

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Counsel for the
Reorganized Debtors
One Penn Plaza - Suite 3335
New York, New York 10119
(212) 594-5000
Frank A. Oswald (FAO-1223)
Howard P. Magaliff (HPM-2189)

Hearing Date: 11/26/02
Hearing Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 02-40667 (BRL)
GUILFORD MILLS, INC., *et al.*, :
: (Jointly Administered)
Debtors. :
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**ORDER FIXING AND AWARDING FINAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PROFESSIONALS
RETAINED BY THE DEBTORS AND THE CREDITORS' COMMITTEE,
AND REIMBURSEMENT OF EXPENSES FOR COMMITTEE MEMBERS**

Upon the applications (the "Applications") for orders fixing and awarding final compensation and reimbursement of expenses of (i) Togut, Segal & Segal LLP, Bankruptcy Counsel for the Reorganized Debtors; (ii) Weil Gotshal & Manges LLP, Special Counsel for the Debtors ("Weil"); (iii) Grant Thornton LLP, Successor Accountants for the Debtors; (iv) Arthur Andersen LLP, Accountants for the Debtors; (v) Nightingale & Associates, LLC, Financial Advisors for the Debtors ("Nightingale"); (vi) Rothschild, Inc., Investment Bankers for the Debtors ("Rothschild"); (vii) Thelen, Reid & Priest LLP, counsel for the Committee; (viii) Deloitte & Touche, LLP, Accountants for the Committee ("D&T"); and (ix) Brooks Pierce, McLendon, Humphrey & Leonard LLP ("BPMH&L"), Ordinary Course

Counsel to the Debtors (collectively the “Professionals”); and upon the application for reimbursement of expenses by certain members of the Creditors Committee (“Committee”);

AND good and sufficient notice of the Applications and the Hearing having been given as evidenced by the Affidavit of Service previously filed with the Clerk of the Court; and the United States Trustee having filed a limited objection to the Applications of Weil, Nightingale, Rothschild, D&T and BPMH&L (the “Objections”); and upon all of the prior proceedings had herein; and the Applications having been considered at a hearing conducted before the Court on November 26, 2002 (“Hearing”); and the Court having heard all parties in attendance at the Hearing; and upon the record made at the Hearing; and the decision reached at the conclusion thereof; and the Objections having been settled and withdrawn, or otherwise resolved as set forth on the record of the Hearing; and sufficient cause appearing therefor and the relief appearing reasonable and proper, and no further notice being required, it is

ORDERED, that the compensation and reimbursement of expenses sought pursuant to the Applications be, and hereby is, awarded, on a final basis, in the amounts set forth on the Schedule annexed hereto; and it is further

ORDERED, that the Debtors be, and they hereby are, authorized and directed to pay or cause to be paid the amounts fixed and awarded hereby as set forth on the Schedule annexed hereto.

DATED: New York, New York
November 26, 2002

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

APPLICANT	DATE AND DOCKET NO OF APPLICATION	TOTAL FEES SOUGHT	TOTAL FEES ALLOWED	TOTAL EXPENSES SOUGHT	TOTAL EXPENSES AWARDED
Togut, Segal & Segal LLP Attorneys for the Debtors and Debtors-in-Possession	10/31/02 558	Total Fees sought: \$1,370,515.50 Fees paid to date: (\$1,096,412.40) Net Fees Sought: \$274,103.10	\$1,370,515.50	Total Expenses sought: \$52,495.13 Expenses paid to date: \$52,495.13 Net Expenses Sought: \$0.00	\$52,495.13
Weil Gotshal & Manges LLP Special Counsel for the Debtors	10/31/02 557	Total Fees sought: \$562,106.50	\$560,413.60 ¹	Total Expenses sought: \$17,565.95	\$17,565.95
Grant Thornton LLP Successor Accountants for the Debtors	11/4/02 563	Total fees sought: \$250,202.75 Fees paid to date: (\$20,600.00) Net Fees Sought: \$229,602.75	\$250,202.75	N/A	N/A
Arthur Andersen LLP Accountants for the Debtors	11/4/02 564	Total fees sought: \$152,211.00 Fees paid to date: (\$121,769.00) Net Fees Sought: \$30,442.00	\$152,211.00	N/A	N/A
Nightingale & Associates, LLC Financial Advisors for the Debtors	11/5/02 569	Total fees sought: \$1,834,825.00 ² Fees paid to date: (\$1,187,960.00) Net Fees Sought: \$646,865.00	\$1,834,825.00	Total Expenses sought: \$125,825.28 Expenses paid to date: \$125,825.28 Net Expenses Sought: \$0.00	\$125,825.28
Rothschild, Inc. Investment Bankers for the Debtors	11/1/02 560	Total fees sought: \$ 2,637,096.77 Fees paid to date: (\$ 717,096.77) Net Fees Sought: \$1,920,000.00	\$2,637,096.77	Total Expenses sought: \$40,162.67 Expenses paid to date: \$28,465.08 Net Expenses Sought: \$11,697.59	\$40,162.67

¹ Reflects voluntary reduction of \$1,692.90.

² Includes a request for a performance fee in the amount of \$350,000 (subject to approval of the Court) under the Order approving the retention of Nightingale in these cases and in accordance with Nightingale's engagement letter dated March 13, 2002.

APPLICANT	DATE AND DOCKET NO OF APPLICATION	TOTAL FEES SOUGHT	TOTAL FEES ALLOWED	TOTAL EXPENSES SOUGHT	TOTAL EXPENSES AWARDED
Thelen Reid & Priest, LLP Attorneys for the Creditors Committee	11/4/02 566	Total fees sought: \$201,518.50 Fees paid to date: (\$161,216.50) Net Fees Sought: \$40,302.00	\$201,518.50	Total Expenses sought: \$9,065.20 Expenses paid to date: \$9,065.20 Net Expenses Sought: \$0.00	\$9,065.20
Deloitte & Touche, LLP Accountants for the Creditors' Committee	11/1/02 559	Total fees sought: \$429,715.50 Fees paid to date: (\$339,509.10) Net Fees Sought: \$90,206.40	\$429,715.50	Total Expenses sought: \$5,269.00 Expenses paid to date: \$5,269.00 Net Expenses Sought: \$0.00	\$5,269.00
Official Committee of Unsecured Creditors	11/4/02 567	N/A	N/A	Total Expenses Sought: \$2,266.77	\$2,266.77
Brooks Pierce, McLendon, Humphrey & Leonard LLP Ordinary Course Counsel to the Debtors	11/5/02 570	Total fees sought: \$220,549.50 Fees paid to date: (\$78,786.05) Net Fees Sought: \$141,763.45	\$220,549.50	Total Expenses sought: \$11,213.95 Expenses paid to date: \$11,213.95 Net Expenses Sought: \$0.00	\$11,213.95

DATE: NOVEMBER 26, 2002 INITIALS /s/BRL USBJ