

4-1-04

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

In re:)	Chapter 11
)	
DAN RIVER INC., <i>et al.</i> ,)	Case Nos. 04-10990 through 04-10993
)	Jointly Administered
Debtors.)	
)	Judge Drake
)	

**ORDER (A) DEEMING UTILITIES ADEQUATELY ASSURED
OF PAYMENT, (B) PROHIBITING UTILITIES FROM ALTERING,
REFUSING, OR DISCONTINUING SERVICES, AND (C) ESTABLISHING
PROCEDURES FOR RESOLVING REQUESTS FOR ADDITIONAL ASSURANCE**

This matter is before the Court on the motion Dan River Inc. and its debtor affiliates (collectively, the "Debtors") for entry of an order resolving issues relating to adequate assurance of payment to utilities under Section 366 of the Bankruptcy Code (the "Motion").

The Court has considered the Motion, the Declaration of Barry Shea in Support of First-Day Applications and Motions, and the matters reflected in the record of the hearing held on the Motion. It appears that the Court has jurisdiction over this proceeding; that this is a core proceeding; that notice of the Motion has been given to the Office of the United States Trustee, counsel for the Debtors' pre-petition secured lenders, the indenture trustee for the Debtors' senior note holders, counsel to the Agent for the Debtors' proposed debtor-in-possession lenders, and the Debtors' thirty largest unsecured creditors on a consolidated basis, and the Utility Companies; that no further notice is necessary; that the relief sought in the motion is in the best interests of the Debtors, their estates, and their creditors; and that good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED.

2. The Debtors are directed to pay on a timely basis, in accordance with their pre-petition practices, all undisputed invoices in respect of post-petition utility services rendered by the Utility Companies to the Debtors.

3. Absent any further order of this Court, utility companies providing services to the Debtors, including but not limited to the Utility Companies listed on Exhibit A attached hereto, (i) are deemed adequately assured of payment for post-petition services under Section 366 of the Bankruptcy Code; (ii) shall not alter, refuse, or discontinue service to, or discriminate against, the Debtors, solely on the basis of the commencement of these bankruptcy cases or on account of any unpaid invoice for service provided prior to the Petition Date; and (iii) shall not require the payment of a deposit or other security in connection or draw down on an existing letter of credit with the Utility Company's continued provision of utility services, including but not limited to the furnishing of telephone, electric, gas, water, sewer, waste management, or services of like kind, to the Debtors.

4. The Debtors shall serve a copy of this Order on the Utility Companies at the addresses listed on Exhibit A attached hereto by first-class mail within three business days of the entry of this Order.

5. This Order is without prejudice to the rights of any Utility Company to make a written request (a "Request") to James A. Pardo, Jr., King & Spalding LLP, 191 Peachtree Street, Atlanta, Georgia 30303, for additional adequate assurance in the form of a deposit or other security from the Debtors, within twenty days of the date hereof (the "Request Deadline"), provided that any Request must set forth the location for which utility services are provided.

6. Any Utility Company that fails to submit a timely Request in compliance with the preceding paragraph shall be deemed adequately assured of payment for postpetition services

under Section 366 of the Bankruptcy Code without the provision of a deposit or other security from the Debtors.

7. If a Utility Company makes a timely Request that the Debtors believe is reasonable, the Debtors shall be entitled to comply with such Request without further order of this Court.

8. If a Utility Company makes a timely Request that the Debtors believe is unreasonable, and no consensual resolution of the Request is reached within sixty days after the Debtors received such Request, the Debtors shall file a motion for determination of adequate assurance of payment (“Motion for Determination”) with respect to such Request. The Debtors shall seek a hearing on a Motion for Determination within twenty days after the filing of the Motion for Determination, unless another hearing date is agreed to by the parties or ordered by the Court (the “Determination Hearing”).

9. If a Determination Hearing is scheduled in accordance with the preceding paragraph, the Utility Company involved shall be deemed to be adequately assured of payment under Section 366 of the Bankruptcy Code until an order of this Court is entered in connection with such Determination Hearing.

10. Notwithstanding the provisions of paragraphs 8 and 9 of this Order, nothing in this Order shall preclude a Utility Company from filing a motion with this Court at a subsequent time during the pendency of these cases pursuant to section 366(b) of the Bankruptcy Code seeking a deposit or security as adequate assurance of payment, or a reasonable modification of the amount of any deposit or security previously established, in the event of a material adverse change in the Debtors’ financial condition, or should a Utility Company believe circumstances

merit reconsideration of whether a deposit or security should be required or modified, or from seeking expedited treatment of such a motion.

