

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

_____)	
In re:)	
FRUIT OF THE LOOM, <u>et al.</u> ,)	Chapter 11
)	Case No. 44-4497 (PJW)
Debtors.)	
_____)	Objection Deadline: June 20, 2002 at 4:00 p.m.
	Hearing Date: To be scheduled.

NOTICE OF APPLICATION

TO: U.S. Trustee, counsel to the Debtors, and counsel to Debtor's primary post-petition secured lenders.

Pepper Hamilton LLP, co-counsel to the Official Committee of Unsecured Creditors, (hereinafter referred to as "Applicant") has filed its **Twenty-Sixth and Final Application for Compensation and Reimbursement of Costs Incurred for the Period April 1, 2002 Through April 30, 2002** (the "Application").

You are required to file a response to the Application on or before June 20, 2002 at 4:00 p.m. Eastern Standard Time.


At the same time, you must also serve a copy of the response upon Applicant:

PEPPER HAMILTON LLP
David B. Stratton, Esq.
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, Delaware 19899-1709

A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Peter J. Walsh, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 31, 2002



David B. Stratton (DE No. 960)
Aaron A. Garber (DE No. 3837)
PEPPER HAMILTON LLP
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, Delaware 19899
(302) 777-6500

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: : CHAPTER 11
: :
FRUIT OF THE LOOM, INC., et al. : Case No. 99-4497 (PJW)
: :
Debtors. : Jointly Administered

**TWENTY-SIXTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: Pepper Hamilton LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: March 7, 2000 nunc pro tunc to January 10, 2000

Period for which compensation
and reimbursement is sought: April 1, 2002 through April 30, 2002

Amount of Compensation sought as
actual, reasonable and necessary: \$5,995.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$1,003.81

Total Amount of Final Compensation sought
as actual, reasonable and necessary in
these Chapter 11 proceedings: \$153,426.00 *(for the period January 10, 2000
through April 30, 2002)*

Total Amount of Final Expense Reimbursement
sought as actual, reasonable and necessary
in these Chapter 11 proceedings: \$58,420.71 *(for the period January 10, 2000
through April 30, 2002)*

This is an: interim final application

The total time expended for fee application preparation is approximately 2.50 hours and the corresponding compensation requested is approximately \$337.50.

If this is not the first application filed, disclose the following for each prior application:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
3/29/00	1/10/00 - 2/29/00	\$18,031.00 (fees) \$87.28 (expenses)	\$18,031.00 (fees) \$87.28 (expenses)
4/20/00	3/1/00 - 3/31/00	\$12,882.00 (fees) \$2,736.89 (expenses)	\$12,882.00 (fees) \$2,736.89 (expenses)
5/25/00	4/1/00- 4/30/00	\$7,822.50 (fees) \$2,828.05 (expenses)	\$7,822.50 (fees) \$2,828.05 (expenses)
6/15/00	5/1/00- 5/31/00	\$9,762.50 (fees) \$2,406.09 (expenses)	\$9,762.50 (fees) \$2,406.09 (expenses)
7/27/00	6/1/00 - 6/30/00	\$6,880.00 (fees) \$2,714.27 (expenses)	\$6,880.00 (fees) \$2,714.27 (expenses)
8/29/00	7/1/00 - 7/31/00	\$4,927.50 (fees) \$2,042.81 (expenses)	\$4,927.50 (fees) \$2,042.81 (expenses)
9/27/00	8/1/00- 8/31/00	\$5,680.00 (fees) \$2,604.85 (expenses)	\$5,680.00 (fees) \$2,604.85 (expenses)
10/31/00	9/1/00 - 9/31/00	\$6,401.00 (fees) \$3,816.90 (expenses)	\$6,401.00 (fees) \$3,816.90 (expenses)
12/1/00	10/1/00 - 10/31/00	\$8,646.00 (fees) \$1,395.41 (expenses)	\$8,646.00 (fees) \$1,395.41 (expenses)
12/21/00	11/1/00- 11/30/00	\$3,219.00 (fees) \$2,247.85 (expenses)	\$3,219.00 (fees) \$2,247.85 (expenses)
2/5/01	12/1/00 - 12/31/00	\$5,289.00 (fees) \$3,019.26 (expenses)	\$5,289.00 (fees) \$3,019.26 (expenses)
3/1/01	1/1/01 - 1/31/01	\$3,017.50 (fees) \$4,655.58 (expenses)	\$3,017.50 (fees) \$4,655.58 (expenses)
4/6/01	2/1/01 - 2/28/01	\$3,351.50 (fees) \$2,028.08 (expenses)	\$3,351.50 (fees) \$2,028.08 (expenses)

