhibit D, authorizing (i) final allowance of \$122,507.50 as compensation for professional services rendered, and reimbursement of \$4,629.72 for actual and necessary expenses incurred during the Total Compensation Period; (ii) payment from FOL Liquidation Trust (on behalf of NWI) in the amount of \$127,137.22; and (iii) granting such other and further relief as is just.

Dated: New York, New York
October 14, 2002

MILBANK, TWEED, HADLEY & M^CCLOY LLP
Co-Counsel for NWI Land Management Corp.,
et al., debtor and debtor-in-possession
in the above captioned cases

 /s/ Risa M. Rosenberg
Luc A. Despins (LD 5141)
Risa M. Rosenberg (RR 8094)
1 Chase Manhattan Plaza
New York, New York 10005
(212) 530-5000

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
FRUIT OF THE LOOM, INC.,)
 et al.¹,) Case Nos. 99-04497 (PJW)
)
 Debtors.) (Jointly Administered)

AGREED AMENDED ADMINISTRATIVE COMPENSATION ORDER,
PURSUANT TO SECTIONS 105(a) and 331 OF THE BANKRUPTCY CODE,
ESTABLISHING REVISED PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

COMES NOW, the Office of the United States Trustee (the "Trustee") and Fruit of the Loom, Inc. and together with the other debtors and debtors-in-possession in the above-captioned cases, "Fruit of the Loom" or the "Debtors"), by and through their undersigned counsel, and submit this Agreed Amended Administrative Compensation Order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Revised Procedures for the Interim Compensation and Reimbursement of Expenses of Professionals (the "Agreed Order"). This Agreed Order amends

¹ The Affiliated Debtors are Fruit of the Loom, Ltd., NWT Land Management Corp., Union Underwear Company, Inc., Aliceville Cotton Mill Inc., Fruit of the Loom Arkansas, Inc., The B.V.D. Licensing Corp., FOL Caribbean Corp., Fayette Cotton Mill, Inc., Fruit of the Loom, Texas, Inc., Fruit of the Loom Caribbean, Inc., FTL Sales Company, Inc., Union Yarn Mills, Inc., Greenville Manufacturing, Inc., Winfield Cotton Mill, Inc., Martin Mills, Inc., Leesburg Knitting Mills, Inc., Salem Sportswear Corporation, Rabun Apparel, Inc., Whitmire Manufacturing, Inc., Fruit of the Loom, Inc. (a New York corporation), ProPlayer, Inc., Gitano Fashions, Ltd., Jet Sew Technologies, Inc., Union Sales, Inc., Artex Manufacturing Co., Inc., FTL Investments, Inc., FTL Regional Sales Co., Inc., Leesburg Yarn Mill, Inc., Salem Sportswear, Inc., Fruit of the Loom Trading Company, DeKalb Knitting Corp., FTL Systems, Inc., and Sherman Warehouse Corp.

1877

the existing Administrative Compensation Order entered by this Court on December 30, 1999 (the "Existing Interim Compensation Order") and establishes revised compensation procedures by which the Professionals specifically retained pursuant to an order of the Court may seek the interim payment of compensation and reimbursement of expenses in accordance with the following procedures (the "Revised Compensation Procedures").

The Debtors and Trustee believe that the Existing Interim Compensation Order has imposed an undue burden on the Court, as well as imposing unnecessary hardships on the estates' professionals and causing uncertainty with respect to these estates' cash needs and availability. The procedure requires the Court, which has one of the busiest bankruptcy dockets in the nation, to review Monthly Fee Applications before the Debtors can make payments to the Professionals. This has resulted in an uncertain timetable for approval and payment of interim fee applications under the Existing Interim Compensation Order, which has created uncertainty with respect to the Debtors' cash needs and availability.

On November 16, 2000, in the In re Mariner Post-Acute Network² and In Re Mariner Health Group, Inc.,³ chapter 11 cases, Judge Walrath issued an opinion (the "Mariner Opinion") and

² No. 00-113 (MFW) (Bankr. D. Del.).

³ No. 00-215 (MFW) (Bankr. D. Del.).

entered an order approving interim compensation procedures in those cases that provided that the estates' professionals, upon submitting invoices to the debtor and other stated parties, could be paid 80% of fees and 100% of expenses absent objection. Since that decision, various debtors and other parties in interest have negotiated with the U.S. Trustee's Office to arrive at a procedure that addresses the issues discussed above and also resolves the U.S. Trustee's concerns with the procedure approved by the Mariner Opinion. The Debtors and the Trustee agree that the procedure adopted in the Loewen Group International, Inc., case [Case No. 99-1244 (PJW)] be adopted in these cases with one modification, which has been discussed with and approved by the Trustee in the Plainwell, Inc., case [Case No. 00-4350 (SLR)].

IT IS HEREBY ORDERED THAT:

1. This Agreed Order is **GRANTED**.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
3. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
4. Just cause exists for the relief granted herein.
5. Except as otherwise provided in an order of the Court authorizing the retention of a particular Professional, the Professionals specifically retained pursuant to an order of the

Court in these cases may seek interim payment of compensation and reimbursement of expenses in accordance with the following procedures (the "Revised Compensation Procedures"):

(a) No earlier than the 25th day of each calendar month, each Professional seeking interim compensation shall file and application (a "Fee Application"), pursuant to section 331 of the Bankruptcy Code, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the "Compensation Period") and serve a copy of such Fee Application on: (i) Fruit of the Loom, Inc., 200 West Madison Street, Suite 2700, Chicago, Illinois 60606 (Attn: John J. Ray III, Esquire); (ii) the Debtors' attorneys, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005 (Attn: Luc A. Despins, Esquire) and Saul Ewing LLP, 222 Delaware Avenue, P.O. Box 1266, Wilmington, DE 19899 (Attn: Norman L. Pernick, Esquire); (iii) the United States Trustee, 601 Walnut Street, Curtis Center, Suite 950 West, Philadelphia, PA 19106; (iv) counsel for any statutory committee that may be appointed in these chapter 11 cases, and (v) counsel to the debtor in possession lenders (individually, a "Notice Party," or collectively the "Notice Parties"), an application (the "Fee Application") for interim approval and allowance pursuant to section 331 of the Bankruptcy Code for compensation for

professional services rendered and reimbursement of expenses incurred during the immediate preceding month (the "Compensation Period"). All Fee Applications shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), applicable Third Circuit law and the Local Rules of this Court. Each Notice Party will have twenty (20) days after service of a Fee Application to object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, if no objection has been filed, the Professional may file a certificate of no objection with the Court after which the Debtors are authorized to pay each Professional an amount (the "Actual Interim Payment") equal to the lesser of (i) of 80 percent of fees and 100 percent of the expenses requested in the Fee Application (the "Maximum Interim Payment") and (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection pursuant to subparagraph (b) below.

(b) If any Notice Party objects to a Professional's Fee Application, it must file with the Court and serve on the affected Professional and each of the Notice Parties a written objection which must be filed with the Court and received by the affected Professional and the Notice Parties on or before the Objection Deadline. Thereafter, the objecting party and the affected Professional may attempt to resolve the objection on a consensual basis. If the parties are unable to

reach a resolution of the objection within 20 days after service of the objection, the affected Professional may either: (i) file the objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties.

(c) Professionals may submit the Fee Applications under the Revised Compensation Procedures in respect of any monthly period as to which they heretofore have not filed Fee Applications under the Existing Interim Compensation Order. With respect to each Fee Application pending before the Court as to which a certificate of no objection has been filed or is filed in the future but that the Court has not approved, the Debtors, upon the entry of this Order or upon the filing of the relevant certificate of no objection, as applicable, are authorized to promptly pay the Professional an amount equal to 80 percent of the fees and 100 percent of the expenses requested in the Fee Application. With respect to pending Fee Applications as to which one or more objections have been timely filed or are timely filed in the

future, such objections shall be addressed in the manner provided for under the Existing Interim Compensation Order.

(d) Beginning with the period ending January 31, 2001, at three-month intervals or at such other intervals convenient to the Court, each of the Professionals must file with the Court and serve on the Notice Parties a request (an "Interim Fee Application Request") for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought in the Fee Application filed during such period (the "Interim Fee Period"). The Interim Fee Application Request must include a summary of the Fee Applications that are the subject of the request and any other information requested by the Court or required by the local rules. Each Professional must file its Interim Fee Application Request within 45 days after the end of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. Each Professional must file its first Interim Fee Application Request on or before March 15, 2001, and the first Interim Fee Application Request should cover the Interim Fee Period from November 1, 2000 through and including January 31, 2001, plus any other prior Fee Applications as to which Actual Interim Payment under this Order has been made. Any Professional that fails to file an Interim Fee Application Request when due will be ineligible to receive

further interim payments of fees and expenses under the Revised Compensation Procedures until such time as a further Interim Fee Application Request is submitted by the Professional.

(e) The Debtors shall request that the Court schedule a hearing on the Interim Fee Application Request at least once every six months. The Debtors, however, may request a hearing be held every 3 months, or at such intervals as the Court deems appropriate.

(f) The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses under the Revised Compensation Procedures.

(g) Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Revised Compensation Procedures nor (ii) the filing or failure to file an objection will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of professionals. All fees and expenses paid to Professionals under the Revised Compensation Procedures are subject to disgorgement until final allowance by the Court.

6. Each member of the Committee is permitted to submit statements of expenses (excluding Committee member counsel expenses) and supporting vouchers to counsel to the Committee, which shall collect and submit the Committee members' requests for reimbursement in accordance with the Revised Compensation Procedures.

7. Notice of interim and final fee applications shall be served on (a) the Notice Parties and (b) all parties that have filed a notice of appearance with the Clerk of this Court and requested such notice. The Notice Parties shall be entitled to receive both the fee applications (subject to previous orders entered in this case allowing certain Professionals to file their fee applications under seal) and the notice of hearing thereon (the "Hearing Notice"), and all other parties entitled to notice shall be entitled to receive only the Hearing Notice. Notice given in accordance with this paragraph is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Rules of this Court.

8. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

9. The Existing Interim Compensation Order is amended and superseded to the extent expressly provided in this Agreed Order. To the extent that the Existing Interim Compensation Order is not so amended and superseded, such order shall remain in full force and effect.