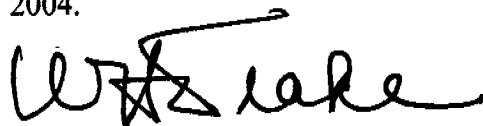
11. If any Utility Company is not listed on Exhibit A attached hereto but is subsequently identified by the Debtors, such Utility Company shall be served with a copy of this Order and be afforded twenty days from the date of service to request additional adequate assurance from the Debtors. Any such Utility Company failing to make a request in compliance with paragraph 5 of this Order within such twenty day period shall be deemed adequately assured of payment for post-petition services under Section 366 of the Bankruptcy Code without the provision of a deposit or other security from the Debtors.

12. Substantially contemporaneously with the service of the notice and Order on an additional Utility Company as described in the preceding paragraph, the Debtors shall file with the Court a supplement to Exhibit A to this Order adding the name of the Utility Company so served, and this Order will be deemed to apply to such Utility Company from the date of such service, subject to a later order of the Court on a Motion for Determination.

13. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

SO ORDERED.

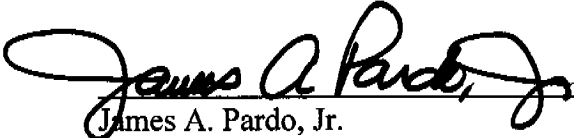
At Atlanta, Georgia this 1 day of April, 2004.



W. HOMER DRAKE, JR.
UNITED STATES BANKRUPTCY JUDGE

Prepared and Presented by:

KING & SPALDING LLP

A handwritten signature in black ink, reading "James A. Pardo, Jr.", written over a horizontal line.

James A. Pardo, Jr.