5/9/01	3/1/01 - 3/31/01	\$7,189.50 (fees) \$2,678.05 (expenses)	\$7,189.50 (fees) \$2,678.05 (expenses)
6/11/01	4/1/01 - 4/30/01	\$5,268.50 (fees) \$5,468.84 (expenses)	\$5,268.50 (fees) \$5,468.50 (expenses)
7/16/01	5/1/01 - 5/31/01	\$3,995.50 (fees) \$2,837.02 (expenses)	<i>sub judice</i>
8/9/01	6/1/01 - 6/30/01	\$3,325.50 (fees) \$1,749.81 (expenses)	<i>sub judice</i>
9/5/01	7/1/01 - 7/31/01	\$3,135.00 (fees) \$1,831.63 (expenses)	<i>sub judice</i>
9/25/01	8/1/01 - 8/31/01	\$2,733.00 (fees) \$1,357.13 (expenses)	<i>sub judice</i>
11/16/01	9/1/01 - 9/30/01	\$3,357.50 (fees) \$1,416.12 (expenses)	<i>sub judice</i>
11/27 /01	10/1/01 - 10/31/01	\$1,966.00 (fees) \$1,167.43 (expenses)	<i>sub judice</i>
1/16/02	11/1/01 - 11/30/01	\$4,026.50 (fees) \$1,073.75 (expenses)	<i>sub judice</i>
1/22/02	12/1/01 - 12/31/01	\$2,843.50 (fees) \$1,387.68 (expenses)	<i>sub judice</i>
3/13/02	1/1/02 - 1/31/02	\$7,316.50 (fees) \$1,367.92 (expenses)	<i>sub judice</i>
4/22/02	2/1/02 - 3/31/02	\$6,364.50 (fees) \$2,498.54 (expenses)	<i>sub judice</i>

COMPENSATION BY TIMEKEEPER

<u>Name of Professional Person</u>	<u>Position With the Applicant and Number of Years in That Position</u>	<u>Hourly Billing Rate (Including Changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David B. Stratton	Partner (13 years) J.D. 1978	\$415.00	7.50	\$2,365.50
Kay S. Kress	Partner (6 years) J.D. 1986	\$320.00	6.30	\$2,016.00
Aaron A. Garber	Associate (1 year) J.D. 1997	\$225.00	0.70	\$157.50
J. Peter Wolf	Associate (2 years) J.D. 1995	\$240.00	1.00	\$240.00
J. Helen Cook	Legal Asst.	\$135.00	3.60	\$486.00
Anne Phillips	Legal Asst.	\$60.00	0.80	\$48.00
Donna Tyler	Legal Asst.	\$95.00	2.30	\$218.50
Erika Bonnett	Legal Asst.	\$95.00	3.80	\$361.00
David A. Smith	Document Clerk	\$25.00	4.10	\$102.50

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
General Administration	8.50	\$1,505.50
Court Hearings	3.40	\$1,283.00
Claims	0.70	\$243.00
Plan and Disclosure Statement	5.00	\$1,676.00
Fees	10.50	\$1,268.50
Objections to Fees	0.20	\$19.00

TOTAL HOURS: 28.30
TOTAL FEES: \$5,995.00
BLENDED RATE: \$211.84

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider</u>	<u>Total Expenses</u>
Duplicating and Reproduction	(Internal)	\$98.40
	Delaware Document Imaging	\$411.35
	IKON Document Services	\$76.00
Messenger Service	PARCELS	\$5.00
	Tri-State Courier	\$22.50
Overnight Courier Service	Federal Express	\$106.38
Telecopy		\$18.00
Telephone		\$7.77
Database Research		\$69.16
Travel Expense		\$189.25
TOTAL EXPENSES:		\$1,003.81

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: : CHAPTER 11
: :
FRUIT OF THE LOOM, INC., et al. : Case No. 99-4497 (PJW)
: :
Debtors. : Jointly Administered

**TWENTY-SIXTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
COMPENSATION AND REIMBURSEMENT OF COSTS INCURRED FOR
THE PERIOD APRIL 1, 2002 THROUGH APRIL 30, 2002**

For its Twenty-Sixth and Final Application for Compensation and Reimbursement of Expenses (the "Application") Pepper Hamilton LLP (the "Applicant"), Counsel to the Official Committee of Unsecured Creditors (the "Committee") of Fruit of the Loom, Inc., et al., the above-captioned debtors and debtors in possession (collectively, the "Debtors"), respectfully represents as follows:

A. BACKGROUND

1. Debtors filed a voluntary petition under Chapter 11 of the Bankruptcy Code on December 29, 1999.
2. Pursuant to an order entered on March 7, 2000, the employment of Applicant as co-counsel to the Committee was authorized *nunc pro tunc* to January 10, 2000. A copy of the Order is attached hereto as Exhibit A.
3. Applicant has rendered services on behalf of the Committee from April 1, 2002 through April 30, 2002 totaling 28.30 hours, and in connection therewith requests

allowance of interim compensation in the amount of \$5,995.00 and reimbursement of expenses in the amount of \$1,003.81.

4. Pursuant to this Court’s 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 the Debtors have paid Applicant **\$189,445.16** to date, and further requests final allowance of fees and expenses detailed in the applications identified in paragraph 5 below.

5. Applicant has filed the following applications for compensation and reimbursement of expenses for services rendered and expenses incurred in this Chapter 11 case:

<u>Application</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Fees, Expenses</u>
First Interim	3/29/00	1/10/00 - 2/29/00	\$18,031.00 (fees) \$87.28 (expenses)
Second Interim	4/20/00	3/1/00 - 3/31/00	\$12,882.00 (fees) \$2,736.89 (expenses)
Third Interim	5/25/00	4/1/00 - 4/30/00	\$7,822.50 (fees) \$2,828.05 (expenses)
Fourth Interim	6/15/00	5/1/00 - 5/31/00	\$9,762.50 (fees) \$2,406.09 (expenses)
Fifth Interim	7/27/00	6/1/00 - 6/30/00	\$6,880.00 (fees) \$2,714.27 (expenses)
Sixth Interim	8/29/00	7/1/00 - 7/31/00	\$4,927.50 (fees) \$2,042.81 (expenses)
Seventh Interim	9/27/00	8/1/00 - 8/31/00	\$5,680.00 (fees) \$2,604.85 (expenses)
Eighth Interim	10/31/00	9/1/00 - 9/30/00	\$6,401.00 (fees) \$3,816.90 (expenses)
Ninth Interim	12/1/00	10/1/00 -	\$8,646.00 (fees)

		10/31/00	\$1,395.41 (expenses)
Tenth Interim	12/21/00	11/1/00 - 11/30/00	\$3,219.00 (fees) \$2,247.85 (expenses)
Eleventh Interim	2/5/01	12/1/00 - 12/31/00	\$5,289.00 (fees) \$3,019.26 (expenses)
Twelfth Interim	3/1/01	1/1/01 - 1/31/01	\$3,017.50 (fees) \$4,665.58 (expenses)
Thirteenth Interim	4/6/01	2/1/01 - 2/28/01	\$3,351.50 (fees) \$2,028.08 (expenses)
Fourteenth Interim	5/9/01	3/1/01 - 3/31/01	\$7,189.50 (fees) \$2,678.05 (expenses)
Fifteenth Interim	6/11/01	4/1/01 - 4/30/01	\$5,268.50 (fees) \$5,468.84 (expenses)
Sixteenth Interim	7/16/01	5/1/01 - 5/31/01	\$3,995.50 (fees) \$2,837.02 (expenses)
Seventeenth Interim	8/9/01	6/1/01 - 6/30/01	\$3,325.50 (fees) \$1,749.81 (expenses)
Eighteenth Interim	9/5/01	7/1/01 - 7/31/01	\$3,135.00 (fees) \$1,831.63 (expenses)
Nineteenth Interim	9/25/01	8/1/01 - 8/31/01	\$2,733.00 (fees) \$1,357.13 (expenses)
Twentieth Interim	11/16/01	9/1/01 - 9/30/01	\$3,357.50 (fees) \$1,416.12 (expenses)
Twenty-First Interim	11/27/01	10/1/01 - 10/30/01	\$1,966.00 (fees) \$1,167.43 (expenses)
Twenty-Second Interim	1/16/01	11/1/01 - 11/30/01	\$4,026.50 (fees) \$1,073.75 (expenses)
Twenty-Third Interim	1/22/01	12/1/01 - 12/31/01	\$2,843.50 (fees) \$1,387.68 (expenses)
Twenty-Fourth Interim	3/13/01	1/1/02 - 1/31/02	\$7,316.50 (fees) \$1,367.92 (expenses)
Twenty-Fifth Interim	4/22/02	2/1/02 - 3/31/02	\$6,364.50 (fees) \$2,498.54 (expenses)

6. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$5,995.00 regarding the Chapter 11 proceeding are annexed hereto as Exhibit B.

**B. DESCRIPTION OF SERVICES
AND EXPENSES AND RELIEF REQUESTED**

7. Applicant's services on behalf of the Committee are described in detail in Exhibit B. In general, Applicant represented the Committee in routine bankruptcy proceeding matters, in the conduct of all Committee meetings and in attending all hearings before this Court. In summary, Applicant's activities included, without limitation, the following:

- a. Communications with Committee members and attendance during Committee conference calls;
- b. Attending Committee meetings and Court hearings; and
- c. Reviewing, investigating and responding to various pleadings filed in case as requested by primary counsel to the Committee; and
- d. Drafting and filing of pleadings.

8. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit B into the following categories:

- a. General Administration. This category includes time spent by Applicant in connection with the performance of its duties as co-counsel for the Committee which does not fall within any of the more specific categories discussed below. That time might

include, by way of example and without limitation, responding to creditor inquiries regarding the status of the case and communications with the Committee or its members outside of Committee meetings or review of correspondence. The total fees sought under this category for the period April 1, 2002 through April 30, 2002 are \$1,505.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. Court Hearings. Applicant has represented the interests of the Committee at all hearings which have been held in this case since January 10, 2000. This category includes time expended by Applicant in appearances at such hearings. The total fees sought under this category for the period April 1, 2002 through April 30, 2002 are \$1,283.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.2.

c. Claims. Applicant has been asked to assume primary responsibility for claims review, analysis, objections and resolution upon confirmation of the Debtors' plan of reorganization. Time in this category includes entries relating to Applicant's professionals' proposed review of claims and discussions concerning various procedures for resolving objections and settling the amounts of claims. The total fees sought under this category for the period April 1, 2002 through April 30, 2002 are \$243.00. The detailed time entries for this category are attached hereto as Exhibit B.3.

d. Plan and Disclosure Statement. Entries in this category include time spent in the review of the Debtors' Plan and various issues surrounding the Plan, including the proposed Liquidation Trust, and in preparation for the hearing on the confirmation of the Plan. The total fees sought under this category for the period April 1, 2002 through April 30,

2002 are \$1,676.00. The detailed time entries for this category are attached hereto as Exhibit B.4.

e. Fees. This category includes time expended in the preparation of Applicant's Twenty-Fourth and Twenty-Fifth Interim Applications for Compensation and Reimbursement of Expenses, and the service and filing of the interim applications of Otterbourg Steindler Houston & Rosen and Arthur Andersen LLP. Entries also include time expended in the preparation of Certificates of No Objection regarding the fee applications of Committee professionals and the tracking of orders approving such applications. The total fees sought under this category for the period April 1, 2002 through April 30, 2002 are \$1,268.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.5.

f. Objections to Fees. Entries in this category include time expended in the preparation of Certificates of No Objection regarding the fee applications and the tracking of orders approving such applications. The total fees sought under this category for the period April 1, 2002 through April 30, 2002 are \$19.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.6.

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Committee in this case. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

8. Applicant believes that the post-petition services rendered during the period April 1, 2002 through April 30, 2002 on behalf of the Committee are reasonably worth the

sum of \$5,995.00, and Applicant requests the allowance of such sum. The blended hourly rate for all services rendered by Applicant is \$211.84.

9. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period April 1, 2002 through April 30, 2002 in connection with these Chapter 11 proceedings in the sum of \$1,003.81 as set forth in the summary attached as Exhibit C.

10. The expenses incurred by Applicant include long distance telephone calls, over-night delivery, local messenger service, facsimiles, postage, duplicating and word processing, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for the actual cost of the expense. The rate Applicant charges for photocopying is \$.15 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles. Applicant charges \$7.50 for routine messenger services and \$15.00 for Court filings.

11. As outlined above, the attorneys who worked on this case from April 1, 2002 through April 30, 2002 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit D attached hereto.

12. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order allowing the following:

(A) allowing on a final basis the fees and expenses approved by the Court on an interim basis pursuant to the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth and Fifteenth Interim Applications;

(B) allowing on a final basis (i) compensation in the amount of \$3,995.50 for services rendered by Applicant for the period May 1, 2001 through May 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$2,837.02 incurred by the Applicant for the period May 1, 2001 through May 31, 2001 for and on behalf of the Committee as requested in the Sixteenth Interim Application;

(C) allowing on a final basis (i) compensation in the amount of \$3,325.50 for services rendered by Applicant for the period June 1, 2001 through June 30, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,749.81 incurred by the Applicant for the period June 1, 2001 through June 30, 2001 for and on behalf of the Committee as requested in the Seventeenth Interim Application;

(D) allowing on a final basis (i) compensation in the amount of \$3,135.00 for services rendered by Applicant for the period July 1, 2001 through July 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,831.63 incurred by the Applicant for the period July 1, 2001 through July 31, 2001 for and on behalf of the Committee as requested in the Eighteenth Interim Application;

(E) allowing on a final basis (i) compensation in the amount of \$2,733.00 for services rendered by Applicant for the period August 1, 2001 through August 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,357.13 incurred

by the Applicant for the period August 1, 2001 through August 31, 2001 for and on behalf of the Committee as requested in the Nineteenth Interim Application;