SO ORDERED this 27 day of December, 2000



Peter J. Walsh, Chief Judge
United States Bankruptcy Court

EXHIBIT B

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8349542	5/1/2002	Discussion with Trustee about hiring contractor (.3); discussion with CEC -- MPrattke about contractor responsibilities to Trusts (.5); review and revise trust agreements (review MFrancini comments and discuss with him) (.4); discuss closing mechanics with HGoberdhan (.2).	1.40	Lawrence, R. F.
8349550	5/1/2002	Research new case to determine what effects, if any, it had on trust agreements (2.5); Incorporating comments to both NWI trust agreements (1.5).	4.00	Francini, M. B.
8352158	5/1/2002	T/C to R. Lawrence re: NWI Trust agreements.	0.20	Goberdhan, H.
8349543	5/2/2002	Review Fed Reg and find notice of settlement (.2); summarize and circulate notice (.1); exchange e-mails with RRosenberg regarding overall settlement status (.1); Discuss contractors with Trustee (.1); revise list of contracts to be rejected (check order for contracts assumed (.6); check prior lists of contracts assumed and rejected (.6), check contracts in file (.4); check prior motions and orders (.5); discuss particular issues with D. Cohen and via E-Mail with R. Rosenberg (.2); prepare comments (.2).	3.00	Lawrence, R. F.
8356253	5/2/2002	Corresp re Fed Register publication of notice (0.1); corresp w/ R. Lawrence re Rohm & Haas (0.1).	0.20	Rosenberg, R. M.
8356254	5/3/2002	Tel conf w/ J. Noel re FTL Plan status (0.1); review documents received and circ to J. Ray (0.2); tel conf w/ A. Tenenbaum re EPA settlement (0.2); conf w/ R. Lawrence re Velsicol issues (0.1).	0.60	Rosenberg, R. M.
8363585	5/6/2002	Review the "final" versions of the Custodial Trust and the Liquidation Trust documents.	0.70	Duobinis, J.
8367553	5/6/2002	Corresp w/ R. Lawrence re insurance matters.	0.10	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8367556	5/6/2002	Review NWI Custodial Trust Agreement and the NWI Successor Trust Agreement (1.0); telephone calls to K. Stickles @ Saul Ewing, LLP and J. Duobinis re same (.3); review Successor Liquidation Trust Agreement and FOL Liquidation trust Agreement re responsibilities (1.2) as per J. Milton.	2.50	Gibson, D.
8367557	5/6/2002	Filed correspondence and pleadings.	0.60	Mungo, S.
8356252	5/7/2002	Discuss logistics of call regarding Velsicol insurance coverage for environmental issues with ATenenbaum and RRosenberg (.2); review insurance policy and prepare for call (.5).	0.70	Lawrence, R. F.
8359024	5/8/2002	Review Cust Trust and Succ Trust agreements in relation to Qualified Successor Trust issue.	0.50	Lawrence, R. F.
8360163	5/8/2002	Discussion with R. Lawrence re QSF status of trusts.	0.50	Buchbinder, G.
8367554	5/9/2002	Corresp w/ A. Tenenbaum re Fed Reg. publication (0.1); tel conf w/ A. Tenenbaum re hearing status (0.2).	0.30	Rosenberg, R. M.
8378917	5/13/2002	Tel conf w/ J. Schwartz re Velsicol/EPA Settlement (0.3); tel conf w/ J. Schwartz re EPA Settlement (0.1).	0.40	Rosenberg, R. M.
8374881	5/20/2002	Review trust agreements (.5); revise Custodial Trust Agreement in relation to Trustee's comments and related review of Settlement Agreement (1.80); revise Liquidation Trust Agreement (1.70).	4.00	Lawrence, R. F.
8384659	5/20/2002	Tel conf w/ L. Goldberger re filing under seal with respect to Velsicol agreement (0.2); tel conf w/ J. Noel re status of Illinois litigation (0.1); tel conf w/ J. Ray re NWI matters (0.6).	0.90	Rosenberg, R. M.
8378916	5/21/2002	Conf call with trustee (1.0); revise trust documents with comments (1.0).	2.00	Lawrence, R. F.
8382861	5/21/2002	Research and response to R. Lawrence re QSF	0.80	Buchbinder, G.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8384660	5/21/2002 Tel conf w/ L. Goldberger re hearing schedule (0.1); tel conf w/ R. Cobb re hearing on motion to seal (0.1).	0.20	Rosenberg, R. M.
8392140	5/21/2002 Telephone calls to R. Lawrence re trust agreements.	0.30	Goberdhan, H.
8542988	5/21/2002 Tel conf Patty Bowlan of City of Memphis re motion for return of docs (0.1); memo to P. Bowlan re same (0.1); tel confs L. Goldberger re adjournment (0.3); memo re same (0.1).	0.60	Rosenberg, R. M.
8381539	5/22/2002 Revise trust agreements, prepare blacklines, and prepare cover correspondence to trustee, all for review by trustee.	0.80	Lawrence, R. F.
8392146	5/23/2002 File NWI Pleadings and Correspondences.	3.50	Agori-iwe, S.
8384658	5/24/2002 Review trust agreements, prepare for call with Jay Steinberg (trustee) (.1); call with Jay Steinberg to discuss further comments (.4); prepare revisions to trust agreements and circulate (.4).	0.90	Lawrence, R. F.
8433406	5/28/2002 Corresp w/ R. Lawrence re Velsicol Trust and closing checklist.	0.20	Rosenberg, R. M.
8398895	5/29/2002 Discuss comments with J Steinberg (.5); revise successor trust agreement (.5); revise custodial trust agreement (.5); review comments on VEF trust agreement from government (.5).	2.00	Lawrence, R. F.
8402567	5/29/2002 Revise and distribute closing list re NWI environmental settlement.	1.40	Goberdhan, H.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8406216 6/3/2002	Revise trust agreements to reflect government comments (.4); assign conforming work to associate (Chris Yonan)(.2); discuss background and answer questions for Chris Yonan regarding tax questions (.3); discuss with ATenenbaum status of public meeting on settlement, need to attend, comments on settlement agreement, and comments on trust agreement (.4); tcfw RRosenberg regarding status of settlement and to do items, including response to Travelers' objection (.4); review Travelers objections (.1).	1.80	Lawrence, R. F.
8428266 6/3/2002	Review corresp. re Pine River (0.2); tel conf w/ R. Lawrence re comments rec'd (0.3); corresp w/ R. Lawrence re same (0.1).	0.60	Rosenberg, R. M.
8406217 6/4/2002	Review trust agreement comments/changes and discuss questions with Chris Yonan.	0.20	Lawrence, R. F.
8406220 6/4/2002	Researched DOJ docket re: environmental settlement comments (1.1); Conf. w/ FOIA officer re: same (.4)	1.50	Schwarz, J. M.
8428267 6/4/2002	Corresp w/ J. Ray re reserves for NWI.	0.20	Rosenberg, R. M.
8406218 6/5/2002	Discuss St. Louise meeting with engineer (MPrattke) (.5); discuss fact sheet and information for public with Gaylene Vasaturo (EPA) (.2).	0.70	Lawrence, R. F.
8489809 6/5/2002	Filed Pleadings and Correspondence re NWI.	1.30	Agori-iwe, S.
8406219 6/6/2002	Discussion of comments on trust agreements and discuss St. Louis.	0.20	Lawrence, R. F.
8428268 6/6/2002	Tel. conf. w/ A. Tenenbaum re: NWI settlement status (0.3); review additional comments received by EPT to NWI settlement (0.8); tel. conf. w/ J. Ray re: same (0.1)	1.20	Rosenberg, R. M.
8489810 6/6/2002	Filed NWI Pleadings.	0.80	Agori-iwe, S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8407380 6/7/2002	Revise fact sheet for St. Louis meeting and prepare cover memo to Gaylene Vasaturo (EPA) (.7); discuss St. Louis fact sheet with A. Tennenbaum and G. Vasaturo (.1).	0.80	Lawrence, R. F.
8408727 6/8/2002	Review trustee's comments (JSteinberg) on trust agreements.	0.20	Lawrence, R. F.
8411730 6/10/2002	Review comments from Trustee with respect to Custodial Trust Agreement and Liquidation Trust Agreement and revise both documents accordingly (.8); review revised drafts prepared by CYonan and confirm that governments' comments were accurately and correctly incorporated (.4); review overall changes from last drafts to assess need for committee and court review (.2).	1.40	Lawrence, R. F.
8428269 6/10/2002	Tel. conf. w/ J. Noel re: insur. lit. status.	0.20	Rosenberg, R. M.
8428270 6/11/2002	Tel. conf. J. Noel re: responses to EPA settlement (0.2); docs. to Noel (0.1)	0.30	Rosenberg, R. M.
8416400 6/12/2002	Discuss additional comments on Custodial Trust with Jay Steinberg, revise, review blackline, prepare cover note and send (.4); Discuss comments with Juliane Hilf (.1).	0.50	Lawrence, R. F.
8428272 6/12/2002	Review of closing list for settlement.	0.50	Duobinis, J.
8420223 6/13/2002	Analyze Travelers' objection (.7); review Morton comments on proposed settlement (.3); review comments from Citizens Groups regarding Hollywood Dump and St. Louis site (.4); discuss strategic and procedural issues with R. Rosenberg (.2).	1.60	Lawrence, R. F.
8428271 6/13/2002	Tel. conf. w/ R. Lawrence re: NWI (.2); tel. conf. w/ L. Goldberger re: NWI hearing (0.1); tel. conf. w/ L. Goldberger re: NWI hearing on 6/24 (0.2)	0.50	Rosenberg, R. M.
8437333 6/13/2002	File NWI Pleadings.	1.50	Agori-iwe, S.
8428273 6/14/2002	Review of closing list for NWI trusts.	0.20	Duobinis, J.
8437334 6/14/2002	File NWI Pleadings and Related Correspondence.	1.50	Agori-iwe, S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8442301	6/18/2002 Tel conf w/ J. Ray re expenses (0.2); review documents (0.4).	0.60	Rosenberg, R. M.
8428265	6/19/2002 Revise trust agreements based on J. Ray's most recent comments	0.40	Lawrence, R. F.
8442302	6/19/2002 Review memo on costs from J. Ray re NWI (0.2); tel conf w/ M. McGee re same (0.2).	0.40	Rosenberg, R. M.
8442303	6/20/2002 Tel conf A. Tenenbaum re results of first public hearing, CEC issues.	0.40	Rosenberg, R. M.
8450155	6/20/2002 Organize and File NWI Pleadings/Correspondences.	1.00	Agori-iwe, S.
8442304	6/21/2002 Prepare corresp. to ATenebaum re new drafts of Liquidation and Custodial Trusts.	0.30	Duobinis, J.
8437332	6/24/2002 Revise trust agreements to reflect trustee's latest comments and distribute to trustee.	0.30	Lawrence, R. F.
8453948	6/24/2002 Tel conf w/ J. Steinberg re NWI.	0.30	Rosenberg, R. M.
8453949	6/26/2002 Tel conf w/ J. Steinberg re CEC.	0.10	Rosenberg, R. M.
8464770	7/1/2002 Tel conf J. Ray re request by A. Tenenbaum for meeting re Lloyds and re CEC expenses (0.2).	0.20	Rosenberg, R. M.
8457895	7/2/2002 Review and reply to message from trustee for NWI liquidating trust regarding CEC engagement and status of trust agreement drafting.	0.10	Lawrence, R. F.
8464771	7/2/2002 Tel conf J. Steinberg re CEC issues (0.1); corresp R. Lawrence re trusts (0.1).	0.20	Rosenberg, R. M.
8468291	7/2/2002 Filed NWI Pleadings.	0.20	Agori-iwe, S.
8460386	7/3/2002 Discuss CEC termination with trustee (.3); review proposed order (.1) approving settlement.	0.40	Lawrence, R. F.
8464772	7/3/2002 Tel conf A. Tenenbaum re NWI/EPA settlement (0.1); revise form of order (1.8); circ order for comments (0.1); review comments received to date from public on settlement (0.5); instr re new address from A. Tenenbaum (0.1).	2.60	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8460387 7/8/2002	Review comments from Alan Tenenbaum on trust agreements (.2); review trustee messages regarding trust agreements (.1); review account proposals (.2); Discuss with Jay Steinberg the structure of accounts and Alan Tenenbaum's comments (.4); revise liquidation trust agreement based on Alan T's comments (1.3); discuss Breckenridge costs and process with CEC (.2); Review Settlement Agreement in connection with comments by DOJ (.7); revise Custodial Trust Agreement (.9); discuss status of NWI Effective date, comments on settlement and CEC contract termination with RRosenberg (.2); review and comment on order (.3); Review comments on settlement proposal submitted by public entities to EPA and DOJ (.3).	4.80	Lawrence, R. F.
8475863 7/8/2002	Tel conf R. Lawrence re CEC issues.	0.30	Rosenberg, R. M.
8479795 7/8/2002	Review comments received by EPA (0.4); and circulate same (0.1); corresp re J. Steinberg proposed retention of F&L (0.1); comments to form of order (0.3).	0.90	Rosenberg, R. M.
8534023 7/8/2002	Filed NWI Pleadings.	0.50	Agori-iwe, S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8464769	7/9/2002		
	Tcfw Trustee for NWI trusts, regarding comments on trust agreements, insurance proposals and litigation, CEC termination, rights and administrative expenses, Velsicol objections and complaints, and terms of settlement agreement among VCC, governments and NWI (1.7). Review Plan and Order to confirm issues relating to sources of funds and obligations to CEC (1.0). Prepare revisions and cover note to Jay Steinberg (trustee) and Alan Tenenbaum (.1). Further conv with JSteinberg regarding admin expense (.1). Discuss comments on agreements with Alan Tenenbaum and make additional revisions, send out (1.1). Review RRosenberg's comments on custodial trust agreement and successor trust agreement and incorporate into latest drafts (.3). Talk to Risa Rosenberg about comments (.2); talk to Jay Steinberg about Chapter 7 trustee investments (.2); review and create final versions of agreements and distribute (.4).	5.10	Lawrence, R. F.
8475864	7/9/2002	1.60	Rosenberg, R. M.
	Revise Custodial Trust and NWI Successor Trust (1.5); tel conf R. Lawrence re Trust Agrs (0.1).		
8479796	7/9/2002	0.90	Rosenberg, R. M.
	Review revised and further comments to versions (0.7); revise reserve spread sheet (0.2).		
8467064	7/10/2002	2.80	Lawrence, R. F.
	Conversation with JSteinberg regarding CEC termination (.6); tcfw Alan Tenenbaum regarding government's comments and last minute changes (.3); tcfw RRosenberg and exchange of e-mails regarding comments (.2); make additional changes based on John Ray comments (.3); review, process and analyze cumulative changes, cover notes and send to interested parties (1.1). Discuss CEC contract with trustee (.3).		
8475865	7/10/2002	0.50	Rosenberg, R. M.
	Tel conf E. Isaacson re NWI meeting (0.2); tel conf J. Ray re NWI (0.3).		