Georgia Bar No. 561206

Sarah Robinson Borders

Georgia Bar No. 610649

191 Peachtree Street

Atlanta, Georgia 30303-1763

(404) 572-4600

Fax: (404) 572-5149

Attorneys for the Debtors

EXHIBIT A

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
1.	AEP (APCO) P.O. Box 24401 Canton, OH 44701-4401 Telephone: (276) 627-1248 Telephone: (800) 710-4237	Electricity	1/2/2005	
2.	Alltel 201 Matthew St. Mathews, NC 28106 Telephone: (800) 843-9214 Telephone: (800) 847-4220 Facsimile: (704) 845-7446	Telephone (Local)	n/a	
3.	Alltel 615 Thornton Avenue Dalton, GA 30720-8287 Telephone: (800) 501-1776 Facsimile: (706) 279-7717	Telephone (Local)	n/a	
4.	Alltel Wireless PO Box 96019 Charlotte, NC 28296-0019 Telephone: (434) 572-7001	Telephone (Cellular Mobile)	Monthly	
5.	Anson County Water Collections Anson County Courthouse Wadesboro, NC 28170 Telephone: (704) 694-2018 Facsimile: (704) 694-6036	Water	n/a	
6.	AOL P.O. Box 17200 Jacksonville, FL 32245-7200 Telephone: 1-800-392-5180	Data (Mobile)	Monthly	
7.	AT&T P.O. Box 277019 1 Main Street Atlanta, GA 30384-7019 Telephone: 540-427-2800	Data	3/2006	
8.	AT&T 1338 Plantation Rd. Roanoke, VA 24012 Telephone: (540) 427-2800 Telephone: (800) 222-1000 Facsimile: (973) 644-7381	Telephone (Long Distance & Data)	Long Distance – 10/9/04 Data – 09/13/04	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
9.	AT&T One AT&T Way Bedminster, NJ 07921 Telephone: (908) 221-2000 Facsimile: (973) 644-7381	Telephone (Long Distance & Data)	10/9/2004 (long distance); 9/13/2004 (data)	
10.	AT&TWS PO Box 78405 Phoenix, AZ 85062-8405 Telephone: (704) 906-6800 Telephone: (800) 388-3235	Telephone (Cellular Mobile)	12/2004	
11.	Atlanta Gas & Light Co. P.O. Box 4564 Atlanta, GA 30302-4569 Telephone: (800) 252-1613 Facsimile: (803) 643-5049	Gas	n/a	
12.	Banks County Water System P.O. Box 99 Homer, GA 30547 Telephone: (706) 677-2261	Waste Water	n/a	
13.	Bell 110 King Street West 3rd Floor Hamilton, Ontario L9H1W4 Telephone: (800) 668-6878 Facsimile: (888) 318-8660	Telephone (Local)	n/a	
14.	Bell South 1600 Williams St. Suite 2400 Columbia, SC 29201 Telephone: (800) 900-3265 Facsimile: (800) 679-3943	Telephone (Local)	n/a	
15.	Bell South 1155 Peachtree Street, N.E. Atlanta, GA 30309 Telephone: (404) 249-2000 Facsimile: (404) 378-9269	Telephone (Local)	n/a	
16.	Broad River Water Authority 106 Duke Street P.O. Box 37 Spindale, NC 28160-0037 Telephone: (828) 286-0640 Facsimile: (828) 286-3977	Water	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
17.	Browning Ferris Industries Lynchburg District #852 P.O. Box 830132 Baltimore, MD 21283-0132 Telephone: (434) 846-6800 Facsimile: (434) 846-0156	Waste	n/a	
18.	Canadian Waste Services 117 Wentworth Court Brampton, Ontario L6T5L4 Telephone: (904) 595-3330	Solid Waste Dumpster	n/a	
19.	Cingular P.O. Box 17496 Baltimore, MD 21297-1496 Telephone: (866) 246-4857	Telephone (Cellular Mobile)	02/24/2006	
20.	City of Commerce P.O. Box 348 Commerce, GA 30529 Telephone: (706) 335-3164	Water	n/a	
21.	City of Danville Division of Central Collections P.O. Box 3308 Danville, VA 24543-3308 Telephone: (434) 799-5159 Facsimile: (434) 797-8875	Electricity; water; waste	Multiple contracts: n/a * additional financial obligation to begin 8/1/2019	
22.	City of Porterdale 5 Main Street P.O. Box 667 Porterdale, GA 30070-0667 Telephone: (770) 780-2217 Facsimile: (770) 786-5171	Water; waste	n/a	
23.	City of Portsmouth, VA 801 Crawford Street Portsmouth, VA 23704 Telephone: (757) 292-8524	Water	n/a	
24.	City of Sevierville P.O. Box 5500 Sevierville, TN 37864-5500 Telephone: (865) 453-5504 Facsimile: (865) 453-5504	Waste	n/a	
25.	Columbia Gas of Virginia P.O. Box 35674 Richmond, VA 23235 Telephone: (804) 768-6407 Facsimile: (804) 768-5913	Gas	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
