

**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
		Objection Deadline: July 18, 2002, at 4:00 p.m.
		Hearing Date: Only if Objections are Filed
		(Negative Notice)

**TWENTY-SEVENTH AND FINAL APPLICATION OF
SAUL EWING LLP, CO-COUNSEL TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT**

Name of Applicant:	SAUL EWING LLP
Authorized to Provide Professional Services to:	Fruit of the Loom, Inc., et al.
Date of Retention:	December 29, 1999
Period for which Interim Compensation and Reimbursement is sought:	April 1, 2002 through April 30, 2002
Period for which Final Compensation and Reimbursement is sought:	December 29, 1999 through April 30, 2002
Amount of Interim Compensation sought as actual, reasonable and necessary:	\$ 45,495.60
Amount of Final Compensation sought as actual, reasonable and necessary:	\$697,302.60
Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary:	\$ 13,978.78
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	\$371,828.28
This is a:	Twenty-Seventh and Final Application

The total time expended through April 30, 2002 for the preparation of the Applicant's *twenty-fifth and twenty-sixth* fee applications is approximately **4.5 hours**, and the corresponding compensation requested is approximately **\$783.50**.

Prior Applications:

<u>Application</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees/Expenses</u>	<u>Approved Fees and Expenses</u>
First Interim	3/2/00	12/29/99 – 1/31/00	\$41,538/\$7,654.19	\$41,538/\$7,654.19
Second Interim	4/11/00	2/1/00 – 2/29/00	\$26,734.50/\$15,764.58	\$26,734.50/\$15,764.58
Third Interim	5/9/00	3/1/00 – 3/31/00	\$34,215.50/\$13,244.13	\$34,215.50/\$13,244
Fourth Interim	6/6/00	4/1/00 – 4/30/00	\$33,962.50/\$17,587.54	\$33,962.50/\$17,587
Fifth Interim	7/10/00	5/1/00 – 5/31/00	\$25,598.50/\$16,030.85	\$25,598.50/\$16,030
Sixth Interim	8/30/00	6/1/00 – 6/30/00	\$30,436/\$16,593.89	\$30,436/\$16,593.89
Seventh Interim	9/27/00	7/1/00 – 7/31/00	\$16,267/\$8,503.76	\$16,267/\$8,503.76
Eighth Interim	10/4/00	8/1/00 – 8/31/00	\$32,593.50/\$17,034.98	\$32,593.50/\$17,034.98
Ninth Interim	11/14/00	9/1/00 – 10/31/00	\$40,872.50/\$33,868.68	\$40,872.50/\$33,868.68
Tenth Interim	3/5/01	11/1/00 – 11/30/00	\$33,838/\$18,354.73	\$33,838/\$18,354.73
Eleventh Interim	3/16/01	12/1/00 – 12/31/00	\$14,963.50/\$14,945.89	\$14,963.50/\$14,945.89
Twelfth Interim	3/16/01	1/1/01 – 1/31/01	\$13,911.50/\$10,855.23	\$13,911.50/\$10,855.23
Thirteenth Interim	5/1/01	2/1/01 – 2/28/01	\$17,713.50/\$3,942.34	\$17,713.50/\$3,942.34
Fourteenth Interim	5/14/01	3/1/01 – 3/31/01	\$19,015.50/\$14,685.80	\$19,015.50/\$14,685.80
Fifteenth Interim	6/5/01	4/1/01 – 4/30/01	\$13,899.50/\$9,230.82	\$13,899.50/\$9,230.82
Sixteenth Interim	7/10/01	5/1/01 – 5/31/01	\$14,475.50/\$7,536.09	\$11,580.40/\$7,536.09
Seventeenth Interim	8/31/01	6/1/01 – 6/30/01	\$14,485.50/\$14,824.40	\$11,588.40/\$14,824.40
Eighteenth Interim	8/31/01	7/1/01 – 7/31/01	\$10,871.50/\$7,693.05	\$8,697.20/\$7,693.05
Nineteenth Interim	10/12/01	8/1/01 – 8/31/01	\$15,561.50/\$7,787.57	\$12,449.20/\$7,787.57
Twentieth Interim	11/12/01	9/1/01 – 9/30/01	\$13,651.50/\$6,047.86	\$10,921.20/\$6,047.86
Twenty-first Interim	12/17/01	10/1/01 – 10/31/01	\$18,334.50/\$8,977.78	\$14,667.60/\$8,977.78
Twenty-second Interim	1/15/02	11/1/01 – 11/30/01	\$24,983.50/\$24,395.26	\$19,986.80/\$24,395.26
Twenty-third Interim	2/19/02	12/1/01 – 12/31/01	\$35,979.50/\$13,113.49	\$28,783.60/\$13,113.49
Twenty-fourth Interim	3/11/02	1/1/02 – 1/31/02	\$44,522.50/\$15,923.24	\$35,618.00/\$15,923.24
Twenty-fifth interim	4/4/02	2/1/02 – 2/28/02	\$34,631.50/\$16,477.73	\$27,705.20/\$16,477.73
Twenty-sixth interim	6/6/02	3/1/02 – 3/31/02	\$28,750.50/\$16,775.62	\$23,000.40/\$16,775.62
Twenty-seventh interim	6/28/02	4/1/02 – 4/30/02	\$45,495.60/\$13,978.78	Pending

Total Amount of Compensation Sought
As Actual, Reasonable and Necessary
in the Chapter 11 Cases
through April 30, 2002: **\$697,302.60**

Total Amount of Expense Sought As
Actual, Reasonable and Necessary
in the Chapter 11 Cases
through April 30, 2002: **\$371,828.28**

Name of Professional Person	Date of Bar Admission	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Billed Hours	Total Compensation
William S. Gee	1977	Partner (since 1986)	\$330.00	5.6	\$1,848.00
J. Kate Stickles	1990	Partner (since 2001)	\$295.00	102.1	\$30,119.50
Donald J. Detweiler	1992	Special Counsel (since 2000)	\$260.00	0.3	\$78.00
Jeremy Ryan	1997	Associate (since 1997)	\$235.00	0.8	\$188.00
Robin I. Solomon	N/A	Paralegal (since 2001)	\$130.00	2.5	\$325.00
Pauline Z. Ratkowiak	N/A	Paralegal (since 1992)	\$125.00	69.0	\$8,625.00
Monica A. Molitor	N/A	Paralegal (since 2002)	\$125.00	10.6	\$1,325.00
Jason E. Kittinger	N/A	Paralegal (since 2002)	\$115.00	25.8	\$2,967.00
Veronica Parker	N/A	Case Manager (since 2000)	\$50.00	0.4	\$20.00
TOTAL				217.1	\$45,495.50

Blended Rate \$209.56

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	2.7	482.50
Preparation for and Attendance at Hearings	26.4	5,425.00
Retention Matters	1.4	228.00
Other Litigation, Including Stay Relief	17.9	3,933.50
Fee Application Matters	27.3	4,066.00
Claims Analysis and Objections	17.5	4,113.50
Creditor Inquiry	1.4	188.50
Avoidance Actions and Adversaries	36.1	6,077.50
Plan and Disclosure Statement	86.4	20,981.00

* Although Saul Ewing has endeavored to place time entries in the appropriate category, it recognizes that certain time entries could reasonably be placed in more than one category. Saul Ewing has attempted, however, to place each time entry in the category most applicable and appropriate.

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopying (54,775 @ \$.15/page)		\$8,216.25
Telephone		\$240.82
Telecopier (1,483 pages @ \$1.00/page)		\$1,483.00
Postage		\$273.95
Document Retrieval/Case Monitoring	<i>Parcels, Inc.</i>	\$10.30
Overtime		\$1,707.22
Messenger Service	<i>Parcels, Inc. and Tri-State Courier and Carriage</i>	\$951.00
Travel Expenses (Parking, Taxi)		\$16.00
Working Meals		\$260.02
Corporate Research	<i>Dun & Bradstreet</i>	\$225.66
Legal Research	<i>LEXIS</i>	\$577.50
Legal Research	<i>WESTLAW</i>	\$17.06
TOTAL		\$13,978.78

**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

Objection Deadline: July 18, 2002, at 4:00 p.m.
Hearing Date: Only if Objections Filed (Negative Notice)

**TWENTY-SEVENTH AND FINAL APPLICATION OF SAUL EWING LLP,
CO-COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM APRIL 1, 2002 THROUGH APRIL 30, 2002**