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8479797	7/10/2002	Conf J. Ray re meeting sched for Monday 7/15 (0.2); tel conf E. Isaacson re same (0.4); letter to J. Steinberg re retention of Foley & Landner (0.2); comments from J. Ray re Trust Agr (0.1); corresp R. Lawrence re Trust Agrs and revisions (0.2); review cumulative revisions (0.7); circ documents to Committee for comment (0.1); review order re bar date and instruction re proof of claim (0.3).	2.20	Rosenberg, R. M.
8468290	7/11/2002	Discuss termination issues with CEC (.4); discuss CEC termination issues with trustee (.5).	0.90	Lawrence, R. F.
8475866	7/11/2002	Tel conf E. Isaacson (0.1); tel conf A. Tenenbaum re meeting w/Lloyds (0.4); tel conf J. Ray re NWI (0.3); .	0.80	Rosenberg, R. M.
8479798	7/11/2002	Email re cancellation of 7/15 meeting.	0.20	Rosenberg, R. M.
8469428	7/12/2002	Review and respond to J. Steinberg re trust agreement.	0.20	Lawrence, R. F.
8475867	7/12/2002	Tel conf J. Steinberg re Velsicol issues.	0.20	Rosenberg, R. M.
8479799	7/12/2002	Corresp E. Isaacson re cancelled meeting.	0.20	Rosenberg, R. M.
8534024	7/12/2002	Filed NWI Pleadings & Correspondence.	1.00	Agori-iwe, S.
8471526	7/15/2002	Review Foley & Lardner conflict information (.1); read letter from citizens group requesting Hollywood Dump meeting (.4). discuss engagement letter with trustee and ways of mitigating possible Foley conflicts (.2).	0.70	Lawrence, R. F.
8487880	7/15/2002	Tel conf A. Tenenbaum, J. Ray re NWI expenses, etc. (1.2); corresp D. Cohen re NWI claims (0.1).	1.30	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8475862	7/16/2002	Tcfw regarding comments on trust agreements, with trustee (.2); revise successor agreement (.2); revise draft order (.6); reply to additional e-mails regarding Foley engagement and check related documents (.3); Call with Trustee about VCC trust (admin exp) and proposed order (.3); Discuss CEC with trustee (.1); Call with Alan T about process of appeal, inclusion of comments from Trustee, citizen meetings, amendments to settlement agreement (.3).	2.00	Lawrence, R. F.
8487881	7/16/2002	Comments to order from R. Lawrence.	0.20	Rosenberg, R. M.
8487882	7/17/2002	Tel conf A. Tenenbaum and Jay Steinberg re CEC (0.2); tel conf M. Pratke and Jay Steinberg re CEC (0.1); tel conf J. Ray re NWI - CEC contracts (0.1); tel conf J. Ray and M. Pratke (0.4); tel conf J. Ray re CEC (0.2); tel conf J. Steinberg re CEC (0.1).	1.10	Rosenberg, R. M.
8479794	7/18/2002	Respond to Tenenbaum e-mail and review CNA proof of claim (.1). Discuss contract termination with CEC (.2).	0.30	Lawrence, R. F.
8487883	7/18/2002	Tel conf A. Tenenbaum re EPA settlement (0.1); review/revise EPA Settlement Order (2.7); docs to A. Tenenbaum (0.1); tel conf J. Ray re conv w/A. Tenenbaum (0.2); corresp A. Tenenbaum re motion to approve settlement under Fed Enviro law (0.3); review CNA proofs of claim rec'd and compare w/stip of 4/19 and circulate (0.4).	3.80	Rosenberg, R. M.
8487884	7/19/2002	Tel conf L. Goldberger re obj to EPA settlement (0.1); memo to R. Strappazon re documents (0.1); documents from A. Tenenbaum (0.1); continued review of docs. re hearing on 8/9 (0.5); docs. to files (0.3)	1.10	Rosenberg, R. M.
8487885	7/19/2002	Obtain and distribute NWI motion to reject contracts.	0.50	Strappazon, R.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8483435	7/22/2002	Discuss changes to Liq and Custodial Trust Agreements with Trustee (.2); discuss CEC resolution with Trustee (.1); make modifications to two trust agreements and send with cover note to Trustee (.3). Followup with TE regarding comments (.1). Review proposed motion proposed motion (.4).	1.10	Lawrence, R. F.
8501949	7/22/2002	Revise EPA order (1.2); review and comment draft motion by US to approve EPA settlement under Environmental Laws (2.3).	3.50	Rosenberg, R. M.
8483436	7/23/2002	Review draft order and provide comments to RRosenberg (.5).	0.50	Lawrence, R. F.
8501950	7/23/2002	Review Motion to Reject contracts by NWI and revise order re same (1.0); revise and circ for comments proposed order approving Enviro settlement (0.6).	1.60	Rosenberg, R. M.
8491300	7/24/2002	Review message(s) relating to hold harmless for trustee in draft order, review draft order (.2). CEC discussion with MPrattke (.2).	0.40	Lawrence, R. F.
8501951	7/24/2002	Tel conf A. Tenenbaum re NWI settlement (0.2); comments from J. Steinberg and revise order (0.4)	0.60	Rosenberg, R. M.
8501954	7/24/2002	Filed NWI Pleadings & Correspondence.	2.70	Agori-iwe, S.
8501952	7/25/2002	Tel conf K. Stickles re service list to A. Tenenbaum.	0.10	Rosenberg, R. M.
8497039	7/26/2002	Review and revise draft order(s)	0.80	Lawrence, R. F.
8501953	7/26/2002	Tel conf L. Goldberger re NWI EPA Settlement (0.3); revise NWI trust agreements (3.2); circ comments (0.1); review US motion as filed (0.2).	3.80	Rosenberg, R. M.
8497040	7/29/2002	Review draft orders and comments on trust agreements circulated by RRosenberg.	0.60	Lawrence, R. F.
8497042	7/29/2002	Research online regarding the procedures for filing a certificate of designation in Delaware and drafting summarizing memo.	1.80	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8516138	7/29/2002	Tel conf D. Ponikvar re NWI tax questions (0.2); tel conf J. Steinberg re NWI Order (0.4); tel conf J. Ray re NWI docs (0.3).	0.90	Rosenberg, R. M.
8528696	7/29/2002	Revise draft order re: contract rejections (0.7); circ. same for comment (0.1); revise order approving envir. settlement (1.2)	2.00	Rosenberg, R. M.
8534025	7/29/2002	Docketed FTL Pleadings.	1.90	Agori-iwe, S.
8497041	7/30/2002	Review and revise custodial trust agreement (.7); review and revise liquidation trust agreement (.8).	1.50	Lawrence, R. F.
8501948	7/30/2002	Review motion and order regarding contract rejection and provide comments (.4); review Plan, Confirmation Order and proposed order regarding Environmental Settlement Agreement and provide comments (1.5). Review and respond to JRay message about CEC payment, contract, assumption (.2). Respond to exchange of messages regarding CEC contract (.1). Assign closing work to Mark Francini (.1).	2.30	Lawrence, R. F.
8501955	7/30/2002	Draft email in response to question concerning mitigation expenses.	0.10	Francini, M. B.
8501956	7/30/2002	Revise closing checklist regarding certificate of designation.	0.20	Francini, M. B.
8501957	7/30/2002	Review of Trust Agreements with to prepare closing checklist.	1.30	Francini, M. B.
8501958	7/30/2002	Review statute and draft memo regarding requirements for certificate of designations.	1.10	Francini, M. B.
8528697	7/30/2002	Revise envir. settlement order (3.2); corresp. J. Ray re draft order (0.1); review materials re claims (0.4); tel. conf. J. Ray re insurance litigation (0.3); corresp. re CEC status (0.2); tel. conf. J. Steinberg re same (0.2); comments from A. Tenenbaum (0.5); revise and circ. contract rej. order (0.6)	5.50	Rosenberg, R. M.
8508849	7/31/2002	Certificate of Designation research for Mark Francini.	2.50	Zsebi, G.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8508850	7/31/2002	Revise proposed draft revised orders (.9); revise trust agreements (.6); discuss certificate of designations process with MFrancini (.2).	1.70	Lawrence, R. F.
8516139	7/31/2002	Tel conf J. Steinberg re CEC and related issues (0.4); tel conf J. Ray and M. Prathe re CEC (0.3); tel conf R. Lawrence re closing mechanics re EPA settlement (0.1).	0.80	Rosenberg, R. M.
8508851	8/1/2002	Revise Liq Tr Agreement and prepare cover correspondence for distribution (.4); review comments on proposed order (.2). discuss comments with Alan T, revise and distribute changes (.3).	1.00	Lawrence, R. F.
8516140	8/1/2002	Tel conf A. Tenenbaum re trust agreements	0.10	Rosenberg, R. M.
8528698	8/1/2002	Revise and recirculate order	0.80	Rosenberg, R. M.
8508852	8/2/2002	Calls with Alan Tenenbaum regarding Trust Agreements (.4). review of Velsicol trust agreement (.5); review Order and Plan in relation to assumption of contracts (1.1); discuss comments via e-mail and phone with RRosenberg (.3); assign revisions to associate and review comments and changes received from Alan Tenenbaum (.6); revise trust agreements based on comments from John Ray and Alan T (.7); prepare final drafts, revise again based on comments (.4); prepare cover notes and supervise distribution (.4).	4.40	Lawrence, R. F.
8508854	8/2/2002	Revise Certificate of Designation (.8); conf. with R.Lawrence re same (.1)	0.90	Francini, M. B.
8508855	8/2/2002	Revise Liquidation Trust.	0.80	Francini, M. B.
8516141	8/2/2002	Tel conf L. Goldberger re settlement of objections by Travelers (0.2); tel conf J. Schwartz re NWI-Environmental Settlement Hearing (0.1); tel conf J. Schwartz re Travelers request (0.2); tel conf R. Lawrence re trust agreements and comments to same (0.2); tel conf A. Tenenbaum re docs (0.1).	0.80	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8528699	8/2/2002	Revise orders	0.50	Rosenberg, R. M.
8508853	8/5/2002	Review comments from RRosenberg and modify Succ Trust Agreement.	0.20	Lawrence, R. F.
8511301	8/5/2002	Review settlement documentation, Confirmation Order, proposed order and discuss assignment with regard to JRay's question about assignment and assumption of Velsicol Agreements (.8); discuss same issues with Alan Tenenbaum (.1); discuss assignment with MFrancini (.2); discuss assignment and assumption with Risa Rosenberg (.3). Discuss CEC arrangements with Trustee (.3). Prepare list of contracts to be assigned or assumed and review Confirmation Order with respect thereto (.3). revise additional comments on Trust Agreement (.3); prepare and circulate composite revisions (.3); review old orders and motions to find contracts that are rejected and advise JRay regarding status of various specific contracts (1.1). Review revised forms of orders for contract rejection and settlement approval (.3). Review revised order (.1); prepare final drafts for filing of Cust Trust and Liquidation Trust (.7). review Velsicol Trust and provide comments to Alan Tanenbaum, Risa Rosenberg and John Ray (.9).	5.70	Lawrence, R. F.
8511302	8/5/2002	Discussion with R.Lawrence regarding agreements to be assumed/approved under Successor Liquidating Trust.	0.50	Francini, M. B.
8528700	8/5/2002	Tel conf R. Lawrence re assumed contracts under NWI Order (0.1); review documents (0.1); tel conf A. Tenenbaum re NWI hearing (0.2); tel conf J. Schwartz re NWI settlement (0.2); revised language in order and circulate same (0.3); tel conf K. Stickle re filing revised forms of trust agreements (0.2); corresp. R. Lawrence re Successor trust lang. (0.1); docs. to A. Tenenbaum (0.1); tel. conf. L. Marinuzzi re settlement status (0.3); tel. conf. L. Goldberger re settlement (0.3); draft and circ. proposed lang. for comment (0.5); circ. revised form of trusts (0.2)	2.60	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8516137	8/6/2002	Review e-mails from and to Alan T regarding final comments on trusts, filing and circulation to others for comment (.2). Preparing final draft for filing (.1). revise Trustee contract terms relating to CEC (1.3). Message to Cobb and Goldberger regarding objections settlement proposal (.1).	1.70	Lawrence, R. F.
8516142	8/6/2002	Drafting addendum to Terms and Conditions regarding CEC	1.90	Francini, M. B.
8528701	8/6/2002	Tel conf L. Goldberger re objections to Environmental Settlement (0.2); tel conf R. Lawrence re same (0.1); inst. re filing Velsicol Trust Agr. (0.2); follow up re forms of order for hearing on 8/9 (0.3); corresp. J. Schwartz and cir. lang. (0.2); docs. to R. Str. (0.2)	1.20	Rosenberg, R. M.
8528695	8/7/2002	Review and comment on Trust contract with CEC (.3); review and respond to trustee's request for copies of documents (.1). TCFW MPrattke regarding CEC contract comments (.1).	0.50	Lawrence, R. F.
8528702	8/7/2002	Tel conf Mark Owens of Klett Rooney re language in order (0.2); tel conf L. Goldberger re form of order (0.3); revise and recirc. lang. (0.3)	0.80	Rosenberg, R. M.
8534026	8/7/2002	Filed NWI Pleadings.	0.60	Agori-iwe, S.
8521331	8/8/2002	Tel. confs. with R. Rosenberg re: transfer of NWI stock holding to NWI Liquidation Trust (.30); conf. with H. Goberdhan re: stock power to effect transfer (.50); check Confirmation Order re: J. Ray authority and NWI Liquidating Trust document (.50).	1.30	Hogan, J. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8528703	8/8/2002		
	Corresp re language for order on Environmental Settlement (0.2); tel conf J. Hogan and H. Goberdhan re NWI transfer (0.1); tel conf M. Owens re language (0.1); tel confs J. Schwartz re language (0.2); tel confs L. Goldberger re comments to order (0.4); tel conf J. Schwartz re comments (0.1); revise order (1.5); corresp. Owens re final lang. (0.2); corresp. A. Tenenbaum re AIG (0.1); docs. to Goldberger (0.1); recirc. Envir. Order (0.2); further change to order (0.3)	3.50	Rosenberg, R. M.
8528704	8/8/2002	0.40	Strappazon, R.
	Review affidavit of service in connection with notice to assume contracts under FOL Plan.		
8531322	8/8/2002	0.70	Strappazon, R.
	Obtain affidavit of service and review same in connection with notice to assume contracts under FOL Plan.		
8528705	8/9/2002	0.80	Strappazon, R.
	Review affidavit of service in connection with notice to assume contracts under FOL Plan, distribute same to R. Lawrence (.6); conf. w/ A. Barrage re same (.2).		
8528708	8/9/2002	0.80	Goberdhan, H.
	Drafted Stock Transfer Certificate.		
8521330	8/11/2002	0.50	Francini, M. B.
	Reviewing Share Purchase Agreement.		
8523648	8/12/2002	0.30	Brabant, L.
	D/w B. Gardner re: legal descriptions and deeds. Search for same.		
8523649	8/12/2002	1.10	Francini, M. B.
	Conference call to discuss closing mechanics and docs needed with followup discussion with R.Lawrence.		
8523650	8/12/2002	0.80	Francini, M. B.
	Discussion with R.Lawrence regarding mechanics and actions needed for closing.		
8523651	8/12/2002	1.20	Francini, M. B.
	Drafting and distributing Confidentiality Agreement with Successor Liquidation Trustee.		
8523652	8/12/2002	0.40	Francini, M. B.
	Review and distribution of Certificate of Designation.		