26.	Destin Water Users, Inc. P.O. Box 308 Destin, FL 32540-0308 Telephone: (850) 837-6146	Water	n/a	
27.	Dominion Virginia Power Dominion Corporate Offices 701 E. Cary Street One James River Plaza Richmond, VA 23219-3927 Telephone: (252) 308-1077 : Telephone: (888) 667-3000 Facsimile: (804) 819-2232	Electricity	9/25/2005	
28.	Duke Power P.O. Box 1090 Charlotte, NC 28201-1090 Telephone: (864) 439-5983 Telephone: (800) 653-5307 Facsimile: (704) 594-0035	Electricity	Multiple contracts: n/a, 6/21/2004	\$91,450 Letter of Credit
29.	Earthlink P.O. Box 530530 Atlanta, GA 30353-0530	Data (Mobile)	Monthly	
30.	Enbridge 500 Consumers Rd. North York, Ontario M2J1P8 Telephone: (416) 492-5000 Facsimile: (888) 711-1211	Gas	n/a	
31.	Enersource 3240 Mavis Rd. Mississauga, Ontario L5C3K1 Telephone: (905) 273-7425 Facsimile: (905) 566-2737	Electricity	n/a	
32.	First Piedmont Corp. P.O. Drawer 1069 Chatham, VA 24531 Telephone: (434) 432-0211 Facsimile: (434) 432-0278	Waste	5/31/2005	
33.	Fort Valley Utility Commission P.O. Box 1529 500 Anthoine Street Fort Valley, GA 31030 Telephone: (478) 825-7701 Facsimile: (478) 825-7704	Electricity, Gas, Water	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
34.	GDS, Inc. P.O. Box 215 Forest City, NC 28043 Telephone: (800) 626-1420 Facsimile: (704) 480-9777	Waste	n/a	
35.	Georgia Power 1130 Green Street Conyers, GA 30012 Telephone: (770) 801-5992 Telephone: (770) 216-1306 Facsimile: (678) 623-7360	Electricity	Multiple contracts: n/a, 2/26/2004, 11/2/2006	
36.	Greenville Water System P.O. Box 687 Greenville, SC 29602-0687 Telephone: (864) 241-6155 Facsimile: (864) 241-6035	Water	n/a	
37.	Gulf Power Company 140 Hollywood Blvd. S. W. Fort Walton Beach, Florida 32548 Telephone: (800) 225-5797	Electricity	n/a	\$1,040
38.	Hampton Roads Sewer Dept. P.O. Box 1651 Norfolk, VA 23501-1651 Telephone: (757) 877-2019 Facsimile: (757) 460-2058	Waste	n/a	
39.	Kallam Oil & Gas Co., Inc. 201 S. Dalton Street Madison, NC 27025 Telephone: (336) 548-9653 Facsimile: (336) 548-4992	Gas	n/a	
40.	MCI 22001 Loudoun County Parkway Ashburn, Virginia 20147 Telephone: (800)-695-4405 Facsimile: (800) 825 4525	Data Transmission Services	12/3/2006	
41.	MCI 5238 Valleypointe Parkway Suite C5 Roanoke, VA 24019 Telephone: (800) 289-1929 Telephone: (800) 581-5337 Telephone: (800) 848-8980 Facsimile: (540) 561 5523	Telephone (Data)	12/3/06	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
42.	Newton County Board of Commissioners 1113 Usher Street Covington, GA 30014 Telephone: (770) 784-2000 Facsimile: (770) 784-2007	Waste	n/a	
43.	Newton County Water & Sewer Authority 11325 Brown Bridge Road P.O. Box 1137 Covington, GA 30015 Telephone: (770) 787-1375 Facsimile: (770) 786-4536	Waste	n/a	
44.	North State P.O. Box 2326 High Point, NC 27261-2326 Telephone: (336) 886-3602 Facsimile: (336) 886-5114	Telephone (Local)	n/a	
45.	Piedmont Gas Co. 201 W. McBee Avenue Greenville, SC 29601 Telephone: (800) 752-7504 Facsimile: (864) 242-5824	Gas	n/a	
46.	Pincelli & Associates, Inc. P.O. Box 1055 Hixson, TN 37343-1055 Telephone: (423) 842-1396 Facsimile: (423) 842-0221	Waste	n/a	
47.	Progress Energy 805 N. Pinehurst Street Aberdeen, NC 28315 Telephone: (866) 768-6049 Facsimile: (919) 546-2920	Electricity	n/a	
48.	PSNC Energy P.O. Box 100256 Columbia, SC 29202-3256 Telephone: (877) 776-2427 Facsimile: (704) 810-3122	Gas	n/a	
49.	Rutherford County Solid Waste P.O. Box 1957 Rutherfordton, NC 28139-1957 Telephone: (828) 287-6125 Facsimile: (828) 287-6312	Waste	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
50.	SCANA Energy Marketing, Inc. P.O. Box 751684 Charlotte, NC 28725 Telephone: (704) 834-6686 Facsimile: (704) 834-6688	Gas	n/a	\$775,000 Letter of Credit