(F) allowing on a final basis (i) compensation in the amount of \$3,357.50 for services rendered by Applicant for the period September 1, 2001 through September 30, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,416.12 incurred by the Applicant for the period September 1, 2001 through September 30, 2001 for and on behalf of the Committee as requested in the Twentieth Interim Application;

(G) allowing on a final basis (i) compensation in the amount of \$1,966.00 for services rendered by Applicant for the period October 1, 2001 through October 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,167.43 incurred by the Applicant for the period October 1, 2001 through October 31, 2001 for and on behalf of the Committee as requested in the Twenty-First Interim Application;

(H) allowing on a final basis (i) compensation in the amount of \$4,026.50 for services rendered by Applicant for the period November 1, 2001 through November 30, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,073.75 incurred by the Applicant for the period November 1, 2001 through November 30, 2001 for and on behalf of the Committee as requested in the Twenty-Second Interim Application;

(I) allowing on a final basis (i) compensation in the amount of \$2,843.50 for services rendered by Applicant for the period December 1, 2001 through December 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,387.68 incurred by the Applicant for the period December 1, 2001 through December 31, 2001 for and on behalf of the Committee as requested in the Twenty-Third Interim Application;

(J) allowing on a final basis (i) compensation in the amount of \$7,316.50 for services rendered by Applicant for the period January 1, 2002 through January 31, 2002 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,367.92 incurred by the Applicant for the period January 1, 2002 through January 31, 2002 for and on behalf of the Committee as requested in the Twenty-Fourth Interim Application;

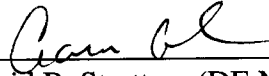
(K) allowing on a final basis (i) compensation in the amount of \$6,364.50 for services rendered by Applicant for the period February 1, 2002 through March 31, 2002 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$2,498.54 incurred by the Applicant for the period February 1, 2002 through March 31, 2002 for and on behalf of the Committee as requested in the Twenty-Fifth Interim Application;

(L) allowing on a final basis (i) compensation in the amount of \$5,995.00 for services rendered by Applicant for the period April 1, 2002 through April 31, 2002 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,003.81 incurred by the Applicant for the period April 1, 2002 through April 31, 2002 for and on behalf of the Committee as requested in this Twenty-Sixth and Final Application;

(M) authorizing and directing the Liquidation Trust to pay Applicant the balance due for all such fees and expenses; and

(N) granting such other and further relief as may be just.

Respectfully submitted,
PEPPER HAMILTON LLP



David B. Stratton (DE No. 960)
Aaron A. Garber (DE No. 3837)
P.O. Box 1709
1201 Market Street, Suite 1600
Wilmington, Delaware 19899
(302) 777-6500

*Co-Counsel for the Official Committee
of Unsecured Creditors*

Dated: May ____, 2002

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**ORDER PURSUANT TO SECTION 1103(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF PEPPER HAMILTON LLP AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the Application dated February 9, 2000 (the "Application") of The Official Committee of Unsecured Creditors (the "Committee") of the Debtors in the above-captioned Chapter 11 Bankruptcy cases (collectively, the "Debtors"), for an order, pursuant to section 1103(a) of Title 11, United States Code (the "Bankruptcy Code") and Bankruptcy Rule 2014, authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper Hamilton") as its counsel; and upon the affidavit of David B. Stratton, Esquire, a partner of the firm of Pepper Hamilton, sworn to on the 9th day of February, 2000 (the "Affidavit"); and the Court being satisfied based on the representations made in the Application and the Affidavit that, except as disclosed in the Affidavit, said attorneys do not represent any entity having an adverse interest in connection with the case, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code and that they do not hold or represent an interest adverse to the estates with respect to the matters on which Pepper Hamilton is retained; and after due deliberation and sufficient cause appearing therefor, it is

FOUND THAT:

1. Due and proper notice of the Application has been given, and no other or further notice is necessary or required;
2. Pepper Hamilton does not hold or represent any other entity having an adverse interest in connection with the Debtors' cases; and
3. The employment of Pepper Hamilton as counsel to the Committee to represent or perform services for the Committee is necessary and appropriate; it is therefore

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton LLP, nunc pro tunc as of January 10, 2000, as its counsel in this Chapter 11 case, and Pepper Hamilton is authorized to perform the services set forth in the Application;
2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court; and
3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware

~~February~~, 2000

March 7



Peter J. Walsh
Chief Bankruptcy Judge

EXHIBIT B.1

Time Detail by Task Code

TASK CODE: M01 General Administration:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/01/02	K. Kress	Telephone conference with L. Marinuzzi re impact of changing fiscal year on SEC reporting issues.	0.20	320.00	64.00
04/01/02	E. Bonnett	Update 2002 service list.	0.20	95.00	19.00
04/02/02	E. Bonnett	Update 2002 service list.	0.10	95.00	9.50
04/09/02	D. Smith	Review docket and organize pleadings file.	1.50	25.00	37.50
04/15/02	K. Kress	Telephone conference with R. Tieriero re issues relating to the establishing the Liquidating Trust.	0.10	320.00	32.00
04/18/02	D. Smith	Review docket and pull documents from pleadings file; review and print documents from online docketing system as requested by D. Stratton.	1.30	25.00	32.50
04/22/02	K. Kress	Telephone conference with R. Rosenberg re timing of closing and action necessary with respect to same and scheduling conference call to discuss "transition issues".	0.20	320.00	64.00
04/23/02	D. Stratton	Conference call with E. Klingman, K. Kress et al to go over questions about plan and claims administration (.5); conference call with Fruit team to go over claims administration questions (1.0).	1.50	415.00	622.50

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/24/02	D. Smith	Review docket and pull documents from pleadings file as requested by D. Tyler.	0.30	25.00	7.50
04/25/02	K. Kress	Telephone conference call with E. Clingman, T. Hanger, B. Miller and L. Marinuzzi re various issues.	0.70	320.00	224.00
04/25/02	K. Kress	Revise unsecured creditors Trust Agreement and transmittal of same to client for execution.	0.20	320.00	64.00
04/25/02	K. Kress	Telephone conference with D. Stratton re issues relating to the D&O Litigation.	0.20	320.00	64.00
04/25/02	J. Wolf	Conference call to analyze issues regarding '34 Act registration; review materials regarding same.	1.00	240.00	240.00
04/25/02	D. Smith	Review docket and pull documents from pleading files as requested by D. Tyler.	0.50	25.00	12.50
04/26/02	D. Smith	Review docket and organize pleadings file.	0.50	25.00	12.50
Total M01	General Administration:		<hr/> 8.50		<hr/> 1,505.50

EXHIBIT B.2

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TASK CODE: M05 Court Hearings:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
03/28/02	D. Tyler	Review docket for objection to Otterbourg and Steindler's 25 th Interim Fee Application (0.1); preparation of Certificate of No Objection re same (0.3).	0.40	95.00	38.00
04/18/02	D. Stratton	Review agenda and follow up with D. Smith to prepare for hearing.	0.30	415.00	124.50
04/19/02	D. Stratton	Attend confirmation hearing and continued confirmation hearing.	2.70	415.00	1,120.50
Total M05 Court Hearings:			<u>3.40</u>		<u>1,283.00</u>

EXHIBIT B.3

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TASK CODE: M09 Claims:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/22/02	K. Kress	Telephone conference with E. Clingman and T. Hanger re execution of the Liquidating Trust Agreement, status of claims objections, outstanding issues and scheduling conference call re same.	0.20	320.00	64.00
04/23/02	K. Kress	Telephone conference with E. Clingman and T. Hanger re analysis of further action necessary with respect to the Claims Agent.	0.30	320.00	96.00
04/25/02	D. Stratton	Teleconference with K. Kress re claims administration.	0.20	415.00	83.00
Total M09 Claims:			<u>0.70</u>		<u>243.00</u>

EXHIBIT B.4

TASK CODE: M14 Plan and Disclosure Statement:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/19/02	D. Stratton	Meet with Debtor and committee counsel et al to review status of confirmation order and settlement stipulations.	0.80	415.00	332.00
04/23/02	K. Kress	Begin review of Liquidating Trust Agreement and Plan and telephone conference.	1.50	320.00	480.00
04/23/02	K. Kress	Telephone conference with R. Rosenberg, J. Ray, D. Scott, D. Stratton, E. Clingman and T. Hanger re transitional issues and action necessary for same and closing.	0.90	320.00	288.00
04/23/02	K. Kress	Telephone conference with R. Ferrario re closing on the plan.	0.10	320.00	32.00
04/23/02	K. Kress	Electronic mail messages to P. Wolf and subsequently Trustee re scheduling conference call to discuss SEC issues.	0.10	320.00	32.00
04/23/02	K. Kress	Telephone messages to and from B. Miller re scheduling conference call.	0.10	320.00	32.00
04/24/02	K. Kress	Telephone conference with L. Maunuzzi re issues relating to the Trust Agreement and closing and electronic mail to client regarding conference call.	0.20	320.00	64.00

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04/24/02	K. Kress	Telephone conference with B. Miller re notice parties for VCT, complete same and electronic mail to client for execution and delivery for closing.	0.30	320.00	96.00
04/24/02	K. Kress	Electronic mail to R. Rosenberg requesting more information and forward same to client for action.	0.10	320.00	32.00
04/30/02	K. Kress	Review various electronic mail messages to and from E. Clingman and R. Ferrario re Confidentiality Agreement and status of the closing and telephone conference with same re status of the closing .	0.30	320.00	96.00
04/30/02	K. Kress	Telephone conference with R. Ferrario re Confidentiality Agreement and review of further revised draft of same.	0.30	320.00	96.00
04/30/02	K. Kress	Telephone conference with E. Clingman and T. Hanger re Confidentiality Agreement and action necessary with respect to same and other "closing" documents.	0.20	320.00	64.00
04/30/02	K. Kress	Electronic mail from R. Rosenberg confirming that initial distribution from FOL Trust to UCT has been made.	0.10	320.00	32.00
Total M14 Plan and Disclosure Statement:			5.00		1,676.00

EXHIBIT B.5

TASK CODE: M15 Fees:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/03/02	A. Garber	Preparation of Notice of OSHR fee application and preparation of Certificate of No Objection for Pepper Hamilton fee application.	0.30	225.00	67.50
04/03/02	E. Bonnett	Preparation and execution of 26 th interim application of Otterbourg Steindler for e-filing.	0.30	95.00	28.50
04/03/02	E. Bonnett	Preparation and execution of notice of filing of OSHR fee application for e-filing.	0.20	95.00	19.00
04/03/02	E. Bonnett	Preparation and execution of certificate of no objection re 24 th interim application of Pepper Hamilton for e-filing.	0.20	95.00	19.00
04/03/02	D. Tyler	Preparation of Notice of Application re Otterbourg Steindler's 26 th Interim Fee Application (0.2); preparation of notice of filing application re same (0.2); preparation re scanning of fee application (0.1).	0.50	95.00	47.50
04/03/02	D. Tyler	Review docket for objection re Pepper Hamilton's 24 th Interim Fee Application (0.1); preparation of Certificate of No Objection re same (0.3).	0.40	95.00	38.00
04/04/02	J. Cook	Review 3/02 time in preparation of fee application.	0.30	135.00	40.50

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04/05/02	A. Phillips	Revisions to 3/02 time in preparation of fee application.	0.80	60.00	48.00
04/15/02	J. Cook	Review ledger history re application of recent payment.	0.20	135.00	27.00
04/17/02	J. Cook	Preparation of PH 25 th Interim Fee Application.	1.50	135.00	202.50
04/18/02	A. Garber	Preparation of Notice of Fee Applications.	0.20	225.00	45.00
04/18/02	E. Bonnett	Preparation and execution of Chanin Capital's 11 th interim application for e-filing.	1.20	95.00	114.00
04/18/02	E. Bonnett	Preparation and execution of notice of filing of Chanin fee application for e-filing.	0.60	95.00	57.00
04/18/02	E. Bonnett	Conference with A. Michailoff re service of fee application.	0.20	95.00	19.00
04/18/02	D. Tyler	Review e-mail from E. Miller (Chanin Capital Partners) re 11 th Fee Application.	0.10	95.00	9.50
04/18/02	D. Tyler	Preparation of Notice of Application re 11 th Fee Application of Chanin Capital Partners (0.2); preparation of Notice of Filing Application re same (0.3).	0.50	95.00	47.50
04/22/02	J. Cook	Revision to PH 25 th Interim Fee Application and preparation of Notices and Certificates of Service re same.	1.00	135.00	135.00
04/23/02	E. Bonnett	Preparation and execution of Pepper Hamilton's 25 th interim application for e-filing.	0.40	95.00	38.00

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04/23/02	E. Bonnett	Preparation and execution of notice of filing for e-filing.	0.20	95.00	19.00
04/23/02	J. Cook	Preparation re service of PH 25 th Interim Fee Application.	0.50	135.00	67.50
04/25/02	A. Garber	Preparation of Certificate of No Objection for Otterbourg fee application.	0.20	225.00	45.00
04/25/02	D. Tyler	Review docket for objection re the 26 th Interim Fee Application of Otterbourg Steindler (0.1); preparation of Certificate of No Objection re same (0.3).	0.40	95.00	38.00
04/30/02	D. Stratton	Teleconference with T. Pitta re interim fee applications.	0.20	415.00	83.00
04/30/02	J. Cook	Phone call with T. Pitta (Otterbourg) re Quarterly Request.	0.10	135.00	13.50
Total M15 Fees:			<u>10.50</u>	<u>1,268.50</u>	

EXHIBIT B.6

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TASK CODE: M16 Objections to Fees:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
04/25/02	E. Bonnett	Preparation and execution of certificate of no objection re Otterbourg's 26 th interim application for e-filing.	0.20	95.00	19.00
Total M16 Objections to Fees:			<hr/> 0.20		<hr/> 19.00