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8523653	8/12/2002	Review of 8/8/02 order of the Bankruptcy Court to confirm dollar amounts to be transferred during closing.	0.30	Francini, M. B.
8523654	8/12/2002	Review of Shareholder's Agreement {.4} and Contribution Agreement {.5} to determine if there are any restrictions on the transfer of shares of NWI.	0.90	Francini, M. B.
8523655	8/12/2002	Revisions to closing checklist.	0.40	Francini, M. B.
8528709	8/12/2002	Review stock transfer (draft) document prepared by H. Goberdhan and revised same.	0.40	Hogan, J. M.
8535998	8/12/2002	Discuss consulting arrangements, counsel engagement and terms of reference with JSteinberg and SMacDonald at Environ (.5). Review and revise closing list (.3); discuss closing mechanics with MFrancini (.5); prepare for call and participate in call with ATenenbaum, RRosenberg, JSchwartz regarding closing mechanics and to do list (1.6).	2.90	Lawrence, R. F.
8540019	8/12/2002	D/w R. Lawrence and M. Langton on NWI deeds.	0.50	Gardner, B. T.
8540026	8/12/2002	Tel conf K. Stickles re closing mechanics (0.2); NWI conf call re closing mechanics (0.8); tel conf J. Noel re status of EPA settlement (0.2); Review/revise NWI Confi (0.8); review revised lang. re Foley & Lardner ret. (0.1); review closing checklist (0.2); draft notice of NWI Effective Date (0.3); circ. order as signed (0.1)	2.70	Rosenberg, R. M.
8553219	8/12/2002	Reviewed e-mails re: closing.	0.10	Langton, M. M.
8528706	8/13/2002	Entered revisions for Confidentiality Agreement and distributed (.5), meeting with R. Lawrence regarding Confidentiality Agreement (.2), telephone calls with J. Steinberg regarding confidentiality agreement (.4), reviewed closing list formulating email concerning open issues (.4), draft Assignment and Acceptance Agreement (.9)	2.40	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8531325	8/13/2002	Review NWI Successor Trust agreement and int. conf. with R. Rosenberg re: applicable provisions to stock transfer and related issues (.60); revise stock power for transfer of True Specialty Corp. Preferred Stock to Successor Liquidation Trust and email same to J. Ray for execution (.70).	1.30	Hogan, J. M.
8535999	8/13/2002	Review and sign off on the terms of Foley engagement (.3); review notification issues relating to assignment and assumption of insurance policies (.4); review closing list and discuss closing mechanics with RRosenberg and MFrancini (.2); discuss northeast settlement issues and strategy regarding DB objections with DValvo and ACubberley (.2).	1.10	Lawrence, R. F.
8540020	8/13/2002	D/w M. Langton on deeds.	0.30	Gardner, B. T.
8540027	8/13/2002	Tel conf J. Hogan re documents for NWI closing (0.2); review documents re closing binders (0.2); docs to J. Francini re NWI closing (0.2); review changes to docs. (0.3); corresp. re notices (0.2); corresp. Franchini (0.1); corresp. re deeds (0.1)	1.30	Rosenberg, R. M.
8553220	8/13/2002	Created form of quitclaim deed; e-mailed to M. Francini (.9). Created individual deeds for each of the NWI properties (.5).	1.40	Langton, M. M.
8528707	8/14/2002	Discussion with R.Lawrence regarding resolving open closing issues (.4); revise closing checklist (.3)	0.70	Francini, M. B.
8531321	8/14/2002	D/w M. Langton and S. McClelland re: legal descriptions for deeds. Searched and retrieved e-mails re: same.	1.00	Brabant, L.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8531323	8/14/2002	Conversations with M.Langton, R. Lawrence and others concerning deeds to properties and information necessary to their completion in addition to numerous emails regarding same {.9}, revisions to closing checklist {.7}, editing and distributing Assignment Agreement {.7}, telephone call to J.Steinberg concerning Confidentiality Agreement and editing/distributing agreement {.5}, editing and distributing the trust agreements {.4}.	3.20	Francini, M. B.
8531324	8/14/2002	Researched and prepared deeds for NJ, MI, TN, and IL properties (2.3); o/c M. Sullivan (.2); research on Illinois Tax Recording Act (1.2); reviewed previous deeds (.9); o/c M. Sullivan and S. McClelland (.4)	5.50	Simpson, F.
8532586	8/14/2002	Met with H. Goberdhan to discuss stock power and other NWI corporate issues and review NWI Successor Trust Agreement provisions related thereto (.60) and confs. and emails with R. Rosenberg re: same (.30).	0.90	Hogan, J. M.
8536000	8/14/2002	Review closing items, including deed information and assignment (.3). Analyze and provide advise about content of deeds, recording and procedure, and discuss with Mary Langton, Mark Francini and RRosenberg (.9); review and revise closing list prepared by MFrancini and discuss with him (.7); review notice requirements for AIG, outline change of name notice issue, assignment notice issue and discuss with RRosenberg (.6). Discuss closing mechanics with MFrancini, including trust agreements, stock certificate transactions and confidentiality agreement (.6); revise confidentiality agreement and discuss with MFrancini (.4); revise assignment agreement and discuss with Mark Francini (.4); discuss contracting arrangements with consultant for transition purposes (.3). Discuss notices, signatories and other closing mechanics with MFrancini and notice requirements with RRosenberg (.2).	4.40	Lawrence, R. F.
8540021	8/14/2002	D/w M. Langton on deeds.	0.30	Gardner, B. T.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8540028	8/14/2002 Instr. re service list to R. Lawrence (0.1); corresp. re same (0.1); instr. re Notice of NWI Effective Date (0.2); corresp. Lawrence, Hogan re NWI Effective Date closing mechanics (0.5)	0.90	Rosenberg, R. M.
8540032	8/14/2002 Review affidavit of service re notice of assumption of contracts under FOL plan and distribute information re same.	0.40	Strappazon, R.
8540033	8/14/2002 Review instructions re preparation of service list re NWI effective date.	0.40	Strappazon, R.
8540037	8/14/2002 Telephone conferences with M. Francini and researched answers to corporate questions.	0.80	Goberdhan, H.
8553221	8/14/2002 Edited deeds (.4). Disc. w/ L. Brabant, e-mails to M. Francini & R. Lawrence, disc. w/ S. McClelland & F. Simpson re: legal descriptions, state specific requirements, etc. (1.9). Phone call w/ R. Lawrence & F. Simpson; prepared e-mail re: validity of transfer if doc. rejected for recording; research re: issue (.5).	2.80	Langton, M. M.
8532583	8/15/2002 Draft letter to AIG regarding notice of name change (.5), discussions regarding cancellation and reissue of stock (.4), edits and redistribution of trust agreements and confidentiality agreement (.6), research concerning cancellation and reissuance of stock (1.8), draft certificate of retirement of stock (.4), phone calls to M.Langton regarding deeds (.2), phone calls regarding final issues outstanding for closing (.4), conference call with J.Schwartz, M.Gross, A.Tenebaum, and R.Lawrence regarding closing actions needed (1.1), meet with R.Lawrence regarding closing tasks and open items (1.9), edits to and distribution of Assignment Agreement (.3), draft list of closing documents (.3).	7.90	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8532584	8/15/2002	Revised deeds (2.8); corresp. with title company regarding recording arrangements and comments (.5); t/c John Ray re same (.1); o/c M. Langton re same (.3); corresp. w/ John Ray (.4); o/c B. Gardner re same (.6); review of New Jersey Affidavit of Consideration or Exemption (.8)	5.50	Simpson, F.
8534030	8/15/2002	Confs., tel. confs. and email with M. Francini, H. Goberdhan and R. Rosenberg (.80) and review Successor Liquidation Trust and Confirmation Order provisions re: FOL, Inc., NWI-I, Inc., and share transfer to S.L.T. at NWI Effective Date (.90) and review bylaws re: forms and requirements related to new NWI-I share certificates (.30).	2.00	Hogan, J. M.
8536001	8/15/2002	Review e-mail messages regarding confi agreements and other e-mail execution copies (.2); review corrections to confi agreement and trust agreements suggested by Trustee (.2); review Foley engagement letter (final) and confirm scope with Trustee (.2); tcfw Trustee regarding closing mechanics and checklist (.3). Discuss Trust Agreements and closing mechanics with MFrancini (.2); talk to John Ray about stock transfers and correspond via e-mail about trust setup process and requirements for signatures (.2). e-mail and discussion regarding transfer, cancellation and documentation of share transaction with Trustee (.2). Discuss share cancellation and status with RRosenberg and MFrancini (.2). review e-mails regarding notice, wire transfers, stock cancellation (.2). Discuss closing checklist with Velsicol, Alan Tenenbaum, Mark Francini, and review checklist, revise Cert of Designations (2). revise assignment (.2); review notices and e-mails regarding deliverables (.5). Review notice of Effective Date and provide comments (.2).	4.80	Lawrence, R. F.
8540022	8/15/2002	D/w M. Langton and F. Simpson on deeds and transfer forms.	1.30	Gardner, B. T.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8540029 8/15/2002	Revise NWI Assignment Agreement and other docs. (0.8); corresp re transfer of assets to Trustee at NWI closing (0.3); tel conf R. Lawrence, M. Franchini re NWI closing mechanics (0.9); tel conf J. Hogan re closing mechanics (0.1); tel. conf. J. Ray re closing docs. (0.3); info to M. Langton for deeds (0.1); corresp. D. Whitaker re C.A. (0.1); revise closing notice and recirc. (0.5); instr. re same (0.1)	3.40	Rosenberg, R. M.
8540034 8/15/2002	Prepare service list re notice of NWI effective date, conf. w/ R. Rosenberg re same.	1.90	Strappazon, R.
8553222 8/15/2002	Phone calls & e-mails w/ F. Simpson, M. Francini, J. Ray, etc. re: transfer tax forms, local counsel, state-specific requirements in deeds; engaging title company to record docs. on accommodation basis; disc. w/ B. Gardner re: issues.	1.30	Langton, M. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8534027 8/16/2002	Call with R.Lawrence and J.Steinberg re closing issues (1.0), revisions to trust documents and assignment agreement (.4); redistribution of cleans and blacklines (.1), drafting of closing document list (.7), receiving closing documents, reviewing, and assembling in closing files (.8), emails and phone call with A.Tenebaum concerning exchange of documents (.4), draft tax power of attorney drafted (.6), conf. R.Lawrence on status of closing matters (.2), receipt, review, execution and distribution of confidentiality letter (.4), phone call with J.Ray discussing open issues (.3), phone call with J.Steinberg discussing open issues (.4), discussion with R.Lawrence regarding J.Ray concerns about Confidentiality Agreement (.3), phone calls to J.Steinberg re: Confidentiality Agreement and other closing docs (.4), phone calls to J.Ray regarding sending closing docs (.3), verification of received documents for closing/organization (.5), revisions to closing document list (.2), discussions and emails to F.Simpson regarding revisions to deeds and their execution (.6), further discussions with R.Lawrence regarding closing docs, resignation letter, and notice to AIG regarding insurance policy (.5), revise and distribute letter to AIG (.3), draft and distribute J.Ray resignation letter (.3), review of deeds and trust agreements to determine J.Steinberg's comments (.5).	9.20	Francini, M. B.
8534029 8/16/2002	Complete revisions of deeds (2.1); correspondence regarding state specific requirements (.5); prepared New Jersey Affidavit of Consideration (.2); t/c Mark Francini re same (.1); o/c M. Langto (.4); corresp. w/ John Ray (.2); complete chain of title descriptions for Tennessee deeds (1.3); corresp. w/ Risa Rosenberg (.1); corresp. w/ Mark Francini (.1)	5.00	Simpson, F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name
8536002	<p>8/16/2002 Review message from JSteinberg regarding comments on assignment agreement (.1); discuss to do list for closing with MFrancini (.1); send list of items to be provided by Jay (.1). Meeting with MFrancini regarding to do list (.4); call with JSteinberg regarding to do list, negotiation of Confidentiality Agreement (.5); prepare "documents to be signed" lists for JRay (.4) and cover note with explanations; review tax power of attorney and steps to getting it signed (.1), Discussion of signature page exchange with Alan T, review e-mail exchange with JRay and RRosenberg regarding New FOL review and approval, consult with MFrancini and JSteinberg on status of exchanges (.3). Review confi agreement again and comment (.3). Negotiate confidentiality agreement provisions and produce final version (.9). Review deed issues with MFrancini, exchange messages with Jay Steinberg regarding signature on all documents (.2). Revise name change, prepare resignation, go over closing list w Mark Francini (2).</p>	5.40	Lawrence, R. F.
8540023	<p>8/16/2002 D/w FS on deeds.</p>	0.30	Gardner, B. T.
8540024	<p>8/16/2002 Confs., tel. confs. and emails with R. Rosenberg, H. Goberdhan, M. Francini and J. Ray re: corporate/share transfer issues for NWI closing (1.60).</p>	1.60	Hogan, J. M.
8540030	<p>8/16/2002 Tel conf J. Hogan re dissolution of NWI Land Management (0.2); tel conf A. Tenenbaum re CEC (0.1); tel conf J. Ray re same (0.1); tel conf R. Lawrence re CA (0.3); corresp. D. Whitaker re Conf. Agr. w/ Trust (0.3); corresp. R. Lawrence re closing (0.2); corresp. A. Tenenbaum re notice (0.1); corresp. F. Simpson re notice of conf. order (0.1); doc. to him (0.2); corresp. re C.A. (0.2); review cert. copies of orders for closing (0.1)</p>	1.90	Rosenberg, R. M.
8540035	<p>8/16/2002 Prepare service list re notice of NWI effective date, conf. w/ R. Rosenberg re same.</p>	1.90	Strappazon, R.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