51.	SCANA Sales & Service 3340 Peachtree Road, N.E. Suite 750 Atlanta, GA 30326 Telephone: (404) 760-6204 Facsimile: (404) 760-6263	Gas	n/a	
52.	Sevier County Electric System P.O. Box 4870 315 E. Main Street Sevierville, TN 37864 Telephone: (865) 453-2887 Telephone: (865) 983-4065 Facsimile: (865) 428-2159	Electricity	12/19/2006	
53.	Sevier County Utility District P.O. Box 4398 420 Robert Henderson Road Sevierville, TN 37864-4398 Telephone: (865) 453-3272 Facsimile: (865) 774-1662	Gas	n/a	
54.	Sevierville Water Systems 116 Church Street Sevierville, TN 37862 Telephone: (865) 453-5522 Facsimile: (865) 429 -0564	Water	n/a	
55.	South Carolina Electric & Gas (SCE & G) Columbia, SC 29218 Telephone: (800) 251-7234 Facsimile: (803) 217-7931	Electricity	n/a	
56.	Southern Soil Builders 958 Hoots Road Roaring River, NC 28669 Telephone: (336) 957-8909 Facsimile: (336) 957-8940	Waste	n/a	
57.	Southland Waste Systems 2201 Trade Drive Macon, GA 31217 Telephone: (478) 746-7230 Facsimile: (478) 746-6972	Waste	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
58.	Southwestern Bell P.O. Box 650661 Dallas, TX 75265-0661 Telephone: (800) 750-2355 Telephone: (800) 750-2355 Facsimile: (916) 977-3522	Telephone (Local)	n/a	
59.	Sprint 1710 E. Parham Rd. Richmond, VA 23228 Telephone: (804) 261-9388 Telephone: (800) 304-7628 Telephone: (800) 901-9675 Facsimile: (804) 261 9356	Telephone (Local & Data)	Local - n/a Data - 8/13/06	
60.	Sprint 6200 Sprint Parkway Overland Park, KS 66251 Telephone: (800) 829-0965 Facsimile: (913) 523 0054 (Local Account)	Telephone (Local & Data)	n/a	
61.	Sprint P.O. Box 30723 Tampa, FL 33630-3723 Telephone: (800)786-6272 Facsimile: (252) 823 3727	Telephone (Local & Data)	n/a	
62.	Taas P.O. Box 2325 Acworth, GA 30102 Telephone: (770) 966-7119	Electricity	n/a	
63.	Tennessee Valley Authority 400 W. Summit Hill Drive Knoxville, TN 37902-1499 Facsimile: (865) 673-2210	Electricity	12/19/2006	
64.	Town of Brookneal P.O. Box 450 Brookneal, VA 24528 Telephone: (434) 799-5159 Facsimile: (434) 376-5698	Water	n/a	
65.	Town of Morven P.O. Box 295 Morven, NC 28119 Telephone: (704) 851-9321 Facsimile: (704) 851-9363	Waste	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
66.	Verizon 1095 Avenue of the Americas, 36th Floor New York, NY 10036 Telephone: (212) 395-2121 Facsimile: (212) 741-5900	Telephone	Multiple Contracts: Telephone n/a; Payphone 12/31/2005	
67.	Verizon 2510 Riva Road, Floor 4th Annapolis, MD 21401 Telephone: (410) 265-3254 Telephone: (800) 275-2355 Telephone: (800) 624-8286	Telephone (Local & Payphones)	Local – n/a Payphones – 12/31/05	
68.	Verizon Wireless P.O. Box 660108 Dallas, TX 75266-0108 Telephone: (864) 987-2000	Telephone (Cellular Mobile)	n/a	
69.	Waste Management 108 N.W. Hill Avenue Fort Walton Beach, FL 32548 Telephone: (800) 862-7141 Facsimile: (866) 281-9229	Waste	n/a	
70.	Waste Management of Atlanta 1571 Burke Drive Lake City, GA 30260 Telephone: (404) 794-6707 Facsimile: (404) 898-9219	Waste	n/a	
71.	Waste Management of Cheraw P.O. Box 1387 Cheraw, SC 29520-1387 Telephone: (843) 537-4141 Telephone: (866) 962-2287 ext. 7423 Facsimile: (866) 281-9229	Waste	n/a	
72.	Waste Management of Hampton Roads 3016 Yadkin Road Chesapeake, VA 23323 Telephone: (800) 877-7531 Facsimile: (757) 485-4617	Waste	n/a	
73.	Waste Management of South Carolina 390 Innovation Way Wellford, SC 29385-8900 Telephone: (864) 949-2600 Facsimile: (864) 949-2606	Waste	n/a	

NO.	UTILITY PROVIDER	UTILITY PROVIDED	CONTRACT EXPIRATION	DEPOSIT
74.	Water Collections Anson County Courthouse Wadesboro, NC 28170 Telephone: (704) 694-2018 Facsimile: (704) 694-6036	Water	n/a	
75.	Western Carolina Regional Sewer Authority 561 Mauldin Road Greenville, SC 29607 Telephone: (864) 299-4036 Facsimile: (864) 277-5852	Waste	n/a	