

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dan River Inc.		04/20/2008	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Jeffrey L. Burtch, Trustee in Bankruptcy
Street Address:	1000 West Street
Internal Address:	10th Floor
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	TRUSTEE: DELAWARE

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	3321105	DAN RIVER 24/7 HOME COLLECTION
Registration Number:	3386561	OMT
Registration Number:	3399750	OMT
Registration Number:	3399749	OMT
Registration Number:	2828598	RIVERCREST
Registration Number:	3377769	DAN RIVER 24/7 HOME COLLECTION
Registration Number:	3270810	ROYAL ESSENCE
Registration Number:	3115408	THE PERFECT SHEET
Registration Number:	2931444	BEDTIME PALS
Registration Number:	3081149	BED-IN-A-BAG
Registration Number:	2839914	THE HOSPITALITY DEPOT
Registration Number:	2840660	BED IN A BAG EXTRAS
Registration Number:	2492209	SUPER DRYTEX

OP \$1015.00 3321105

Registration Number:	2516600	TRUE ESSENCE
Registration Number:	2878804	SUPREME DIMENSIONS
Registration Number:	2836952	DAN RIVER SPORTZONE
Registration Number:	2658804	DR
Registration Number:	2705120	TEEN CENTRAL
Registration Number:	2458496	EVERYTHING YOU NEED TO DECORATE YOUR BEDROOM
Registration Number:	2534395	CASUAL KIDS
Registration Number:	1630114	DANCHECK
Registration Number:	2113088	BED IN A BAG
Registration Number:	1964833	SHEET SET COMFORTER BED SKIRT PILLOWSHAM(S) BED IN A BAG EVERYTHING YOU NEED TO DRESS YOUR BED
Registration Number:	2003752	BED-IN-A-BAG
Registration Number:	1968882	DAN RIVER KINDERCOTTON
Registration Number:	1861850	MAGELLAN
Registration Number:	1861849	VASCO
Registration Number:	1708267	EVERYTHING YOU NEED TO DRESS YOUR BED
Registration Number:	1412402	DREAMSTYLES
Registration Number:	510990	SANDOW
Registration Number:	191130	DRY-TEX
Registration Number:	129325	SAMPSON
Registration Number:	910163	DAN RIVER
Registration Number:	910143	DAN RIVER
Registration Number:	901599	DR
Registration Number:	560250	WRINKL-SHED
Registration Number:	397444	RIPPLESPUN
Registration Number:	73903	RIVERSIDE
Registration Number:	806026	SUN-WEAVE
Registration Number:	786082	DAN-PRESS

CORRESPONDENCE DATA

Fax Number: (212)764-5060

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 575-7900

Email: skim@ballonstoll.com

Correspondent Name: Howard Bader, Esq.

Address Line 1: 729 Seventh Avenue

Address Line 2: 17th Floor

TRADEMARK
REEL: 004147 FRAME: 0002

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	17564-002
NAME OF SUBMITTER:	Howard D. Bader
Signature:	/hbader/
Date:	02/10/2010

Total Attachments: 36

source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page1.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page2.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page3.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page4.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page5.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page6.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page7.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page8.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page9.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page10.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page11.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page12.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page13.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page14.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page15.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page16.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page17.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page18.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page19.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page20.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page21.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page22.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page23.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page24.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page25.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page26.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page27.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page28.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page29.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page30.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page31.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page32.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page33.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page34.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page35.tif
source=Dan River Holdings, LLC.Bankruptcy Voluntary Petition.Debtors' Schedules of Assets#page36.tif

**United States Bankruptcy Court
FOR THE DISTRICT OF DELAWARE**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Dan River Holdings LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social-Security/Complete EIN or other Tax I.D. No. (if more than one, state all): 58-1854637	Last four digits of Social-Security/Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 2291 Memorial Drive Danville, VA	Street Address of Joint Debtor (No. & Street, City, and State):
Zip Code 24541	Zip Code
County of Residence or of the Principal Place of Business: Danville	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 261 Danville, VA	Mailing Address of Joint Debtor (if different from street address):
Zip Code 24543	Zip Code
Location of Principal Assets of Business Debtor (if different from street address above): Danville, VA 24541	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. §101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Tax-Exempt Entity (Check box, if applicable)	Nature of Debts (Check one box)	
<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue code).	<input type="checkbox"/> Debts are primarily consumer debts, "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	

Filing Fee (Check one box)	Chapter 11 Debtors Check one box:
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101 (51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. §101 (51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. §1126(b).

Statistical/Administrative Information	THIS SPACE FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors	
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> over 100,000	
Estimated Assets	
<input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities	
<input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

FORM B1, Page 2

Dan River Holdings LLC**All Prior Bankruptcy Case Filed Within Last 8 Years (if more than two, attach additional sheet)**

Location

Where Filed: **-None-**

Case Number

Date Filed

Location

Where Filed:

Case Number

Date Filed

Pending Bankruptcy Case Filed by an Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)Name of Debtor: **See Attachment**

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (E.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

 Exhibit A is attached and made a part of this petition.
Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b).

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

 Yes, and Exhibit C is attached and made a part of this petition.