Date	Description	Hours	Name	
8540038	8/16/2002	Drafted Stock Certificate; Met with J. Hogan to discuss other issues (1.3); Drafted P of A and distributed (1.4); Telephone calls and e-mail communications (.8); Drafted Articles of Dissolution for NWI Land Management and distributed for signature (2.8).	6.30	Goberdhan, H.
8553223	8/16/2002	Discussions throughout day w/ F. Simpson, S. McClelland re: legal descriptions, deeds, recording w/ title company (.9). Phone calls & e-mails w/ M. Francini re: closing, recording docs, etc. (.4).	1.30	Langton, M. M.
8534028	8/17/2002	Email correspondence and review deeds in response to comments.	0.40	Francini, M. B.
8550430	8/17/2002	Read e-mails from F. Simpson & M. Francini re: forms of deeds; responded to e-mails. Read & responded to e-mail from R. Lawrence re: global change to deeds.	0.30	Langton, M. M.
8536003	8/18/2002	Review deed changes and discuss with MFrancini and MLangton (.3); review letter of resignation requirements (.2); review and comment on notice letter to AIG (.2). Discuss closing mechanics with Trustee (.2). Review closing list and make revisions (.2).	1.10	Lawrence, R. F.
8540031	8/18/2002	Corresp re closing (0.1).	0.10	Rosenberg, R. M.
8540036	8/18/2002	Prepare service list re notice of NWI effective date.	1.80	Strappazon, R.
8550423	8/19/2002	D/w M. Langton on deeds.	0.30	Gardner, B. T.
8550425	8/19/2002	Review e-mails regarding confidentiality agreement and settle issue with NEW FOL (.4); discuss closing status with MFrancini and review list of documents, originals, compare versions, etc (1.2). Discuss conditions for funding, filing of cert of designations and closing transcripts with RRosenber, JRay and ATenenbaum (.6).	2.20	Lawrence, R. F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FOTL - NWI LAND MANAGEMENT INC.