Saul Ewing LLP (the “Applicant”), co-counsel to Fruit of the Loom, Inc. (a Delaware corporation) and its affiliated debtors (collectively, “Fruit of the Loom” or the “Debtors”), in the above-captioned chapter 11 cases, hereby applies (the “Application”) to the Court for the entry of an order authorizing (i) interim allowance of compensation in the amount of \$45,495.60 for professional services rendered, and reimbursement of \$13,978.78 for actual and necessary expenses incurred, for the period April 1, 2002 through April 30, 2002, and (ii) final allowance of compensation and reimbursement of expenses, for the period December 29, 1999 through April 30, 2002 for all members of Fruit of the Loom other than NWI Land Management Corp., and, in part, NWI-I, Inc., formerly known as Fruit of the Loom, Inc., a Delaware Corporation (NWI Land Management Corp. and NWI-I Inc., collectively, “NWI”)¹ in the amount of \$697,302.60 for professional services rendered, and \$371,828.28 for actual and necessary expenses incurred. In support of this Application, Applicant respectfully represents as follows:

Introduction

1. On December 29, 1999 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On February 17, 2000, this Court authorized the Debtors to retain Applicant, *nunc pro tunc* to the commencement of these cases, to serve as its co-counsel in these proceedings.

3. On January 20, 2000, the United States Trustee appointed an Official Committee of Unsecured Creditors of Fruit of the Loom.

4. On April 19, 2002, the Court entered an order (the “Confirmation Order”) confirming the Third Amended Joint Plan of Reorganization for Fruit of the Loom (the “Plan”). Through April 30, 2002, the members of Fruit of the Loom 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 Fruit of the Loom were reorganized as part of the sale of Fruit of the Loom’s basic apparel business under the Plan. NWI continues to operate its business and manage its remaining property under sections 1107(a) and 1108 of the Bankruptcy Code, pending the NWI Effective Date. The remaining members of Fruit of the Loom have been liquidated under the Plan.

¹ Pursuant to the Plan (as defined herein), the NWI Effective Date has not yet occurred; therefore, pursuant to the Confirmation Order (as defined herein), final fee applications with respect to Saul Ewing LLP’s representation of NWI are not yet due.

Jurisdiction

5. The Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. Venue of these cases and this Application in this district is proper under 18 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

6. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

7. This Application is made 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 the Interim Compensation and Reimbursement of Expenses of Professionals entered December 27, 2000 (NIBS Docket No. 1877).

Relief Requested

8. By this Application, Saul Ewing requests final allowance of compensation and reimbursement of expenses, for the period December 29, 1999 through April 30, 2002 for all members of Fruit of the Loom, except NWI, in the amount of \$697,302.60 for professional services rendered, and \$371,828.28 for actual and necessary expenses incurred.² Saul Ewing reserves the right to make future applications for fees and expenses with respect to NWI for the period May 1, 2002 through the NWI Effective Date.

9. By this Application, Saul Ewing also requests interim allowance of compensation in the amount of \$45,495.60 for professional services rendered, and reimbursement of \$13,978.78 for actual and necessary expenses incurred, for the period

April 1, 2002 through April 30, 2002. Attached hereto as Exhibit "A" is the Affidavit of Applicant with respect to the compensation requested.

10. Attached as Exhibit "B" is a detailed, chronological itemization covering all the services performed by Applicant with respect to this matter from April 1, 2002 through April 30, 2002. This detailed itemization complies with Del.Bankr.LR 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, the time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

Attached hereto as Exhibits "C-A" through "C-I" are detailed itemizations, by project category, of all services performed by Applicant with respect to these matters from April 1, 2002 through April 30, 2002. Non-working travel time (to the extent applicable) is billed at 50% of normal rates.

11. While it would not be practical to list all of the services performed by Applicant on behalf of the Debtors for the time period covered by this Application, Applicant has divided its time into the following categories:

a) Case Administration (2.7 hours; \$482.50). This category includes a number of different tasks to comply with the requirements of this Court, the Office of the United States Trustee or the Bankruptcy Code, including without limitation, scheduling of hearings, filing and service of pleadings, preparing affidavits of service, updating service lists, as well as other miscellaneous tasks not otherwise separately classifiable.

² Saul Ewing incorporates by reference its First through Twenty-Sixth Interim Fee Applications. The amount of fees and expenses requested in all prior applications is detailed in the summary page accompanying this Application.

