

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
: :
FRUIT OF THE LOOM, INC., et al., : Case No. 99-4497 (PJW)
: (Jointly Administered)
Debtors. : :
: **Objection Deadline: 7/18/02 at 4:00 p.m.**
: **Hearing Date: To be scheduled.**
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NOTICE OF APPLICATION

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

Members of the Official Committee of Unsecured Creditors, (hereinafter referred to as "Applicant") has filed its **Final Application for Reimbursement of Expenses Incurred for the Period January 10, 2000 Through April 30, 2002** (the "Application").

You are required to file a response to the attached Application on or before July 18, 2002 at 4:00 p.m Eastern Standard Time.

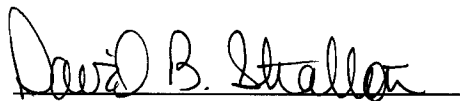
At the same time, you must also serve a copy of the response upon Applicant:

PEPPER HAMILTON LLP	OTTERBOURG, STEINDLER, HOUSTON & ROSEN,
David B. Stratton, Esq.	P.C.
1201 Market Street, Suite 1600	Scott L. Hazan, Esq.
P.O. Box 1709	230 Park Avenue
Wilmington, Delaware 19899-1709	New York, NY 10169

A HEARING ON THE MOTION WILL BE HELD at a date and time to be scheduled by the Debtors for an omnibus hearing on fee applications 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: June 27, 2002


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

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X

In re: Chapter 11
Case No. 99-4497 (PJW)

FRUIT OF THE LOOM INC., et al.,

(Jointly Administered)

Debtors.

-----X

**FINAL APPLICATION OF THE MEMBERS OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES**

TO: THE HONORABLE PETER J. WALSH,
CHIEF UNITED STATES BANKRUPTCY JUDGE

The Application ("Application") of the members of the Official Committee of Unsecured Creditors ("Committee") of Fruit of the Loom, Inc. et al. ("Debtors") for reimbursement of expenses for those members requesting reimbursement of expenses ("Applicants"), by Otterbourg, Steindler, Houston & Rosen, P.C. and Pepper Hamilton LLP, its co-attorneys, respectfully represents and alleges:

I. INTRODUCTION

1. Applicants makes this final Application for the reimbursement of reasonable Committee expenses in the aggregate amount of \$51,218.19 (the "Aggregate Amount") for the period from January 10, 2000¹ through April 30, 2002, both dates inclusive (the "Application Period"). Applicants have previously sought and been awarded eleven interim allowances for reimbursement of expenses (the "Interim Expenses") in the Aggregate Amount.

¹The effective date of the Committee's appointment.

II. BACKGROUND

3. On December 29, 1999 (the "Petition Date") the Debtors filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). On April 19, 2002, the Court entered an Order confirming the Third Amended Joint Plan of Reorganization of Fruit of the Loom (the "Plan"), which was filed on March 19, 2002. The Plan became effective on April 30, 2002.

4. This Court has jurisdiction over this application pursuant to 28 U.S.C. Sections 157 and 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. Sections 1408 and 1409.

5. As of the Petition Date, the Debtors represented that, among other things, they: (a) were an international, vertically integrated basic apparel manufacturer operating in over 60 countries worldwide and emphasizing branded products for consumers ranging from infants to senior citizens; (b) were one of the largest producers of men's and boy's underwear, activewear for the screenprint T-shirt and fleece market, women's and girl's underwear, casual wear, women's jeanswear, and childrenswear, selling products under various brand names; and (c) manufactured and marketed basic family apparel with vertically integrated operations in North America, Central America, the Caribbean and Europe.

6. On January 10, 2000, the United States Trustee for the District of Delaware appointed the seven (7) member Committee pursuant to § 1102(a)(1) of the Bankruptcy Code. On January 10, 2000, the Committee selected HSBC Bank USA, represented by Robert A. Conrad,

and Calcot Ltd., represented by Robert M. Dowd, as its Co-Chairpersons². Thereafter, the Committee selected to retain and employ Applicant and Pepper Hamilton LLP as its co-counsel, which was approved by Orders of this Court.

7. Throughout the Application Period, the Committee was active in all respects in this case as more fully set forth in the application of co-counsel to the Committee. In order to diligently monitor all activities relevant to this case, Applicants attended meetings of the Committee and participated in telephonic conferences of the Committee. Many of the Applicants are located a distance from where the Committee meetings were held and, accordingly, have incurred costs in attending these meetings.

8. Applicants hereby request final reimbursement of all expenses incurred in their capacity as members of the Committee throughout the Application Period in the Aggregate Amount of \$51,218.19.

9. Annexed hereto as Exhibit "A" is a summary of expenses incurred by Applicants throughout the Application Period. Applicants have previously submitted to this Court and provided to parties in interest copies of Certifications and supporting documentation for the reimbursement of their Interim Expenses. As these documents are voluminous and duplicative of those which are on file, they have not been annexed to the Application, but are available at the request of the Court or by any party in interest. Applicants submit that all out-of-pocket expenses

² HSBC Bank USA ("HSBC") resigned from the Committee shortly after its formation. State Street Bank and Trust Co. replaced HSBC as indenture trustee for the Debtors' unsecured notes and was appointed to the Committee.

incurred in connection with attendance at Committee meetings in the case was necessary and reasonable.

WHEREFORE, Applicants respectfully request the entry of an Order awarding a final allowance of an reimbursement for Applicants' actual and necessary expenses in the amount of \$51,218.19, as detailed by the schedule annexed hereto as Exhibit "A".

Dated: Wilmington, Delaware
June 27, 2002

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
FRUIT OF THE LOOM, INC., et al.

By: David B. Stratton

David B. Stratton, Esq.
Delaware Bar ID #960
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- and -

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EXHIBIT A

EXHIBIT "A"

SUMMARY OF EXPENSES INCURRED

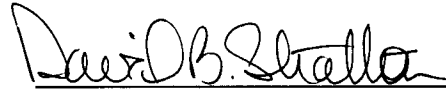
COMMITTEE MEMBER	REPRESENTATIVE	TOTAL REIMBURSEMENT SOUGHT AND PREVIOUSLY ALLOWED
Calcot Ltd. Griswold, Lasalle, Cobb, Dowd & Gin, LL	Robert M. Dowd, Esq.	\$30,847.77
Roy, Bivins, Judice & Henke	Patrick M. Wartelle, Esq.	\$6,176.52
Worldtex, Inc.	Mr. Mitchell R. Setzer	\$8,662.78
Staple Cotton Co-Op	Mr. Meredith B. Allen	\$5,531.12
	TOTALS:	\$51,218.19

CERTIFICATE OF SERVICE

I, David B. Stratton , hereby certify that on June 27, 2002, I did serve the foregoing

Final Application of the Members of the Official Committee of Unsecured Creiddtors for

Reimbursement of Expenses by causing a copy thereof to be served in the manner indicated upon those parties listed on the attached service list.

A handwritten signature in cursive script that reads "David B. Stratton". The signature is written in black ink and is positioned above a horizontal line.

David B. Stratton

VIA HAND DELIVERY

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