

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 AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS

This matter is before the Court on the motion of Dan River Inc. and its debtor affiliates (collectively, the “Debtors”) for authority to retain and compensate certain professionals used in the ordinary course of business (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; 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 authorized to retain the Ordinary Course Professionals (as defined in the Motion) without further application to or approval of this Court.

3. Each Ordinary Course Professional shall file with this Court a Retention Affidavit, substantially in the form of Exhibit B attached to the Motion, stating that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which such professional is to be employed.

4. The Debtors are authorized to compensate and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order (whether identified on Exhibit A to the Motion or identified subsequently) in the customary manner, in the full amount billed by each such professional, upon receipt of a reasonably detailed invoice indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' rights to dispute any such invoices), up to \$20,000 per month per such professional (the "Fee Cap"). Any payment in excess of the Fee Cap to any Ordinary Course Professional shall be subject to the prior approval of this Court in accordance with Sections 330 and 331 of the Bankruptcy Code.

5. The Debtors shall not make any payment to an Ordinary Course Professional who has not filed a Retention Affidavit.

6. Every ninety days (commencing ninety days from the date hereof), the Debtors shall file a statement with this Court certifying their compliance with this Order, which statement shall include the following information: (a) for each Ordinary Course Professional, (i) the name of such Ordinary Course Professional and (ii) the aggregate amounts paid as compensation for services rendered and for reimbursement of expenses incurred by such Ordinary Course Professional during such ninety-day period; and (b) a list of any additional Ordinary Course Professionals who are retained or used after the Petition Date and that have not been reported to

the Court previously. Such statement shall be served on the Office of the United States Trustee and on counsel for any official committee appointed in these cases.

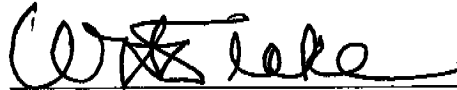
7. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

8. To the extent the ten-day stay of Bankruptcy Rule 6004(g) may be construed to apply to the subject matter of this Order, such stay is hereby waived.

9. 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:

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CERTIFICATE OF SERVICEDistrict/off: 113E-7
Case: 04-10990User: hardwickm
Form ID: pdf491Page 1 of 1
Total Served: 7

Date Rcvd: Apr 01, 2004

The following entities were served by first class mail on Apr 03, 2004.

db Dan River Inc., P.O. Box 261, Danville, VA 24543
 aty James A. Pardo, Jr., King & Spalding, 191 Peachtree Street, Suite 4900,
 Atlanta, GA 30303-1763
 aty Jonathan W. Jordan, King & Spalding LLP, 191 Peachtree Street, Suite 4900,
 Atlanta, GA 30303-1763
 aty King & Spalding LLP, 191 Peachtree Street, Atlanta, GA 30303
 aty Lamberth, Cifelli, Stokes & Stout, P.A., 3343 Peachtree Road, NE, East Tower, Suite 550,
 Atlanta, GA 30326-1009
 aty R. Jeneane Treace, U.S. Trustee, 362 Richard Russell Bldg., 75 Spring Street,
 Atlanta, GA 30303
 ust Office of the US Trustee, Suite 362, 75 Spring Street, SW, Atlanta, GA 30303

The following entities were served by electronic transmission.

NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 03, 2004

Signature:

