

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
: :
FRUIT OF THE LOOM, INC., : Case No. 99-04497 (PJW)
et al., : :
: : Jointly Administered
Debtors. : :
-----X Related to Docket Nos.¹

Hearing Date: September 19, 2002 at 3:00 p.m.

OMNIBUS ORDER APPROVING INTERIM AND FINAL FEE APPLICATIONS

Upon consideration of the interim and final fee applications for compensation and reimbursement of expenses for the professionals listed on Exhibit A attached hereto; and adequate notice of the hearing having been given; and said hearing having been held on September 19, 2002; and all objections having been resolved or overruled; and after due deliberation, and sufficient cause appearing therefore, it is hereby:

ORDERED that, final approval, to the extent not already ordered, is granted as to all interim and final applications for

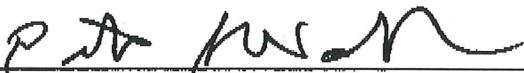
- 1 2886, 3078, 3079, 3080, 3081, 3242, 3345, 3346, 3485, 3846, 4028, 4194, 4334, 4609, 4670, 2885,
- 3064, 3180, 3181, 3323, 3406, 3440, 3449, 4270, 4662, 2780, 2995, 3178, 3179, 3931, 4591, 4606,
- 3160, 3273, 4283, 4276, 4669, 4244, 4664, 2899, 3027, 3099, 3188, 3189, 3322, 3417, 3484, 3722,
- 3881, 4167, 4301, 4356, 4450, 4641, 4652, 4692, 2898, 3048, 3049, 3123, 3124, 3125, 3140, 3141,
- 3191, 3292, 3293, 3298, 3299, 3360, 3469, 3482, 3483, 3821, 3822, 4015, 4027, 4168, 4169, 4294,
- 4295, 4368, 4529, 4530, 4615, 4616, 4635, 4636, 4637, 4638, 4653, 4654, 4666, 3060, 3153, 3154,
- 3274, 3723, 3724, 4654, 3104, 3151, 3162, 3287, 3291, 3387, 3397, 3512, 3520, 3829, 3870, 3978,
- 4156, 4171, 4703, 2971, 3084, 3190, 3249, 3296, 3408, 3719, 3875, 3934, 4166, 4278, 4384, 4449,
- 4590, 4655, 2901, 3015, 3105, 3275, 3276, 3409, 3462, 3871, 3933, 4026, 4212, 4414, 4415, 4639,
- 4665, 4719, 2836, 2960, 3098, 3139, 3277, 3398, 3721, 3932, 4170, 4305, 4469, 4589, 4640, 4691,
- 3004, 3126, 3359, 4016, 4293, 4690, 3441, 3995, 4277, 4608, 4413, 2939, 3090, 3238, 3239, 3312,
- 3314, 3444, 3445, 3825, 3826, 3926, 3927, 3939, 4187, 4188, 4318, 4319, 4451, 4650, 3092, 3146,
- 3147, 3263, 3369, 3370, 3386, 3399, 3400, 3847, 3848, 3876, 3877, 4205, 4206, 4417, 4418, 4593,
- 3236, 3237, 3928, 3929, 3957, 4468, 4532, 2986, 3113, 3134, 3135, 3316, 3317, 3442, 3443, 3481,
- 3800, 3801, 4224, 4399, 4402, 4676, 4731, 2963, 3827, 3828, 4648, 4756, 2835, 2961, 2955, 2919

compensation and reimbursement of expenses of the professionals listed on Exhibit A attached hereto in the respective amounts set forth on Exhibit A; and it is further

ORDERED that, the Debtors are authorized and directed to pay the amounts listed in the column titled "Unpaid Fees, Expenses, Holdbacks & Success Fees" and that these amounts represent the total outstanding balance due these professionals as of the Effective Date, including all interim and final professional fees, expenses, professional fee holdbacks and success fees.

ORDERED that nothing in this order will bar application for or approval of fees and expenses for services rendered in connection with the chapter 11 cases to NWI-I, Inc. (formerly known as Fruit of the Loom, Inc., a Delaware corporation) or NWI Land Management Corp. for periods from and after April 30, 2002 through the NWI Effective Date.

