

the Debtors' Foreign Subsidiaries, dated October 21, 2008 (the "Brief"). As grounds for this Motion, the Committee states as follows:

1. The Committee's Brief includes material that the Debtors deem to be confidential information ("Confidential Information") pursuant to the terms of the Stipulation Between the Debtors and the Official Committee of Unsecured Creditors of Propex Inc., et al., Regarding Confidential Information (the "Stipulation Order"), executed by the parties on February 21, 2008 and so-ordered by the United States Bankruptcy Court for the Eastern District of Tennessee (the "Bankruptcy Court") on February 27, 2008. A copy of the Stipulation Order is attached hereto as Exhibit A.

2. Such Confidential Information includes information or material furnished to the Committee by the Debtors and their representatives, which information or material was not known by the Committee prior to such disclosure by the Debtors.

3. Accordingly, pursuant to Paragraph 2 of the Stipulation Order, the Committee is required to seek an Order from this Court permitting the Committee to file under seal its Brief, limiting dissemination to the Court and the individuals permitted to receive Confidential Information as set forth the Stipulation Order.

4. Good cause exists for the relief requested herein, in that the disclosure of the above-described Confidential Information materials could potentially cause substantial harm to the Debtors.

WHEREFORE, the Committee respectfully requests the Court to enter an Order permitting the Committee to file under seal its Brief, limiting dissemination to the Court and the individuals permitted to receive Confidential Information pursuant to the Stipulation Order.

Respectfully submitted this 21st day of October 2008.

/s/ Ira S. Dizengoff

Ira S. Dizengoff (ID-9980) (admitted *pro hac vice*)

Abid Qureshi (AQ-4882) (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

590 Madison Avenue

New York, New York 10022-2524

(212) 872-1000 (Telephone)

(212) 872-1002 (Facsimile)

By: /s/ Richard B. Gossett

Richard B. Gossett (TN #001686)

**BAKER, DONELSON, BEARMAN, CALDWELL
& BERKOWITZ, PC**

1800 Republic Centre, 633 Chestnut Street

Chattanooga, Tennessee 37450

Attorneys for the Official Committee of
Unsecured Creditors of Propex Inc., et al.

CERTIFICATE OF SERVICE

I hereby certify that on October 21, 2008, a copy of the foregoing was filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. All other parties requiring service will be served by regular U.S. Mail. Parties may access this filing through the Court's electronic filing system.

Edward L. Ripley
Henry J. Kaim
Mark W. Wege
King & Spalding
1100 Louisiana Street
Suite 3300
Houston, TX 77002-5219

Shelley D. Rucker
Miller & Martin
832 Georgia Avenue
Suite 1000
Chattanooga, TN 37402

Kimberly C. Swafford
U. S. Department of Justice
Office of the U. S. Trustee
31 East 11th Street
Fourth Floor
Chattanooga, TN 37402-2722

Respectfully submitted,

AKIN GUMP STRAUSS HAUER & FELD
LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff (ID-9980) (admitted
pro hac vice)
**AKIN GUMP STRAUSS HAUER &
FELD LLP**
590 Madison Avenue
New York, New York 10022-2524
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

Attorneys for the Official Committee of
Unsecured Creditors of Propex Inc., et al.

EXHIBIT A

Propex Inc. (“Propex”) and its affiliated debtors and debtors in possession (collectively with Propex, the “Debtors”)¹ and the Official Committee of Unsecured Creditors of Propex (the “Committee”), by and through their respective counsel, hereby enter into this stipulation (the “Stipulation”) and stipulate and agree as follows:

RECITALS

WHEREAS, on January 18, 2008 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Tennessee, Southern Division (the “Court”). Since the Petition Date, the Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 22, 2008, the Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015 for procedural purposes only;

WHEREAS, on January 25, 2008, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. The Committee currently consists of five members;²

WHEREAS, in order to establish procedures for the treatment of Confidential Information (defined below), the Debtors and the Committee have agreed to enter into this Stipulation.

AGREED ORDER

¹ The Debtors are the following entities: Propex Holdings, Inc.; Propex Concrete Systems Corporation; Propex Fabrics International Holdings I Inc.; and Propex Fabrics International Holdings II Inc.

² The Committee is comprised of the following entities: Wilmington Trust Company; Pension Benefit Guaranty Corporation; Total Petrochemicals USA, Inc.; BP Corporation North America Inc.; and SMH Capital Advisors, Inc.

IT IS THEREFORE AGREED AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. Each Member of the Committee and each of its professionals, advisors and Member representatives (each a "Recipient") shall treat as confidential any Confidential Information that is furnished by or on behalf of the Debtors to it, or its directors, officers, Affiliates, partners, employees, agents, advisers or representatives ("Representatives"). Confidential Information shall include any information or material (whether written, electronic or oral) furnished to a Recipient or its Representatives by the Debtors or their Representatives; provided, however, that the term "Confidential Information" does not include information that (a) was known by the Recipient prior to such disclosure by the Debtors, provided that such information was not furnished to the Recipient by a source known by it to be prohibited from disclosing such information by a contractual, legal or fiduciary obligation, (b) was or becomes available to the public other than as a result of a breach of the terms of this Order, or (c) was or becomes available to the Recipient on a non-confidential basis and other than in connection with the Debtor's disclosure of such information or material from a source that was not known by the Recipient to be prohibited from disclosing such information to the Recipient by a contractual, legal or fiduciary obligation.