May 1, 2002 through August 19, 2002

	Date	Description	Hours	Name
8550428	8/19/2002	Tel conf M. Franchini re docs and conf J. Ray re same (0.3); review docs. re closing and tel. confs. various re same (1.6); confs H. Goberdhan re perfection of trust indemnification (0.3); review UCC re same (0.5); tel. conf. Goberdhan re issues (0.1); tel. conf. M. Franchini re closing complete (0.1); tel. confs. C. McCormick re notice of NWI Effective Date (0.2); corresp. K. Stickles re same (0.2); review service list and inst. R. Strappazon re same (0.3); corresp. re confid. agr. (0.2); instr. to Donlin and Saul Ewing to send notice (0.1); revise collateral descript. (0.4)	4.30	Rosenberg, R. M.
8550431	8/19/2002	Revise NWI deeds and distribute same (3.6). E-mails w/ title company re: recording deeds (.2). Multiple e-mails and disc. w/ M. Francini re: legal descriptions, execution of deeds, recording, etc. (.7). Disc. w/ B. Gardner re: closing issues, timing, etc., phone calls w/ M. Francini (.2).	4.70	Langton, M. M.
8553224	8/19/2002	Obtain and distribute Joint Defense Agreement to M. Francini per R. Rosenberg (.4); prepare and finalize service list in connection with NWI notice of effective date (3.1); distribute same to R. Solomon (Saul Ewing) (.3).	3.80	Strappazon, R.
8554368	8/19/2002	Edit Confirmation Order Service List.	1.90	Mungo, S.

EXHIBIT C

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

AIRFREIGHT

	Date	Description		Amount	Name
19693987	5/3/2002	Naperville NY		14.94	Micallef, K. G.
19764051	5/30/2002	AIRFREIGHT - VENDOR: FEDERAL EXPRESS CORPORATION DELIVERY TO CHICAGO IL		1.60	Rosenberg, R. M.
19971763	7/23/2002	AIRFREIGHT - VENDOR: FEDERAL EXPRESS CORPORATION DELIVERY TO WHEATON IL		1.35	Rosenberg, R. M.
20103994	8/19/2002	NEW YORK NY		7.62	Goberdhan, H.
20104000	8/19/2002	NAPERVILLE NY		9.64	Goberdhan, H.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

CAB FARES/LOCAL TRANSPORTATION

Date	Description	Amount	Name
19928082 6/26/2002	DIAL:934376/561644/139C - 06/26/02 20:48	73.44	Rosenberg, R. M.
20022284 7/18/2002	LOTUS:02302038/232749/2097 - 07/18/02 8:42PM	61.14	Rosenberg, R. M.
20069347 7/26/2002	LOTUS:02312040/198314/2106 - 07/26/02 8:21PM	61.14	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

CCH INTRANET RESEARCH

Date	Description	Amount	Name
19663422 5/3/2002	CCH INTRANET RESEARCH	50.00	Villanueva, O.
19663423 5/3/2002	CCH INTRANET RESEARCH	50.00	Villanueva, O.
19663424 5/3/2002	CCH INTRANET RESEARCH	50.00	Villanueva, O.
19663425 5/3/2002	CCH INTRANET RESEARCH	50.00	Villanueva, O.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

LEXIS

	Date	Description	Amount	Name
19710543	5/3/2002	LEXIS	221.00	Villanueva, O.
19882916	6/21/2002	LEXIS	54.50	Sweeter, R. P.
20077630	7/29/2002	LEXIS	244.00	Francini, M. B.
20128157	8/15/2002	LEXIS	59.00	Francini, M. B.
20128158	8/15/2002	LEXIS	113.00	Francini, M. B.
20138672	8/19/2002	LEXIS	36.00	Goberdhan, H.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

M. BENDER INTRANET RESEARCH

Date	Description	Amount	Name
20011769 7/31/2002	M. BENDER INTRANET RESEARCH	20.00	Zsebi, G.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

MAIL

	Date	Description	Amount	Name
19971211	7/12/2002	Exp. - No Of Pieces: 15	204.75	Rosenberg, R. M.
19994263	7/24/2002	- No Of Pieces: 2	9.80	Goberdhan, H.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

MEAL, OVERTIME

Date	Description	Amount	Name
19763805 5/13/2002	Seamless Web	19.82	Goberdhan, H.
20119366 7/23/2002	Seamless Web	19.72	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

MEALS & ENTERTAINMENT

Date	Description	Amount	Name
19942625 7/16/2002	MEALS & ENTERTAINMENT - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE MEAL EXPENSES DURING TRIP TO NY 6/27-6/28/02	17.66	Lawrence, R. F.
19953460 7/18/2002	MEALS & ENTERTAINMENT - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE MEAL EXPENSE DURING TRIP TO NY 6/27-6/28/02	16.00	Lawrence, R. F.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

OVERTIME, SEC WORKING

Date	Description	Amount	Name
19901814 7/2/2002		48.75	Tagliavia, J.
19933148 7/11/2002		32.50	Tagliavia, J.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

PHOTOCOPIES

Date	Description	Amount	Name
19665575	5/1/2002	9.00	Davis, T.
19670240	5/3/2002	99.80	Goberdhan, H.
19792036	6/3/2002	18.40	Davis, T.
19792037	6/3/2002	0.20	Davis, T.
19927983	7/9/2002	148.40	Lawrence, R. F.
19927984	7/9/2002	0.40	Davis, T.
19927985	7/9/2002	11.80	Davis, T.
19931062	7/11/2002	1.80	Tagliavia, J.
19931063	7/11/2002	5.20	Tagliavia, J.
19931064	7/11/2002	1.40	Tagliavia, J.
20002095	7/29/2002	0.40	Tagliavia, J.
20014913	7/30/2002	0.60	Davis, T.
20051768	8/9/2002	0.80	Falcher, S. R.
20072308	8/14/2002	4.80	Mc Clelland, S.
20072309	8/14/2002	1.00	Mc Clelland, S.
20072310	8/14/2002	0.80	Mc Clelland, S.
20076561	8/14/2002	1.20	Francini, M. B.
20081843	8/16/2002	0.40	Simpson, F.
20081844	8/16/2002	0.40	Simpson, F.
20088177	8/16/2002	8.40	D.c.-duplicating, .
20088178	8/16/2002	0.40	D.c.-duplicating, .
20088179	8/16/2002	7.00	D.c.-duplicating, .
20088180	8/19/2002	8.00	Francini, M. B.
20088181	8/19/2002	0.80	Francini, M. B.
20093796	8/19/2002	0.20	Strappazon, R.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

PRINTING

Date	Description	Amount	Name
19665578	5/1/2002	0.20	Davis, T.
19665579	5/1/2002	9.30	Francini, M. B.
19665580	5/1/2002	0.50	Lawrence, R. F.
19665581	5/1/2002	1.80	Zsebi, G.
19670241	5/1/2002	0.50	Temp, L.
19665582	5/2/2002	1.80	Lawrence, R. F.
19665583	5/3/2002	0.60	Lawrence, R. F.
19670242	5/3/2002	16.70	Temp, L.
19670243	5/3/2002	16.00	Villanueva, O.
19687128	5/6/2002	0.10	Davis, T.
19687129	5/6/2002	0.40	Lawrence, R. F.
19686612	5/7/2002	3.50	Temp, L.
19700958	5/7/2002	0.50	Lawrence, R. F.
19714030	5/15/2002	0.20	Goberdhan, H.
19769806	5/29/2002	8.90	Goberdhan, H.
19792038	6/3/2002	3.40	Yonan, C.
19792039	6/3/2002	7.70	Lawrence, R. F.
19799309	6/4/2002	3.70	Yonan, C.
19799310	6/5/2002	0.70	Lawrence, R. F.
19804314	6/8/2002	0.10	Lawrence, R. F.
19819247	6/10/2002	2.90	Lawrence, R. F.
19819248	6/11/2002	0.10	Davis, T.
19827928	6/12/2002	0.90	Adams, F.
19875375	6/26/2002	0.30	Rosenberg, R. M.
19906224	7/2/2002	4.00	Tagliavia, J.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

PRINTING

Date	Description	Amount	Name
19927986	7/8/2002	2.00	Lawrence, R. F.
19922080	7/9/2002	4.20	Tagliavia, J.
19927166	7/10/2002	5.80	Tagliavia, J.
19931065	7/11/2002	0.20	Rosenberg, R. M.
19951062	7/15/2002	2.60	Lawrence, R. F.
19951063	7/16/2002	23.10	Lawrence, R. F.
19956420	7/18/2002	1.70	Rosenberg, R. M.
19960856	7/19/2002	3.40	Rosenberg, R. M.
19970747	7/22/2002	0.60	Rosenberg, R. M.
19974810	7/23/2002	0.50	Rosenberg, R. M.
19996744	7/26/2002	7.50	Rosenberg, R. M.
19996745	7/26/2002	1.50	Tagliavia, J.
20002096	7/29/2002	1.30	Rosenberg, R. M.
20002742	7/29/2002	0.30	Davis, T.
20002743	7/29/2002	1.70	Francini, M. B.
20002744	7/29/2002	4.60	Lawrence, R. F.
20010435	7/30/2002	6.50	Tagliavia, J.
20010436	7/30/2002	3.00	Rosenberg, R. M.
20014914	7/30/2002	8.10	Lawrence, R. F.
20014915	7/30/2002	6.60	Davis, T.
20014916	7/30/2002	8.20	Francini, M. B.
20014124	7/31/2002	6.20	Rosenberg, R. M.
20014917	7/31/2002	3.10	Davis, T.
20014918	7/31/2002	23.00	Zsebi, G.
20014919	7/31/2002	0.20	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