DATED: September 26, 2002



Hon. Peter J. Walsh, Chief
United States Bankruptcy Judge

EXHIBIT A

EXHIBIT A

FRUIT OF THE LOOM, et al.
Case No. 99-4497 (PJW)

total fees

total exp

Final apps 2

| PROFESSIONAL | UNPAID FEES EXPENSES HOLDBACKS STOCKHOLDERS FEES (1) | RECEIVED AMOUNTS OF COMPENSATION | NET AMOUNT OF EXPENSES INCURRED |
|--|--|--|---------------------------------------|
| Arthur Andersen (Accountants for the Official Committee of Unsecured Creditors) | \$21,990.10 | \$1,561,183.00 | \$73,399.83 |
| Bell, Boyd & Lloyd (Special Counsel to Debtors) | \$46,370.03 | \$837,487.50 | \$71,604.48 |
| Birch Stewart Kolasch & Birch (Special Counsel to Debtors) | \$0.00 | \$149,193.50 | \$16,255.61 |
| Butler Ruben Saltarelli & Boyd (Special Counsel to Debtors) | \$9,239.30 | \$478,196.50 | \$66,458.39 |
| Chanin Capital Partners, LLC (Investment Advisor to the Official Committee of Unsecured Creditors) | \$360,000.00 | \$3,241,935.48 | \$41,569.72 |
| Civil & Environmental Consultants, Inc. (2) (Environmental Manager for Debtors) | \$117,000.00 | \$781,616.00 | \$1,118,476.99 |
| Corporate Asset Advisors (Financial Advisors to Debtors) | \$14,679.95 | \$346,778.00 | \$60,291.02 |
| Ernst & Young LLP (Financial Advisors/Accountants to Debtors) | \$985,558.96 | \$9,311,036.00 | \$475,192.00 |
| Greenebaum Doll & McDonald PLLC (Special Counsel to Debtors) | \$73,482.25 | \$397,409.00 | \$50,467.11 |
| Innisfree M&A Incorporated (Voting Agent for Debtors) | \$36,948.21 | \$184,741.05 | \$115,156.76 |
| Jay Alix & Associates (Financial and Bankruptcy Consultants to Debtors) | \$2,579,904.91 | \$6,416,625.87 | \$333,348.68 |
| Kasowitz, Benson, Torres & Friedman LLP (Special Counsel to the Official Committee of Unsecured Creditors) | \$114,928.87 | \$622,550.00 | \$43,711.77 |
| Katten Muchin Zavis Rosenman (Special Counsel to Debtors) | \$16,495.70 | \$1,515,589.00 | \$202,378.23 |
| Lazard Freres & Co. LLC (Financial Advisors to Debtors) | \$4,331,038.21 | \$8,623,776.13 | \$153,195.81 |
| Milbank, Tweed, Hadley & McCloy LLP (Co-Counsel to Debtors) | \$1,304,468.34 | \$15,698,600.50 | \$1,629,197.44 |
| Noel & Associates (2) (Special Counsel to Debtor) | \$109,502.54 | \$1,168,736.00 | \$307,692.35 |

4413

*4055
final 4090
4764 (9/15/02)
15th app*

environmental consultants

*4031
final 4030*

total fees

22

Total 10/20/20

| PROFESSIONAL | UNPAID FEES, EXPENSES, HOLDBACKS & SUCCESS FEES (1) | TOTAL AMOUNT OF COMPENSATION | TOTAL AMOUNT OF EXPENSES PAID |
|---|---|------------------------------|-------------------------------|
| ✓ Otterbourg, Steindler, Houston & Rosen, P.C. (Co-Counsel to the Official Committee of Unsecured Creditors) | \$234,350.30 | \$3,288,759.00 | \$198,153.20 |
| ✓ Pepper Hamilton (Co-Counsel to the Official Committee of Unsecured Creditors) | \$8,246.94 | \$153,426.00 | \$58,420.71 |
| ✓ Rode & Qualey (Special Counsel to Debtors) | \$9,777.49 | \$28,411.25 | \$3,385.10 |
| ✓ Saul Ewing LLP (Co-Counsel to Debtors) | \$60,312.62 | \$697,302.60 | \$371,828.28 |
| ✓ The Members of the Official Committee of Unsecured Creditors) | \$0.00 | \$0.00 | \$51,218.19 |
| ✓ Truman Bodden & Company (Special Counsel to Debtors) | \$30,173.11 | \$477,677.51 | \$32,168.90 |
| TOTAL FEES AND EXPENSES: | \$310,460,467.88 | \$5,981,029.36 | \$5,473,570.57 |

(1) The amount listed in the "Unpaid Fees, Expenses, Holdbacks & Success Fees" column represents the total balance due to each professional as of the Effective Date (except for Civil Environmental Consultants and Noel & Associates, see note (2) below).

(2) The balance due to Civil Environmental Consultants represents the 20% professional fee holdback from interim fee application #6 through interim fee application #18. The balance due to Noel and Associates represents the 20% professional fee holdback from interim fee application #5 through interim fee application #17. Final fee applications for all professionals related to NWI will be submitted pursuant to notice of occurrence of the NWI Effective Date.