 No.
Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

 Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

 Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.
Information Regarding the Debtor –Venue

(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)


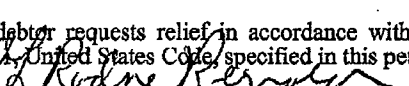
 Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C.A. § 362(f)).

TRADEMARK**REEL: 004147 FRAME: 0005**

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Dan River Holdings LLC</p> <p style="text-align: right;">FORM B1, Page 3</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the Chapter of title 11, United States Code, specified in this petition.</p>	<p>Signature(s) of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified foreign main proceeding is attached.</p>
Signature of Debtor	(Signature of Foreign Representative)
Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (If not represented by attorney)	Date
Date	
<p style="text-align: center;">Signature of Attorney*</p> <p>X </p> <p>Signature of Attorney for Debtor(s) Margaret M. Manning (DE ID 4183)</p> <p>Printed Name of Attorney for Debtor(s) Whiteford, Taylor & Preston LLP</p> <p>Firm Name 1220 N. Market Street, Suite 608</p> <p>Address Wilmington, DE 19801 Email: mmanning@wtplaw.com</p> <p>302-353-4144 Fax: 302-661-7950</p> <p>Telephone Number April 20, 2008</p> <p>Date</p> <p>* In a case in which § 707 (b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. §110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. §110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. §110.)</p> <p>Address:</p> <p>Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X </p> <p>Signature of Authorized Individual G. Rodney Reynolds</p> <p>Printed Name of Authorized Individual Chief Financial Officer</p> <p>Title of Authorized Individual April 20, 2008</p> <p>Date</p>	

In re: **Dan River Holdings LLC,**
Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION

Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Dan River Inc. Northern District of Georgia	04-10990 Subsidiary	03/31/04 Drake
Dan River International Ltd. Northern District of Georgia	04-10991 Subsidiary	03/31/04 Drake
The Bibb Company LLC Northern District of Georgia	04-10992 Subsidiary	03/31/04 Drake
Dan River Factory Stores, Inc. Northern District of Georgia	04-10993 Subsidiary	03/31/04 Drake

1788703

Exhibit A

Written Action of Sole Member

DAN RIVER HOLDINGS LLC

WRITTEN ACTION OF SOLE MEMBER

Pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, and the limited liability company agreement of DAN RIVER HOLDINGS LLC (the "Company"), the undersigned, as the Sole Member of the Company, does hereby consent to, approve and ratify the following resolutions and actions:

RESOLVED, that in the judgment of the Sole Member, it is desirable and in the best interest of the Company, its creditors, stockholders and other interested parties, that the Company file a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by the Company of a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") be, and it hereby is, authorized and approved; and it is further

RESOLVED, that G. Rodney Reynolds, Senior Vice President - Chief Financial Officer (an "Authorized Officer"), be, and hereby is, authorized and empowered, in the name of the Company, to execute and verify a petition for relief under Chapter 11 of the Bankruptcy Code and to cause the same to be filed with the Bankruptcy Court at such time as the officer executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Authorized Officer, and such other officers as he shall from time to time designate as an Authorized Officer (together, the "Authorized Officers"), be, and each of them hereby is, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers and to take any and all action that they may deem necessary or proper in connection with the Chapter 11 case of the Company; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to retain the law firm of Whiteford, Taylor & Preston, L.L.P. to render legal services to and to represent the Company in connection with such Chapter 11 proceedings and other related matters in connection therewith, upon such terms and conditions as such officers shall approve; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to retain such other professionals as they deem necessary and appropriate to represent, assist or consult with the Company during the Chapter 11 case; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to take any and all further actions and to execute and deliver any and all further instruments and documents and pay all expenses (subject to Bankruptcy Court approval, where necessary), in each case as in their judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purpose of the resolutions adopted herein; and it is further

RESOLVED, that the Authorized Officers, on behalf of the Corporation, direct the governing body of each of the Corporation's subsidiaries and affiliates, as necessary, to adopt a resolution similar in substance to this Resolution authorizing the appropriate officers of each such subsidiary and affiliate to file a voluntary petition for relief under the Bankruptcy Code or the appropriate laws of the country in which the subsidiary is organized with the Bankruptcy Court or other appropriate court; and it is further

FINALLY RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officers, and any such other officers as they shall from time to time designate, which are necessary to effectuate the intent of the resolutions adopted herein, are hereby in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the sole member has executed this consent as of April 18, 2008.