EXHIBIT C

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Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
04/03/02	DUP	DUP - Buxbaum Rita T. - 04/03/2002	2	0.15	0.30
04/03/02	DUP	DUP - Buxbaum Rita T. - 04/03/2002	2	0.15	0.30
04/03/02	DUP	DUP - Buxbaum Rita T. - 04/03/2002	1	0.15	0.15
04/05/02	DUP	DIGITAL PRINTS 3/7 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	92.52	92.52
04/05/02	DUP	CONVERSION OF IMAGES TO PDF 3/7 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	120.40	120.40
04/05/02	TCY	Stratton 4/1/02 Facsimile	4	1.00	4.00
04/12/02	TCY	Stratton 4/3/02 Facsimile	3	1.00	3.00
04/15/02	TEL	Telephone	1	0.46	0.46
04/16/02	DUP	DIGITAL PRINTS 3/15 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	80.37	80.37
04/16/02	DUP	COOK-DIGITAL PRINTS 3/13 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	93.06	93.06
04/16/02	DUP	COOK-CONVERSION OF IMAGES TO PDF 3/13 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	25.00	25.00
04/16/02	DUP	DUP - Powell Marnie - 04/16/2002	105	0.15	15.75
04/17/02	MES	TRI STATE COURIER 040602	1	22.50	22.50
04/18/02	DUP	DUP - Michailoff Amy M. - 04/18/2002	3	0.15	0.45
04/22/02	DUP	DUP - Cook Jaymi H. - 04/22/2002	2	0.15	0.30

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
04/23/02	DUP	DUP - Cook Jaymi H. - 04/23/2002	2	0.15	0.30
04/23/02	DUP	DUP - Dunham Paul G. - 04/23/2002	539	0.15	80.85
04/23/02	MES4	FED EXP 031602	1	106.38	106.38
04/23/02	TEL	Telephone - 04/23/2002	2	3.20	6.39
04/24/02	DUP	BUXBAUM 3/28 BANKRUPCTY MAILOUT COPIES Duplicating & Reproduction - IKON DOCUMENT SERVICES	1	76.00	76.00
04/24/02	TEL	Telephone	1	0.46	0.46
04/25/02	TCY	FAX - Wolf J. Peter - 04/25/2002	11	1.00	11.00
04/25/02	TEL	Telephone	1	0.46	0.46
04/26/02	MES	PARCELS 042102	1	5.00	5.00
04/26/02	TRV	STRATTON AMTRAK 041902	1	189.25	189.25
05/06/02	LEX	PACER 4/10 (120508.2) Data Base Research - PACER SERVICE CENTER	1	65.52	65.52
05/06/02	LEX	PACER 4/10 (120508.2) Data Base Research - PACER SERVICE CENTER	1	3.64	3.64
		Total			<hr/> 1,003.81

EXHIBIT D

BIOGRAPHIES

David B. Stratton - Mr. Stratton is a Partner in the Bankruptcy Practice Department of Pepper Hamilton LLP and has been practicing law since 1978. He is a former chairman of the Delaware State Bar Association Commercial Law Section and is a member of the section's Bankruptcy and Banking Committees. He is also a member of the American Bar Association Business Law Section and a member of the Bankruptcy Subcommittee of the Banking Committee.

Kay Standridge Kress - Ms. Kress is a partner in the Bankruptcy and Reorganization Practice Group of Pepper Hamilton LLP and has been practicing law since 1986. She is a member of the State Bar of Michigan and is also a member of the American Bar Association Business Bankruptcy Committee, Subcommittee for Women, Minorities and Young Lawyers, and the Subcommittee for Chapter 11 Bankruptcies.

Aaron A. Garber - Mr. Garber is an associate with the Bankruptcy and Reorganization Practice Group of Pepper Hamilton LLP and has been practicing law since 1997. He is admitted to the bars of the states of New Jersey and Delaware and of the Commonwealth of Pennsylvania.

J. Peter Wolf - Mr. Wolf is an associate with the Corporate and Securities Group of Pepper Hamilton, LLP and has been practicing law since 1995. He is admitted to the Pennsylvania Bar Association.

CERTIFICATE OF SERVICE

I, Aaron A. Garber , hereby certify that on the 31st day of May, 2002, I did serve the foregoing **Twenty-Sixth and Final Application of Pepper Hamilton LLP for Compensation and Reimbursement of Expenses for the Period April 1, 2002 Through April 30, 2002** by causing a copy thereof to be served in the manner indicated upon those parties listed on the attached service list.



Aaron A. Garber

VIA HAND DELIVERY

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