PRINTING

Date	Description	Amount	Name
20029344	8/1/2002	0.20	Rosenberg, R. M.
20029345	8/2/2002	0.40	Rosenberg, R. M.
20030905	8/2/2002	5.80	Lawrence, R. F.
20030906	8/2/2002	0.20	Francini, M. B.
20030907	8/2/2002	0.60	Davis, T.
20030908	8/5/2002	14.10	Lawrence, R. F.
20044953	8/6/2002	0.80	Lawrence, R. F.
20044954	8/6/2002	1.20	Francini, M. B.
20044955	8/7/2002	0.10	Lawrence, R. F.
20051769	8/8/2002	13.10	Engram, I.
20051770	8/8/2002	3.60	Rosenberg, R. M.
20051771	8/9/2002	2.90	Falcher, S. R.
20061074	8/12/2002	0.60	Tagliavia, J.
20067335	8/12/2002	5.60	Francini, M. B.
20065628	8/13/2002	0.10	Falcher, S. R.
20065629	8/13/2002	0.20	Langton, M. M.
20065630	8/13/2002	0.30	Mattessich, B.
20067336	8/13/2002	4.90	Francini, M. B.
20072311	8/14/2002	2.50	Langton, M. M.
20072312	8/14/2002	14.70	Simpson, F.
20072313	8/14/2002	1.30	Mc Clelland, S.
20072314	8/14/2002	2.90	Brabant, L.
20076562	8/14/2002	13.10	Davis, T.
20076563	8/14/2002	7.50	Francini, M. B.
20075970	8/15/2002	9.30	Strappazon, R.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

PRINTING

Date	Description	Amount	Name
20075971	8/15/2002	0.60	Ingram, I.
20075972	8/15/2002	2.50	Simpson, F.
20076564	8/15/2002	12.20	Edwards, B.
20076565	8/15/2002	14.70	Francini, M. B.
20081845	8/16/2002	0.40	Langton, M. M.
20081846	8/16/2002	1.80	Johansen, L. R.
20081847	8/16/2002	2.90	Simpson, F.
20081848	8/16/2002	15.50	Strappazon, R.
20088182	8/16/2002	5.10	Francini, M. B.
20081849	8/19/2002	0.40	Langton, M. M.
20088183	8/19/2002	2.80	Francini, M. B.
20093801	8/19/2002	3.90	Strappazon, R.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

SEC DAY

Date	Description	Amount	Name
19759671	5/1/2002	55.00	Davis, T.
19759672	5/2/2002	55.00	Davis, T.
19759673	5/20/2002	41.25	Davis, T.
19759674	5/21/2002	41.25	Davis, T.
19759675	5/22/2002	5.50	Davis, T.
20020838	7/8/2002	16.25	Davis, T.
19929545	7/9/2002	32.50	Tagliavia, J.
20020839	7/9/2002	32.50	Davis, T.
19929546	7/10/2002	65.00	Tagliavia, J.
20020840	7/10/2002	16.25	Davis, T.
19933147	7/12/2002	65.00	Tagliavia, J.
20020841	7/22/2002	6.50	Davis, T.
20020842	7/30/2002	16.25	Davis, T.
20024979	8/2/2002	32.50	Tagliavia, J.
20024980	8/2/2002	32.50	Tagliavia, J.
20047866	8/9/2002	32.50	Falcher, S. R.
20130500	8/14/2002	39.00	Davis, T.
20130501	8/15/2002	32.50	Edwards, B.
20130502	8/16/2002	6.50	Davis, T.
20095547	8/19/2002	97.50	Tagliavia, J.
20095548	8/19/2002	32.50	Falcher, S. R.
20130503	8/19/2002	16.25	Davis, T.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

SEC SUP DAY

Date	Description	Amount	Name
19929547 7/11/2002		97.50	Tagliavia, J.
19978777 7/24/2002		48.75	Falcher, S. R.
20091241 8/15/2002		65.00	Mattessich, B.
20091242 8/16/2002		65.00	Mattessich, B.
20091243 8/19/2002		65.00	Mattessich, B.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELECOPY

Date	Description	Amount	Name
19941009 7/10/2002	RIGHTFAX	8.00	Rosenberg, R. M.
19941010 7/10/2002	RIGHTFAX	8.00	Rosenberg, R. M.
19941011 7/10/2002	RIGHTFAX	8.00	Rosenberg, R. M.
19947444 7/11/2002	RIGHTFAX	8.00	Rosenberg, R. M.
20014911 7/30/2002	FAX - DC	8.00	Lawrence, R. F.
20014912 7/30/2002	FAX - DC	8.00	Lawrence, R. F.
20088173 8/16/2002	FAX - DC	4.00	D.c.-duplicating, .
20088174 8/16/2002	FAX - DC	4.00	D.c.-duplicating, .
20088175 8/19/2002	FAX - DC	10.00	Francini, M. B.
20088176 8/19/2002	FAX - DC	10.00	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
19679974 5/2/2002	CHICAGO IL HOGAN, JORIS 5106	1.05	Hogan, J. M.
19679975 5/3/2002	WILMINGTON DE ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19739542 5/7/2002	SWARTHMORE PA FIN. RESTR. - TP 5978	3.07	Cosmai, A.
19739543 5/9/2002	WILMINGTON DE SWEETER, ROBERT 5693	0.34	Sweeter, R. P.
19730684 5/13/2002	BOWL GRN KY GOBERDHAN, HARRY 5688	1.39	Goberdhan, H.
19730685 5/13/2002	NAPERVILLE IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19730686 5/13/2002	CHICAGO IL ROSENBERG RISA 5148	2.45	Rosenberg, R. M.
19756097 5/20/2002	CHICAGOHTS IL LAWRENCE, ROBERT 7582	0.34	Lawrence, R. F.
19783083 5/31/2002	TELEPHONE - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE CELL PHONE CHARGES DURING APRIL 2002	20.69	Lawrence, R. F.
19807635 6/3/2002	DOWNERSGRV IL LAWRENCE, ROBERT 7582	2.45	Lawrence, R. F.
19810865 6/6/2002	WASHINGTON DC ROSENBERG RISA 5148	4.20	Rosenberg, R. M.
19841501 6/10/2002	GLEN ELLYN IL ROSENBERG RISA 5148	1.75	Rosenberg, R. M.
19890351 6/18/2002	CHICAGO IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19890352 6/19/2002	NAPERVILLE IL ROSENBERG RISA 5148	4.54	Rosenberg, R. M.
19890353 6/19/2002	WASHINGTON DC ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19890354 6/20/2002	WASHINGTON DC 382	0.34	Cosmai, A.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
19890355 6/20/2002	CHICAGO IL 382	0.34	Cosmai, A.
19866295 6/25/2002	TELEPHONE - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE CELL PHONE CHARGES 5/1-5/31/02	8.46	Lawrence, R. F.
19913392 7/3/2002	WASHINGTON DC ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19936173 7/9/2002	CHICAGOHTS IL LAWRENCE, ROBERT 7582	0.69	Lawrence, R. F.
19936174 7/9/2002	CHICAGOHTS IL LAWRENCE, ROBERT 7582	0.69	Lawrence, R. F.
19938187 7/9/2002	WASHINGTON DC ROSENBERG RISA 5148	0.22	Rosenberg, R. M.
19938188 7/10/2002	DESPLAINES IL ROSENBERG RISA 5148	1.97	Rosenberg, R. M.
19941006 7/10/2002	RIGHTFAX CHICAGOHTSIL	0.69	Rosenberg, R. M.
19941007 7/10/2002	RIGHTFAX WASHINGTONDC	0.69	Rosenberg, R. M.
19941008 7/10/2002	RIGHTFAX NAPERVILLEIL	0.69	Rosenberg, R. M.
19936175 7/11/2002	MILWAUKEE WI LAWRENCE, ROBERT 7582	3.50	Lawrence, R. F.
19938189 7/11/2002	DESPLAINES IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
19938190 7/11/2002	NAPERVILLE IL ROSENBERG RISA 5148	3.50	Rosenberg, R. M.
19938191 7/11/2002	NAPERVILLE IL ROSENBERG RISA 5148	4.20	Rosenberg, R. M.
19938192 7/11/2002	NAPERVILLE IL ROSENBERG RISA 5148	5.95	Rosenberg, R. M.
19938193 7/11/2002	DESPLAINES IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
19938194 7/11/2002	WASHINGTON DC ROSENBERG RISA 5148	0.69	Rosenberg, R. M.
19947443 7/11/2002	RIGHTFAX WASHINGTONDC	0.69	Rosenberg, R. M.
19966916 7/15/2002	NAPERVILLE IL ROSENBERG RISA 5148	1.39	Rosenberg, R. M.
19966917 7/15/2002	NAPERVILLE IL ROSENBERG RISA 5148	22.05	Rosenberg, R. M.
19966918 7/15/2002	NAPERVILLE IL ROSENBERG RISA 5148	0.69	Rosenberg, R. M.
19966919 7/15/2002	WASHINGTON DC ROSENBERG RISA 5148	23.09	Rosenberg, R. M.
19963492 7/16/2002	CHICAGOHTS IL LAWRENCE, ROBERT 7582	0.34	Lawrence, R. F.
19966920 7/17/2002	LA GRANGE IL ROSENBERG RISA 5148	5.95	Rosenberg, R. M.
19966921 7/17/2002	LA GRANGE IL ROSENBERG RISA 5148	1.05	Rosenberg, R. M.
19966922 7/18/2002	WASHINGTON DC ROSENBERG RISA 5148	1.05	Rosenberg, R. M.
20005658 7/22/2002	WASHINGTON DC ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20005659 7/24/2002	WASHINGTON DC ROSENBERG RISA 5148	0.69	Rosenberg, R. M.
20035655 7/29/2002	NAPERVILLE IL ROSENBERG RISA 5148	4.90	Rosenberg, R. M.
20014909 7/30/2002	FAX - DC	0.60	Lawrence, R. F.
20014910 7/30/2002	FAX - DC	0.60	Lawrence, R. F.
20035656 7/31/2002	NAPERVILLE IL ROSENBERG RISA 5148	6.29	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
20035657 7/31/2002	NAPERVILLE IL ROSENBERG RISA 5148	3.14	Rosenberg, R. M.
20035658 7/31/2002	WASHINGTON DC ROSENBERG RISA 5148	1.05	Rosenberg, R. M.
20035659 7/31/2002	WASHINGTON DC ROSENBERG RISA 5148	4.20	Rosenberg, R. M.
20035660 7/31/2002	NAPERVILLE IL ROSENBERG RISA 5148	5.95	Rosenberg, R. M.
20032354 8/1/2002	BRONX NYC NY VISITING ATTY. 7523	0.69	
20032355 8/1/2002	WILMINGTON DE VISITING ATTY. 7523	2.45	
20035661 8/1/2002	WASHINGTON DC ROSENBERG RISA 5148	1.39	Rosenberg, R. M.
20035662 8/1/2002	WASHINGTON DC ROSENBERG RISA 5148	0.22	Rosenberg, R. M.
20035663 8/2/2002	PHILADELPH PA ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20035664 8/2/2002	CHICAGO IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20035665 8/2/2002	WASHINGTON DC ROSENBERG RISA 5148	1.39	Rosenberg, R. M.
20035666 8/2/2002	CHICAGO IL ROSENBERG RISA 5148	1.39	Rosenberg, R. M.
20035667 8/2/2002	PHILADELPH PA ROSENBERG RISA 5148	0.69	Rosenberg, R. M.
20057813 8/5/2002	WASHINGTON DC ROSENBERG RISA 5148	2.45	Rosenberg, R. M.
20057814 8/5/2002	PHILADELPH PA ROSENBERG RISA 5148	0.44	Rosenberg, R. M.
20057815 8/5/2002	CHICAGO IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
20057816 8/5/2002	WASHINGTON DC ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20054494 8/7/2002	DOWNERSGRV IL LAWRENCE, ROBERT 7582	0.69	Lawrence, R. F.
20057817 8/7/2002	PHILADELPH PA ROSENBERG RISA 5148	3.50	Rosenberg, R. M.
20057818 8/7/2002	PHILADELPH PA ROSENBERG RISA 5148	0.66	Rosenberg, R. M.
20057819 8/8/2002	LAKEFOREST IL ROSENBERG RISA 5148	0.44	Rosenberg, R. M.
20057820 8/8/2002	PHILADELPH PA ROSENBERG RISA 5148	1.53	Rosenberg, R. M.
20057821 8/8/2002	PHILADELPH PA ROSENBERG RISA 5148	0.66	Rosenberg, R. M.
20057822 8/8/2002	LAKEFOREST IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20057823 8/8/2002	PHILADELPH PA ROSENBERG RISA 5148	0.44	Rosenberg, R. M.
20057824 8/8/2002	CHICAGO IL ROSENBERG RISA 5148	0.34	Rosenberg, R. M.
20057825 8/8/2002	WILMINGTON DE ROSENBERG RISA 5148	1.75	Rosenberg, R. M.
20057826 8/8/2002	LAKEFOREST IL ROSENBERG RISA 5148	0.66	Rosenberg, R. M.
20046540 8/9/2002	TELEPHONE - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE CELL PHONE CHARGES 6/2-6/28/02	9.89	Lawrence, R. F.
20082464 8/12/2002	PRINCETON NJ LAWRENCE, ROBERT 7582	4.90	Lawrence, R. F.
20082465 8/14/2002	PRINCETON NJ LAWRENCE, ROBERT 7582	4.38	Lawrence, R. F.
20082466 8/14/2002	CHICAGOHTS IL FRANCINI, MARK 7523	0.34	Francini, M. B.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
20082467 8/14/2002	DOWNERSGRV IL LAWRENCE, ROBERT 7582	3.07	Lawrence, R. F.
20082468 8/14/2002	CHICAGOHTS IL FRANCINI, MARK 7523	0.34	Francini, M. B.
20082469 8/14/2002	CHICAGO IL FRANCINI, MARK 7523	0.69	Francini, M. B.
20082470 8/15/2002	DESPLAINES IL LAWRENCE, ROBERT 7582	13.37	Lawrence, R. F.
20082471 8/15/2002	CHICAGO IL FRANCINI, MARK 7523	0.69	Francini, M. B.
20082472 8/15/2002	CHICAGOHTS IL FRANCINI, MARK 7523	0.34	Francini, M. B.
20085854 8/15/2002	NAPERVILLE IL SIMPSON, FRANKLIN 5787	0.44	Simpson, F.
20082473 8/16/2002	CHICAGO IL FRANCINI, MARK 7523	2.09	Francini, M. B.
20082474 8/16/2002	CHICAGO IL FRANCINI, MARK 7523	0.44	Francini, M. B.
20082475 8/16/2002	DOWNERSGRV IL LAWRENCE, ROBERT 7582	0.22	Lawrence, R. F.
20082476 8/16/2002	CHICAGO IL LAWRENCE, ROBERT 7582	1.39	Lawrence, R. F.
20082477 8/16/2002	CHICAGOHTS IL FRANCINI, MARK 7523	0.34	Francini, M. B.
20082478 8/16/2002	NAPERVILLE IL FRANCINI, MARK 7523	0.66	Francini, M. B.
20082479 8/16/2002	CHICAGOHTS IL FRANCINI, MARK 7523	0.34	Francini, M. B.
20085855 8/16/2002	LAFAYETTE LA LANGTON, MARY (SUL 5175	1.09	Langton, M. M.
20085856 8/16/2002	NAPERVILLE IL ROSENBERG RISA 5148	2.09	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TELEPHONE