GHCL, INC., a Delaware corporation

Raman Chofa
Name: RAMAN CHOIRA
Title: Assistant Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)) Dan River Holdings LLC, Dan River Inc.,) Dan River Factory Stores, Inc., Dan River,) International Ltd., The Bibb Company LLC,)) Debtors.)) _____)	Chapter 11 Case Nos. _____ through _____ Joint Administration Proposed
--	--

CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS

Following is the list of the Debtors' creditors holding the 30 largest unsecured claims on a consolidated basis. The list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is less than the total amount of such creditor's claim. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors, and the Debtors reserve the right to amend the information contained herein.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (If secured also state value of security)
CITY OF DANVILLE DIV CENT COLL DRAWER 3308 DANVILLE, VA 24543-3308	Jerry L. Gwaltney City Manager 427 Patton Street Danville, VA 24541 Fax: 434-797-8972 email: cmo@ci.danville.va.us	Contract		2,251,122.25
Best Manufacturing Group LLC c/o Stacey L. Meisel, Esq. Becker Meisel Eisenhower Plaza II 354 Eisenhower Parkway Suite 2800 Livingston, New Jersey 07039	Contact: Stacey L. Meisel, Esq. Phone: 973-422-1100, Ext. 102 Fax: 973-422-9122 E-mail: slmeisel@beckermeisel.com		contingent, unliquidated, disputed	1,512,915.00
SAJID TEXTILE INDUSTRIES (PVT) LTD PLOT NO. 6, SECTOR 12A NORTH KARACHI, INDUSTRIAL AREA KARACHI 75850 PAKISTAN	Phone: 92-21-6950360-68 Fax: 92-21-6997396-97 E-mail: contact@sajidtex.com info@sajidtex.com Director email: zahidpk@attglobal.net	Trade		1,412,475.67
NANTONG YITENG TEXTILE CO. LTD JINTONG ROAD TECHNOLOGICAL AND DEV. ZONE TONZHOU CITY CHINA	Contact: Shi Yunhua Phone: 86 513 86560561 Mobile: 86 13962858000 Fax: 86 513 86560560 E-Mail: yhs_c@yahoo.com.cn	Trade		1,232,000.14

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (If secured also state value of security)
JIANGYIN BEDSHEET FACTORY 228 SOUTH HUAN CHENG ROAD JIANGYIN, JIANGSU CHINA	Contact: Lily Hu Phone: 86 510 86273622, Ext. 801 Mobile: 86 13952483731 Fax: 86 510 86281023 E-mail: lilyhu@hongliu.js.cn	Trade		919,345.46
BE BE JAN (PVT) LIMITED 5.5-KM RAIWIND ROAD LAHORE PAKISTAN	E-mail: asim@bbjan.com	Trade		873,012.40
ARSHAD CORPORATION (PVT) LTD 1.5 KM, JARANAWALA ROAD, KHURRIANWALA FAISALABAD PAKISTAN	Phone: 92-41-2412814 or 2412815 Fax: 92-41-2419817 E-mail: Muhammad Arif arif@arshadgroup.com]	Trade		793,765.07
YUNUS TEXTILE MILLS LIMITED H-23/1 LANDHI INDUSTRIAL AREA KARACHI 71500 PAKISTAN	E-mail: rafiq@yunustextile.com	Trade		829,820.55
KAM INTERNATIONAL PLOT #34, SECTOR 28, KORANGI INDUSTRIAL AREA KARACHI PAKISTAN	Phone: 92-21-2566375, 92-21-2566376 Fax: 92-21-2564582, 92-21-2569643 E-mail: kam-int@cyber.net.pk	Trade		681,890.75
AFROZE TEXTILE INDUSTRIES LA-1/A 22 F.B KARACHI PAKISTAN	Phone: 92-21-6349001-4 Fax: 92-21-6310559 E-mail: afroze@afroze.com	Trade		636,658.32
Daniel A. Hammer 113 Chickering Parkway Roswell, GA 30075	Phone: 770-640-0878 Fax Number no available	Contract	contingent, unliquidated, disputed	550,000.00
LIGHTNING TRANSPORTATION PO BOX 306 HAGERSTOWN MD 21741	Gary Winters, Terminal Manager 16820 C. Blake Road Hagerstown, MD 21740 Fax: 301-582-5896	Freight		582,317.00
LIBERTY MILLS LIMITED A-51/A, S.I.T.E. KARACHI PAKISTAN	Phone: 92-21-2578103-16 Fax: 92-21-2561050, 92-21-2570086 E-mail: lmlpk@fascom.com	Trade		516,698.38