2. The Confidential Information will be used solely in connection with the Debtors' Chapter 11 cases and any possible financial restructuring of the Debtors in connection therewith (collectively, the "Cases"), and any evaluation thereof. Any such information will be kept strictly confidential and will not be disclosed by any Recipient or any of its Representatives, in any manner whatsoever, directly or indirectly, in whole or in part, and shall not be used, directly or indirectly, for any purpose other than in connection with the Cases and the evaluation thereof

by the Recipient, except to the extent that such disclosure or use (a) is made to other Members of the Committee or any of their Representatives (it being understood that such Representatives shall have been advised of the content of this Order), (b) is approved in writing by the Debtors in their discretion, (c) is otherwise ordered by the Bankruptcy Court after notice and hearing to the Debtors, (d) is made to any regulatory authority, organization of regulators or self regulatory authorities (collectively, the “Regulators”), if required or demanded by the Regulators and reasonably determined to be required to be disclosed by the Recipient; provided, that, the Recipient shall notify the Committee and the Debtors as soon as possible after such disclosure is made, (e) is made in the context of court proceedings, after Recipient has sought an order providing that such information shall be filed under seal and has given notice of the filing of such motion to the Debtors’ and the Committee’s counsel or (f) is required by applicable law or regulation, or by legal or regulatory process; provided, however, the Recipient will provide the Committee’s and the Debtors’ counsel with prompt written notice of any such requirement. In connection with disclosure under clauses (d) or (f) above, the Recipient shall cooperate with the Debtors to the extent reasonable and practical under the circumstances. To comply with their obligations as Members, Members of the Committee who are from time to time contacted by constituent unsecured creditors or are otherwise obligated to report to other creditors or entities may not impart any Confidential Information, but may impart to such persons any public information supplied by the Debtors to the Committee.

3. Notwithstanding the foregoing, Committee Member Pension Benefit Guaranty Corporation (“PBGC”), as a governmental agency, may disclose Confidential Information: (i) to the Executive Branch of the United States, the PBGC and PBGC Board of Directors’ officials, advisors, consultants, and representatives who have a need to know the information as part of

their job responsibilities; (ii) in the context of a court proceeding relating to the termination of a defined benefit plan sponsored by any of the Debtors, after PBGC has sought an order providing that such information shall be filed under seal and has given notice of the filing of such motion to the Committee and the Debtors, or (iii) upon request from Congress or any committee, joint committee or subcommittee thereof or the Comptroller General, provided, that in the event of disclosure pursuant to this section (iii), PBGC will give reasonable notice under the circumstances to the Committee and the Debtors.

4. The foregoing obligations shall terminate and be of no force and effect on the date that is eighteen (18) months from the earliest of (a) the effective date of a Chapter 11 plan of reorganization in these Cases, (b) the dismissal of the Cases and (c) the conversion of the Cases to a case under Chapter 7 of the Bankruptcy Code; provided, that in no event shall such obligations terminate earlier than the date that is two (2) years from the date of entry of this Order. At the time of such termination, any Recipient that has custody or control of written Confidential Information shall shred or otherwise properly dispose of it; provided, that if a Recipient has a document retention policy that applies to any Confidential Information, a Recipient may retain Confidential Information in its files in the ordinary course, in which case the Confidential Information shall remain subject to obligations set forth herein.

Date: February 21, 2008

/s/ James R. Savin

Ira S. Dizengoff (ID-9980) (admitted *pro hac vice*)
James R. Savin (JS-9220) (admitted *pro hac vice*)
Shaya Rochester (SR-5559) (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

590 Madison Avenue
New York, New York 10022-2524
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

/s/ Richard B. Gossett

Richard B. Gossett (TN #001686)

**BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, PC**

1800 Republic Centre
633 Chestnut Street
Chattanooga, Tennessee 37450

Proposed Attorneys for the Official Committee of
Unsecured Creditors of Propex Inc., et al.

Date: February 21, 2008

/s/ Edward L. Ripley

Henry J. Kaim (Texas Bar No. 11075400)
Mark W. Wege (Texas Bar No. 21074225)
Edward L. Ripley (Texas Bar No. 16935950)

KING & SPALDING LLP

1100 Louisiana, Suite 4000
Houston, Texas 77002
(713) 751-3200 (Telephone)
(713) 751-3290 (Facsimile)

/s/ Shelley D. Rucker

Shelley D. Rucker (TN # 010098)

MILLER & MARTIN PLLC

832 Georgia Avenue, Suite 1000
Chattanooga, TN 37402-2289

Attorneys for the Debtors and the Debtors in
Possession