

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: Nov. 26, 2002
HEARING TIME: 10:00 a.m.

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In re : Chapter 11
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GUILFORD MILLS, INC., et al., : Case Nos. 02-40667 (BRL)
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:
: (Jointly Administered)
Debtors. :
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR APPROVAL OF COMMITTEE MEMBER EXPENSES**

**TO THE HONORABLE BURTON R. LIFLAND,
UNITED STATES BANKRUPTCY JUDGE:**

Thelen Reid & Priest LLP ("TR&P"), as attorneys for the Official Committee of Unsecured Creditors (the "Committee") of debtors Guilford Mills, Inc, et al. (collectively, the "Debtors"), submits this application ("Application") to 11 U.S.C. § 503(b)(3)(F) for approval of expenses incurred by the members of the Committee. In support of the Application, TR&P respectfully represents as follows:

BACKGROUND

1. On March 13, 2002 (the "Petition Date"), the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have remained as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. The Debtors are worldwide producers and sellers of wrap knit, circular knit, flat-woven and woven velour fabrics. The Debtors also cut and sew laces and fabrics into home fashion products.

3. On March 26, 2002, the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee was composed of the following members: (i) BASF Corporation; (ii) UNIFI, INC.; (iii) CP&L; (iv) M. Dohmen USA, Inc.; (v) Akra Teijin; (vi) Foamex International, Inc.; and (vii) Ostrow International Ltd.

4. On March 26, 2002, the Committee selected and retained TR&P as its counsel. Thereafter, the Court approved the retention of TR&P as counsel to the Committee, effective as of March 26, 2002.

5. This Application seeks approval of expenses incurred by members of the Committee as follows:

- (i) Russell Rosenzweig of Foamex L.P. - \$546.52
- (ii) David L. Phipps, Jr., CP&L - \$510.00
- (iii) Jim McCall, M. Dohmen USA, Inc. - \$1,210.25

6. With respect to the foregoing, annexed hereto as Exhibit A are Certifications Of Expenses Incurred As A Member Of The Official Committee Of Unsecured Creditors (the "Certifications"). The Certifications provide a breakdown of

the expenses incurred along with backup support. Pursuant to the interim compensation procedures approved by the Court, the Certifications were previously circulated to parties in interest and no objections were raised. Since no objections were raised, the reimbursement of expenses should have been paid.

WHEREFORE, for all of the foregoing reasons, pursuant to § 503(b)(3)(F) of the Bankruptcy Code, TR&P respectfully requests that this Court enter an order: (a) approving the expenses of the members of the Committee as set forth in this Application and directing payment thereof to the extent not previously paid, and (b) granting such other and further relief as this Court deems just and proper.

Dated: New York, New York
November 4, 2002

THELEN REID & PRIEST LLP

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