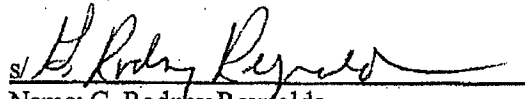
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (If secured also state value of security)
COLWELL & SALMON COMMUNICATIONS C-39, SECTOR 58 NOIDA 201301 INDIA	Colwell & Salmon 24 Computer Drive West Albany, NY 12205 Phone: 877-339-0763 Fax: 518-482-1998 E-mail: jaibeer.rawat@colwell-salmon.com	Contract		477,990.61
JOSEPH L. LANIER, JR PO BOX 610 WEST POINT, GA 31833	802 Third Avenue West Point, GA 31833 Phone: 706-645-6300 Fax: 706-645-6303 E-mail: jlljr@knology.net	Comp.		431,250.00
INTERNATIONAL TEXTILE LIMITED 205-208, PARK TOWERS, SHAHRAE FIRDOUSI, CLIFTON, KARACHI 75600 PAKISTAN	Phone: 92 21-5832929 Fax: 92-21-5830400 E-mail: sales@internationaltextile.com Website: internationaltextile.com	Trade		500,682.63
KOHINOOR HOME TEX 8 TH KM MANGA RAIWIND ROAD DIST. KASURE RAIWIND PAKISTAN	Phone: 92-42-5394133 Fax: 92-42-5394132 E-mail: Abdul.Shakoor@kohinoormills.com	Trade		368,848.74
KUCUKCALIK GENERAL ALL RIZA, NO2 KAT 9 MERTER ISTANBUL, TURKEY	Contact: Mr. Emre Kucukcalik Fax: 90-532-2934136	Trade		349,917.72
CONWAY DEL GENIO GREIS & CO, LLC 645 FIFTH AVENUE 11TH FLOOR NEW YORK, NY 10022	Contact: Robert A. Del Genio Phone: 212-813-1300 Fax: 212-813-0580 E-mail: rdelgenio@cdgco.com	Contract		350,258.85
VENTURE TRADING EJE CENTRAL LAZARO CARDENAS VALLEJO 07700 MEXICO	Fax: 52-55 5752 1708	Trade		344,058.96
MSC TEXTILES (PVT) LTD 5 KM KHURRIANWALA JARANWALA RD FAISALABAD PAKISTAN	E-mail: doc@msc-textiles.com	Trade		335,153.09

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim, if secured also state value of security
KAN KAN OVERSEAS PVT LTD C-40, SECTOR - 57 NOIDA, U.P. 201301 INDIA	Phone: 91-011-68133046810413 Fax: 91-011-6818312/6819312	Trade		335,057.10
NINGBO STAR TEXTILE CO NO. 9 4TH, XINHENG ROAD JIANGBEI DISTRICT, PRIVATE INDU NINGBO CHINA	Contact: Robert Wang Phone: 86 574 87526681 Mobile: 86 13306686860 Fax: 86 574 87526687 E-mail: robertwang@zj165.com	Trade		264,603.79
DALAL INDUSTRIES PRIVATE LTD. B-25/A S.I.T.E. KARACHI PAKISTAN	Phone: 2425931 Fax: 92-21-2436565 E-mail: dipl@cyber.net.pk	Trade		246,902.10
ARZOO TEXTILE MILLS LTD KHURRIANWALA- JARANWALA RD FAISALABAD PAKISTAN	Phone: 9241-4361250 Fax: 9241-436-2677 E-mail: arzoo@arzootech.com E-mail: azhar@arzootech.com	Trade		275,659.69
PILLOW FACTORY 955 CAMPUS DRIVE MUNDELEIN, IL 60060	Michael D. Green, President Fax: 847-367-0620	Trade		262,655.23
INSOURCE CONTRACT SERVICES, LLC 5601 77 CENTER DRIVE, SUITE 240 CHARLOTTE, NC 28217	Contact: Kevin E. Clark, Sr. VP Phone: 704-643-3232 Fax: 704-643-9908	Contract		181,026.57
TOWELLERS LTD. WSA-30, BLOCK-1, FEDERAL "B" AREA KARACHI 75950 PAKISTAN	Phone: 6322500, 6323500 Fax: 92-21-6314884 E-mail: towellers@attglobal.net E-mail: towellers@cyber.net.pk	Trade		165,294.02
CATHAYA 258 JINZANG ROAD 4TH FLOOR PUDONG DISTRICT 201206 CHINA	Contact: Cindy Sun Phone: 86 21 58792225 ext.224 Mobile: 86 13501826351 Fax: 86 21 58316860 E-mail: cindy@cathayash.com Fax: 021-5831 7523	Trade		178,335.15
ZHEJIANG PUJIANG TIANX NO 258 YIDIANHONG ROAD, ECONOMIC DEVELOPMENT DISTRICT PUJIANG CHINA	Contact: Rui Qiaoying Phone: 86 579 84178618 Mobile: 86 13906791290 Fax: 86 579 84178617 E-mail: pjtx616@sina.com	Trade		167,063.36

**DECLARATION REGARDING
CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS**

I, G. Rodney Reynolds, the Senior Vice President and Chief Financial Officer of the Debtors, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Dated: April 18, 2008


Name: G. Rodney Reynolds
Title: Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

1788660

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Dan River Holdings LLC, et al.,)	Case No. 08-10726 (BLS)
)	
)	Jointly Administered
Debtors.)	
)	
)	
<hr/>)	

DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES

Dated: June 17, 2008

WHITEFORD TAYLOR PRESTON LLP

/s/ Margaret M. Manning
Margaret M. Manning (DE ID 4183)
1220 N. Market Street, Suite 608
Wilmington, DE 19801
Telephone: (302) 353-4144
Facsimile: (302) 661-7950
Email: mmanning@wtplaw.com

and

Paul M. Nussbaum
Martin T. Fletcher
7 Saint Paul Street
Baltimore, MD 21202-1626
Telephone: (410) 347-8700
Facsimile: (410) 752-7092
Email: mfletcher@wtplaw.com
pnussbaum@wtplaw.com

Counsel for Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Dan River Holdings LLC, et al.,

Case No. 08-10726 (BLS)

**GENERAL NOTES REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

1. Financial Information. On April 20, 2008 the following Debtor entities filed voluntary petitions under Chapter 11 of Title 11 of the United States Code. The case numbers for the Debtors are as follows:

Dan River Holdings LLC	Case No. 08-10726 (BLS)
Dan River, Inc.	Case No. 08-10727 (BLS)
Dan River Factory Stores, Inc.	Case No. 08-10728 (BLS)
Dan River International Ltd.	Case No. 08-10729 (BLS)
The Bibb Company LLC	Case No. 08-10730 (BLS)

2. Unaudited Financial Information. The Debtors' Schedules of Assets and Liabilities ("Schedules") and Statement of Financial Affairs ("Statement") have been prepared by the Debtors and are unaudited. While the Debtors have sought to ensure that the Schedules and Statement are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Schedules and Statement. Except as noted, the assets and liability data contained in the Schedules and Statement are as of April 20, 2008 (the "Petition Date").

3. Market Value of Property Interests. The Debtors do not have recent appraisals on all assets. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Accordingly, unless otherwise indicated, all values are net book values of the Debtors' interests in property or the Debtors' current estimate of value and are subject to revaluation as additional or more recent information becomes available. The Schedules and Statement reflect the values for the Debtors' assets without any deductions for liens or security interests and, in certain circumstances, depreciation or amortization reserves. The values are not and should not be deemed as admissions, representations or waivers with respect to actual value of assets.

4. Liabilities. The Debtors have sought to allocate liabilities between the pre-petition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statement. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change. Unless otherwise indicated, all liabilities are listed as of the close of business on the Petition Date.

5. Claim Description. Any failure to designate a claim on the Debtors' Schedules and Statement as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert offsets or defenses to any claim reflected on the Schedules and Statement as to amount, liability or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." Moreover, the Debtors reserve the right to amend the Schedules and Statement as necessary and appropriate.

6. Insiders. The Debtors have provided information in the Schedules and Statement concerning transactions with insiders. However, the Debtors have listed certain parties as insiders in the interest of full and complete disclosure and make no representation that such parties are necessarily "insiders" within the definition of insider under section 101(31) of the Bankruptcy Code.

7. Accuracy. While the Debtors have sought to file complete and accurate Schedules and Statement, inadvertent errors and omissions may exist. Accordingly, the Debtors reserve the right to amend the Schedules and Statement as necessary or appropriate. The financial information disclosed herein has not been required to be prepared in accordance with federal or state securities laws or other applicable nonbankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons or entities trading in or otherwise purchasing, selling or transferring the claims against, or securities of, the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors shall not be held liable for, and undertake no responsibility to indicate, variations between any information and reports prepared for securities law disclosure purposes or for any evaluations of the Debtors based on this financial information.

8. Dates. Unless otherwise indicated, or as otherwise specifically required by the Schedules and Statement, all amounts related to payments and all other information in the Schedules and Statement are listed as of the Petition Date.

9. Completeness; Right to Supplement and Amend. The Debtors have sought to discover and properly classify all claims and interests in this case, and to list all claims and interests against their estates accurately and completely. However, the Debtors will review their records and other information on an on-going basis to determine whether these Schedules should be supplemented or otherwise amended. The Debtors reserve the right to file, at any time, such supplements or amendments to the Schedules and Statement, as the Debtors deem appropriate. The Schedules and Statement should not be considered an admission regarding the Debtors' assets and liabilities, but rather the Debtors' current compilation of such information based on their investigations to date. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth herein. All parties are encouraged to inform the Debtors or their counsel should they believe any part of the Schedules and Statement are inaccurate, incomplete or in need of supplementation in any way.

10. Consolidation. In the ordinary course of business, the Debtors consolidate their reporting. For purposes of the Schedules and Statement, financial and historical information for each Debtor entity has been compiled and is being reported collectively for the jointly administered Debtors.

11. Waiver. Nothing contained in the Schedules and Statement constitutes a waiver of any of the Debtors' claims or rights, including, but not limited to, any right of setoff, counter-claims, defenses or affirmative defenses. The omission of any claim or cause of action assertable by the Debtors in the Schedules and Statement does not constitute a waiver of such claim or cause of action.

12. Specific Notes. These general notes are in addition to the specific notes set forth in the Schedules and Statement hereinafter.

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

**In re. Dan River Holdings LLC, et al.
Debtor**

Case No. 08-10726 (BLS)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11 or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A – Real Property	YES	2	\$540,000		
B. – Personal Property	YES	5	\$68,709,420		
C – Property claimed as Exempt	N/A	N/A			
D – Creditors Holding Secured Claims	YES	2		\$85,158,445	
E – Creditors Holding Unsecured Priority Claims	YES	6		\$767,994	
F - Creditors Holding Unsecured Nonpriority Claims	YES	19		\$57,367,713	
G – Executory Contracts and Unexpired Leases	YES	47			
H – Codebtors	N/A	N/A			
I – Current Income of Individual Debtor(s)	N/A	N/A			N/A
J – Current Expenditures of Individual Debtor(s)	N/A	N/A			N/A
TOTAL		81	\$69,249,420	\$143,294,152	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Dan River Holdings LLC, et al.,

Case No. 08-10726 (BLS)

**SCHEDULE A — REAL PROPERTY
GENERAL NOTES REGARDING SCHEDULE A**

1. These specific notes are in addition to the General Notes Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs which are incorporated herein by reference.

2. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtors numerous real property interests. Accordingly, unless otherwise indicated, net book values of the Debtors' interests in real property, which may not equate to current market values, are reflected on the Debtors' Schedules.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re. Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule.
List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION *	AMOUNT OF SECURED CLAIM
Parcel No. 60105 – Hydro Plant and Dam Memorial Drive, Danville, VA	Fee Simple		\$527,100.00	UNKNOWN
Parcel No. 01074 Front Street, Danville, VA Vacant Lot (Approx. 4 ft x 110 ft.)	Fee Simple		\$100.00	UNKNOWN
Parcel No. 01076 Henry Street, Danville, VA Vacant Lot (Approx. 2 ft. x 125.0 ft.)	Fee Simple		\$100.00	UNKNOWN
Parcel No. 21352 Memorial Drive and Union Street Bridge, Danville, VA Vacant Lot (Approx. .86 acre) (Behind Blackwell Automotive)	Fee Simple		\$0	UNKNOWN
Parcel No. 51488 Danville, VA (Approx. 55 Acres above the Dam) (Land is located in riverbed)	Fee Simple		\$3,300.00	UNKNOWN

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION *	AMOUNT OF SECURED CLAIM
Parcel No. 51492 Danville, VA (Land located in riverbed at corner of Robertson Bridge & Memorial Drive)	Fee Simple		\$1,300.00	UNKNOWN
Parcel No. 60337 Danville, VA (Approx. 11.62 acres located in river between Robertson Bridge & Dam)	Fee Simple		\$300.00	UNKNOWN
Parcel No. 60339 Danville, VA (Approx. 3.71 acres located in riverbed near Walden Court)	Fee Simple		\$1,900.00	UNKNOWN
Parcel No. 1397437380 Pittsylvania County, Virginia (Approx 55 acres raw land adjoining the Dan River near Ferry Road)	Fee Simple		\$0	UNKNOWN
Parcel No. 24454 Halifax County, Virginia Approx. 4 acres raw land	Fee Simple		\$6,000.00	UNKNOWN
Parcel No. 0054.00-04-001.01 Greenville, SC Vacant Lot (Approx .02 acre)	Fee Simple		\$0	UNKNOWN
Abbeville Plant Abbeville, SC Parcel No. 003655-07-3 (Plant and Approx 35 acres raw land) Note: This property is owned by The Bibb Company	Fee Simple		\$0	UNKNOWN

Total ▶ **\$540,000.00**
 (Report also on Summary of Schedules.)

*Values shown are debtor's book value of property as of the petition date.

1799059

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Dan River Holdings LLC, et al.,

Case No. 08-10726 (BLS)

**SCHEDULE B – PERSONAL PROPERTY
GENERAL NOTES REGARDING SCHEDULE B**

1. These specific notes are in addition to the General Notes Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs which are incorporated herein by reference.
2. Unless otherwise noted, all personal property of the Debtors is located at the Debtors' offices located at 2291 Memorial Drive, Danville, Virginia. Certain assets might be situated at other locations; however, it would be unduly burdensome to identify the location of each asset in this schedule.
3. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtors' personal property interests. Accordingly, net book values as of April 20, 2008, of the Debtors' interests in personal property, which may not equate to current market values, are reflected on the Debtors' Schedules and Statement, unless otherwise indicated.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed.R.Bankr.P.1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Petty Cash/ Imprest Accounts		\$7,200
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		American National Bank P.O. Box 191 Danville, VA 24543 Payables to pay US Taxes		\$36,122(1)
		First State Bank P.O. Box 6400 Danville, VA 24543-6400 Check cashing relationship		\$10,000(1)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		National Bank of Canada 600 de la Gauchetiere Montreal QE H3B 4L2 Receipts and Disbursements for Canadian operation. One Lock Box.		\$280,847(1)
		Wachovia Disbursements 201 S. College St. 12 Fl Charlotte, NC 28288-1008 Attn: Leigh Lovette Receives advances from lender and funds all disbursing accounts and wire payments to vendors		\$430,026(1)
		Wachovia of South Carolina 201 S. College St. 12 Fl Charlotte, NC 28288-1008 Attn: Leigh Lovette ACH debit account for Worker's Comp. Payments		\$1,032(1)
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit – Heights Plaza Assoc. NJ Security Deposit – 7 West 34 th Street, NY Security Deposit – Helton & Helton, VA Security Deposit – Westchester Square, VA Security Deposit – Morguard Security Deposit – Orlando Corp Security Deposit – Hall Stonebriar Security Deposit – AB Mansell West LLC Security Deposit – Duke-Weeks Realty Security Deposit – Shamrock Ventures Security Deposit – China Office Security Deposit – Pakistan Office Security Deposit – India Office Security Deposit – Campbell Forum Partners Utility Deposit – AEP Electric Utility Deposit - Dominion Power Utility Deposit – Progress Energy Carolina Utility Deposit – Con Edison NY Use Deposit – UPS (New York) Use Deposit – UPS (Canada) Cash held by Travelers – workers' compensation		\$ 20,104 \$147,019 \$ 550 \$ 300 \$120,343 \$ 40,992 \$ 8,552 \$ 14,393 \$ 2,858 \$ 2,200 \$ 5,781 \$ 15,886 \$ 54,672 \$ 613 \$ 80,000 \$234,081 \$ 19,000 \$ 17,840 \$ 1,200 \$ 5,000 \$3,057,000

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. §529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. §521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Macy's Inc., common stock – 220 shares Dan River Holdings LLC holds the stock of Dan River, Inc. Dan River Factory Stores, Inc., Dan River International Ltd. and The Bibb Company LLC are wholly owned subsidiaries of Dan River, Inc.		\$5,218(1)
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
16. Accounts receivable.		Accounts receivable, net of allowances & reserves Due from GHCL, Inc. Loan participation in Best Textiles International note Vendors with debit balances		\$29,350,311(2) \$56,150(2) \$2,141,544 \$22,088
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		Trademarks / Brandnames Customer contracts / Relationships		Unknown Unknown
23. Licenses, franchises, and other general intangibles. Give particulars	X	Included on Schedule G.		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X	Included in 22.		

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories	X			
26. Boats, motors, and accessories	X			
27. Aircraft and accessories	X			
28. Office equipment, furnishings, and supplies.		Furniture, fixtures, office equipment, computer equipment and software, net of depreciation and amortization		\$115,000(2)
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery and equipment Construction in progress		\$0(2) \$105,000(2)
30. Inventory.		Supplies Work in process Finished goods		\$665,400(2) \$1,025,657(2) \$29,943,902(2)
31. Animals.	X			
32. Crops – growing or harvested. Give particulars.	X			
33. Farming equipment and implements	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid professional fees		\$665,539(1)
			Total	\$68,709,420

- (1) As of April 18, 2008
(2) As of March 29, 2008 (net book value)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re Dan River Holdings LLC, et al., Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under: Check if debtor claims a homestead exemption that exceeds \$136,875.

(Check one box)

11 U.S.C. § 522(b)(2):

11 U.S.C. § 522(b)(3):

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
NONE			

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Dan River Holdings LLC, et al.,

Case No. 08-10726 (BLS)

**SCHEDULE D — CREDITORS HOLDING SECURED CLAIMS
GENERAL NOTES REGARDING SCHEDULE D**

1. These specific notes are in addition to the General Notes Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs which are incorporated herein by reference.

2. The Debtors reserve the right to dispute or challenge the validity, enforceability, perfection, priority and/or extent of any lien or security interest claimed by a secured creditor listed on Schedule D. Further, although the Debtors may have scheduled the claim of a creditor as a secured claim, no current valuation of the Debtors' assets in which such a creditor may have a lien has been undertaken. Accordingly, the Debtors' reserve the right to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any transaction, or any document or instrument listed related to such creditor's claim. In addition, the Debtors' failure to designate a claim on this Schedule D as "contingent," "unliquidated" or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated" or "disputed," and the Debtors reserve the right to dispute, or to assert offsets or defenses to, any claims reflected on Schedule D as to amount, liability, classification or otherwise and to subsequently designate any such claim as unsecured in part or in whole, "disputed," "contingent" or "unliquidated."

3. While every effort has been made to ensure the accuracy of this Schedule, errors or omissions may have occurred. The Debtors do not make any representation or warranty as to the completeness or accuracy of the information set forth herein.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re. Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed.R.Bankr.P.1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

TM Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

1798880

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

ACCT. NO.	CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
	CITY OF DANVILLE, VA (1) OFFICE OF THE CITY ATTORNEY PO BOX 3300 DANVILLE, VA 24543			APRIL 18, 2008 CITY'S LIEN ON EIGHT PARCELS OF PROPERTY IN DANVILLE, VA SECURING UNPAID AMOUNT OWING ON WASTEWATER CONTRACT MARKET VALUE OF PROPERTY: UNKNOWN	X	X	X	\$2,238,884	
	GHCL, INC (2) (3) 2291 MEMORIAL DRIVE DANVILLE, VA 24541			SUBORDINATED SECURED PROMISSORY NOTE ON OR ABOUT OCTOBER 1, 2006 OUTSTANDING NOTE BALANCE AND INTEREST ON APRIL 20, 2008 MARKET VALUE OF PROPERTY: UNKNOWN				\$16,687,415	
	GHCL INTERNATIONAL, INC. (2) (3) 2291 MEMORIAL DRIVE DANVILLE, VA 24541			SUBORDINATED LOAN PROMISSORY NOTE ON OR ABOUT JULY 12, 2006 OUTSTANDING NOTE BALANCE AND INTEREST ON APRIL 20, 2008 MARKET VALUE OF PROPERTY: UNKNOWN				\$41,404,716	
	GMAC COMMERCIAL FINANCE LLC, AS AGENT (3) 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			CREDIT AGREEMENT DATED JANUARY 11, 2008 (AS AMENDED) OUTSTANDING REVOLVER BALANCE AND INTEREST ON APRIL 20, 2008 MARKET VALUE OF PROPERTY: UNKNOWN				\$24,827,430	
TOTAL >								\$85,158,445	