In addition, this category includes case administrative and management tasks, including without limitation, reviewing general case documents, monitoring the lead case and adversary dockets, reviewing and maintaining a case calendar, conferencing with co-counsel and other parties-in-interest regarding various case management matters, and other miscellaneous tasks.

b) Preparation For And Attendance At Hearings (26.4 hours; \$5,425.00). This category includes time spent preparing for hearings, including review of pleadings, witness preparation, strategy meetings with the Debtors' representatives and co-counsel, preparation for hearing presentation, preparation of hearing notebooks, preparation and filing of hearing agenda notice, and attendance at hearings.

c) Retention Matters (1.4 hours; \$228.00). This category includes time expended in connection with preparing and filing a notice of supplement to the list of ordinary course professionals and a notice of payments to ordinary course professionals.

d) Other Litigation, including Stay Relief Matters (17.9 hours; \$3,933.50). This category includes time expended preparing and filing (i) a motion to extend the time to remove actions, (ii) a motion to approve settlement with Magnetek, (iii) a motion to approve EPA settlement, and (iv) a motion to file exhibit to EPA settlement motion under seal. This category also includes time spent conferencing with other counsel and reviewing responses to the aforementioned motions. In addition, this category includes time spent related to the bondholders' appeal, including reviewing a joint motion to stay appeal for filing.

e) Fee Applications Matters (27.3 hours; \$4,066.00). This category includes time expended in connection with reviewing and analyzing monthly fee applications filed by the Debtors' professionals and the Committees' professionals. In addition, this category

includes time spent preparing and filing fee applications for the Debtors' professionals and preparing and filing certifications of no objection regarding unopposed monthly fee applications.

Also, this category includes time spent maintaining and updating a chart on professional fees.

f) Claims Analysis and Objections (17.5 hours; \$4,113.50). This category includes time spent preparing and filing a motion to set a filing deadline for administrative claims, conferencing with co-counsel and the claims agent regarding claims, preparing and filing the twelfth and thirteenth omnibus objections to claims, preparing a stipulation regarding CNA's proof of claim, and conferencing with claimants regarding claims.

g) Creditor Inquiry (1.4 hours; \$188.50). This category includes time spent responding to inquiries from creditors regarding the case status and plan-related issues, including voting.

h) Avoidance Actions and Adversaries (36.1 hours; \$6,077.50). This category includes time spent conferencing with counsel for defendants regarding adversary proceedings, preparing and filing stipulations extending time to answer complaints; researching registered agents and officers regarding service of amended complaints; preparing and filing amended adversary complaints and/or summons; and conferencing with Debtors' management and professionals regarding adversary complaints and the filing of a motion to stay adversary proceedings.

i) Plan and Disclosure Statement (86.4 hours; \$20,981.00). This category includes time spent preparing and filing plan-related documents, including, but not limited to (i) a notice of plan supplement with exhibits, (ii) a notice of revised cure payment schedule with exhibits, (iii) proposed confirmation order, (iv) affidavits of publication,

(v) memorandum of law in support of confirmation, (vi) affidavits in support of confirmation, and (vii) stipulation regarding voting change. This category also includes time spent responding to inquiries regarding plan-related issues, responding to requests for plan-related documents, reviewing objections to the plan, and communicating with counsel regarding the plan and confirmation issues. In addition, this category also includes time spent with regard to formation of the FOL Liquidation Trust.

11. Attached hereto as Exhibit "D" is a description of the costs actually expended by the Applicant in the performance of services rendered on behalf of the Debtors. These costs for which reimbursement is requested total \$13,978.78. The breakdown of costs includes the rate for copying charges (\$.15/page) and the basis for each rate, telephone charges, facsimile charges (\$1.00/page – outgoing transmission only), postage, overtime, messenger service, overnight delivery, outside reproduction, travel expenses, transcript, and legal research charges. By this Application, the Applicant does not seek expenses for incoming facsimile transmissions.

WHEREFORE, Saul Ewing LLP respectfully requests that the Court grant the Application and enter an Order: (i) authorizing the allowance of compensation in the amount of \$45,495.60 for professional services rendered and \$13,978.78 for reimbursement for actual and necessary costs, for the period April 1 through April 30, 2000 (the Twenty-Seventh Interim Compensation Period); (ii) authorizing final allowance of \$697,302.60 for compensation for professional services rendered, and \$371,828.28 for reimbursement of actual and necessary expenses for the period December 29, 1999 through April 30, 2002 for all members of Fruit of the Loom other than NWI, (iii) directing payment by the Debtors of the foregoing amounts; and (iv) granting such other and further relief as this Court deems necessary and just.

Dated: June 28, 2002

SAUL EWING LLP

By: /s/ J. Kate Stickles
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