Date	Description	Amount	Name
20088169	8/16/2002 FAX - DC	0.00	D.c.-duplicating, .
20088170	8/16/2002 FAX - DC	0.30	D.c.-duplicating, .
20088171	8/19/2002 FAX - DC	0.00	Francini, M. B.
20088172	8/19/2002 FAX - DC	0.60	Francini, M. B.
20107329	8/19/2002 NAPERVILLE IL FRANCINI, MARK 7523	0.69	Francini, M. B.
20107330	8/19/2002 NAPERVILLE IL FRANCINI, MARK 7523	1.05	Francini, M. B.
20107331	8/19/2002 WILMINGTON DE FRANCINI, MARK 7523	0.34	Francini, M. B.
20107332	8/19/2002 NAPERVILLE IL FRANCINI, MARK 7523	0.69	Francini, M. B.
20107333	8/19/2002 CHICAGO IL FRANCINI, MARK 7523	1.05	Francini, M. B.
20107334	8/19/2002 CHICAGO IL FRANCINI, MARK 7523	1.39	Francini, M. B.
20110252	8/19/2002 BOWL GRN KY STRAPPAZON, RENA 5196	1.75	Strappazon, R.
20110253	8/19/2002 NAPERVILLE IL ROSENBERG RISA 5148	1.05	Rosenberg, R. M.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

TRAVEL (H)

Date	Description	Amount	Name
19942624 7/16/2002	TRAVEL (H) - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE TRAVEL EXPENSES FOR TRIP TO NY 6/27-6/28/02	582.99	Lawrence, R. F.
19953459 7/18/2002	TRAVEL (H) - VENDOR: ROBERT LAWRENCE -- R. LAWRENCE TAXIS DURING TRIP TO NY 6/27-6/28/02	28.50	Lawrence, R. F.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

WESTLAW

	Date	Description	Amount	Name
20089123	8/14/2002	WESTLAW	111.68	Simpson, F.

MILBANK, TWEED, HADLEY & McCLOY LLP

May 1, 2002 through August 19, 2002

WP

Date	Description	Amount	Name
19694596	5/9/2002	220.00	Amaniera, D.

EXHIBIT D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: :
: Chapter 11 Cases
:
FRUIT OF THE LOOM, INC., et al., : No. 99-04497 (PJW)
:
: Jointly Administered
Debtors. :
-----X

**ORDER APPROVING FIRST AND FINAL APPLICATION OF MILBANK, TWEED,
HADLEY & M^CCLOY LLP, AS GENERAL BANKRUPTCY COUNSEL FOR
NWI LAND MANAGEMENT CORP., FOR PERIOD AFTER EFFECTIVE DATE
AND BEFORE NWI EFFECTIVE DATE, UNDER 11 U.S.C. §§ 330 AND 331,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Milbank, Tweed, Hadley & M^CCloy LLP ("Milbank"), as general bankruptcy counsel to the affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), having applied on October __, 2002 (the "Application"), pursuant to sections 330(a), 331 and 503(b)(3)-(4) of chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), requesting entry of an order (i) granting Milbank final allowance of (a) compensation in the amount of \$122,507.50 for professional services rendered as counsel for NWI Land Management Corp. ("NWI") from May 1, 2002 through August 19, 2002 (the "Total Compensation Period") and (b) reimbursement in the amount of \$4,629.72 for expenses incurred in rendering such services, for a total award of \$127,137.22; and (ii) authorizing

and directing FOL Liquidation Trust (on behalf of NWI) to pay \$127,137.22 to Milbank; a hearing (the "Hearing") having been held before this Court to consider the Application; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and upon the record of the Hearing and after due deliberation thereon; and due and proper notice of the Application having been given; and sufficient cause appearing therefor, **IT IS HEREBY ORDERED:**

1. The Application is granted;

2. Milbank is allowed (a) compensation for professional services rendered as counsel to the Debtors during the Total Compensation Period in the amount of \$122,507.50, and (b) reimbursement of expenses incurred in connection with rendering such services in the amount of \$4,629.72, for a total award of \$127,137.22 (the "Total Award"); and

3. The FOL Liquidation Trust is hereby authorized and directed to pay to Milbank by wire transfer within two (2) business days from the date of entry of this Order an amount equal to the Total Award.

Dated: Wilmington, Delaware
November ____, 2002

UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: :
: Chapter 11 Cases
: FRUIT OF THE LOOM, INC., et al., : No. 99-04497 (PJW)
: :
: Jointly Administered
Confirmed Debtors. :
-----X

AFFIDAVIT OF RISA M. ROSENBERG

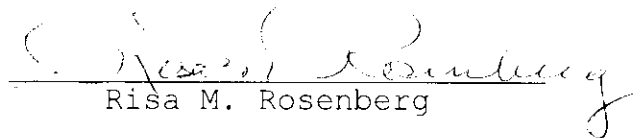
STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

Risa M. Rosenberg being duly sworn, deposes and says:

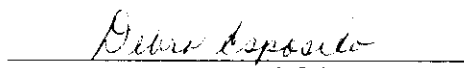
1. I am Of Counsel to the firm of Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), which maintains an office for the practice of law at 1 Chase Manhattan Plaza, New York, New York 10005, among other locations. I am admitted to practice law in the courts of New York, the United States District Court for the Southern and Eastern Districts of New York, and the United States Court of Appeals for the Second Circuit. By Order of the Court, I was admitted *pro hac vice* to appear in these cases. I submit this affidavit in connection with Milbank's First And Final Application (the "Milbank Fee Application") for fees earned and expenses incurred as a result of Milbank's representation of NWI Land Management Corporation, one of the above-captioned affiliated debtors and debtors-in-possession, as general bankruptcy counsel in the above captioned cases. I have personal

knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

2. I have reviewed the requirements of the Local Rules for the United States Bankruptcy Court for the District of Delaware. To the best of my knowledge, the Milbank Fee Application complies with the requirements of the local rules.


Risa M. Rosenberg

SWORN TO AND SUBSCRIBED
before me this 14th day
of October, 2002


Notary Public

DEBRA ESPOSITO
NOTARY PUBLIC, State of New York
No. 01ES4604379
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Aug. 31, 2005