- (1) City of Danville initially included on "Consolidated" list of 30 largest unsecured creditors as Debtors were not aware of lien filed on April 18, 2008. Validation of the filed lien has not yet occurred.
- (2) Subject to resolution of perfection claim filed by the Unsecured Creditor's Committee.
- (3) Claims are secured by substantially all assets of debtors.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Dan River Holdings LLC, et al.,

Case No. 08-10726 (BLS)

**SCHEDULE E — CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
GENERAL NOTES REGARDING SCHEDULE E**

1. These specific notes are in addition to the General Notes Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs which are incorporated herein by reference.

2. Amounts listed as claims on Schedule E are preliminary amounts and are subject to reconciliation and amendment by the Debtors. The Debtors' characterization of the claims listed on Schedule E as priority claims is preliminary in nature, and the Debtors reserve the right to dispute or challenge whether such claims are entitled to priority. The Debtors' failure to designate a claim on Schedule E as "contingent," "unliquidated" or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated" or "disputed," and the Debtors reserve the right to dispute, or to assert offsets or defenses to, any claims reflected on this Schedule E as to amount, liability, classification or otherwise and to subsequently designate any such claim as "disputed," "contingent" or "unliquidated."

3. The Debtors' books and records may reflect that certain prepetition vacation and other employee related benefits have accrued to the Debtors' employees. To the extent that such benefits constitute unsecured priority claims and to the extent that such claims were not paid pursuant to the Bankruptcy Court's April 22, 2008 Order Authorizing the Debtors to Pay Pre-petition Wages, Payroll Taxes, Certain Employee Benefits and Related Expenses, Schedule E does not include such employment related liabilities.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY
CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed.R.Bankr.P.1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

In re. Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

2

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. §507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

* Amounts are subject to adjustment on April 1, 2010 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

3 continuation sheets attached

In re. Dan River Holdings LLC, et al. Debtors
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Type of Priority for Claims Listed on this Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Contingent	Unliquidated	Disputed	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.									
Abbeville County Treasurer PO Box 38 Abbeville, SC 29620			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Benton County Tax Assessor 215 East Central Bentonville, AR 72712			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Caswell County Tax Collector P.O. Box 204 Yanceyville, NC 27379-0204			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
City of Frisco Tax Assessor PO Box 547 Frisco, TX 75034			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
City of Laredo PO Box 6548 Laredo, TX 78042			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Collin County Tax Assessor PO Box 8046 McKinney TX 75070-8046			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Commissioner of Revenue PO Box 480 Danville, VA 24543			1/1/08 Taxes				Unknown	Unknown	
							\$Unknown	\$Unknown	
Subtotals ▶ (Total of this page)									

Sheet no. 1 of 3 continuation sheets attached to Schedule of Creditors Holding Priority Claims

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTO	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Contingent	Unliquidate	Disputed	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.									
Frisco Independent School District PO Box 547 Frisco, TX 75034			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Greenville County Tax Collector 301 University Place # 700 Greenville, SC 29601			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Halifax County Treasurer PO Box 825 Halifax, VA 24558-0825			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Orange County Assessor PO Box 1949 Santa Ana, CA 92702-1949			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Pittsylvania County Treasurer PO Box 230 Chatham, VA 24531			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
United ISD Office 3501 E. Saunders Laredo, TX 78041			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
Webb County Tax Assessor PO Box 420128 Laredo, TX 78042-8128			1/1/08 Taxes				Unknown	Unknown	
ACCOUNT NO.									
US Customs and Border Protection 101 E. Main Street Norfolk, VA 23510			March/April 2008				\$587,528.91*	Unknown	
ACCOUNT NO.									
Canada Border Services Agency 2720 Britannia Road East Cargo Building 3 Mississauga, Ontario L5P 1A2			March/April 2008				\$149,165.10	Unknown	
							\$736,694.01	\$Unknown	

Sheet no. 2 of 3 continuation sheets
attached to Schedule of Creditors
page)
Holding Priority Claims

Subtotals ►
(Total of this

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTO	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Contingent	Unliquidate	Disputed	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
ACCOUNT NO.										
Office of the U.S. Trustee 75 Spring Street S.W. Room 362 Atlanta, GA 30303-3309			March 31, 2008 (1 st Qtr. Trustee Fees)				\$31,300	Unknown		
Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors Holding Priority Claims	Subtotals > (Total of this page)							Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)		
					Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)					

*Potential claim collateralized by \$300,000 Letter of Credit at Bank of America.

1799074

In re Dan River Holdings LLC, et al., Debtors,
(Debtor)

Case No. 08-10726 (BLS)
(Jointly Administered)

DECLARATION CONCERNING DEBTORS' SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, John F. Hedge, the CRO of Dan River Holdings, LLC et al. named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 82 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date June 17, 2008

Signature: /s/ John F. Hedge
John F. Hedge CRO
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.