

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TENNESSEE  
SOUTHERN DIVISION**

|                                     |   |                                |
|-------------------------------------|---|--------------------------------|
| <b>In re</b>                        | § |                                |
|                                     | § |                                |
| <b>PROPEX INC.,</b>                 | § | <b>Case No. 08-10249</b>       |
| <b>PROPEX HOLDINGS INC.,</b>        | § | <b>Case No. 08-10250</b>       |
| <b>PROPEX CONCRETE SYSTEMS</b>      | § |                                |
| <b>CORPORATION,</b>                 | § | <b>Case No. 08-10252</b>       |
| <b>PROPEX FABRICS INTERNATIONAL</b> | § |                                |
| <b>HOLDINGS I INC.,</b>             | § | <b>Case No. 08-10253</b>       |
| <b>PROPEX FABRICS INTERNATIONAL</b> | § |                                |
| <b>HOLDINGS II INC.,</b>            | § | <b>Case No. 08-10254</b>       |
|                                     | § |                                |
| <b>Debtors.</b>                     | § |                                |
|                                     | § | <b>Chapter 11</b>              |
|                                     | § |                                |
|                                     | § | <b>JOINTLY ADMINISTERED</b>    |
|                                     | § | <b>UNDER CASE NO. 08-10249</b> |

**REVISED ORDER UNDER SECTIONS 328(A) AND 1103(A) OF THE BANKRUPTCY CODE  
AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF FTI CONSULTING, INC. AS FINANCIAL ADVISORS  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
PROPEX INC., ET AL., EFFECTIVE AS OF JANUARY 31, 2008**

Upon the application dated February 21, 2008 (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Propex Inc. ("Propex") and its affiliated debtors and debtors in possession (collectively with Propex, the "Debtors") for an order (the "Order") under sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Committee to retain and employ FTI Consulting, Inc. ("FTI") as the Committee's financial advisors, effective as of January 31, 2008, and upon the

affidavit of Steven Simms, dated February 21, 2008 (the "Simms Affidavit"), in support of the Application; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interests in connection with these cases; and it appearing that the relief requested in the Application and granted by this Order is in the best interests of the Debtors' estates and also resolves potential objections by the Debtors and the Debtors' secured lenders; after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED**, that the Application is approved in its entirety; and it is further

**ORDERED**, that in accordance with sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized to employ and retain FTI as the Committee's financial advisor, effective as of January 31, 2008, on the terms set forth in the Application; and it is further

**ORDERED**, that notwithstanding anything contained in the Application or this Order:

(a) FTI shall be compensated at a fixed monthly rate of \$150,000 for the first three months of these cases and \$125,000 per month thereafter;

(b) a completion fee in the amount of \$500,000 (the "Revised Completion Fee") shall be payable to FTI upon the occurrence of the effective date of a chapter 11 plan of reorganization; and

(c) FTI shall be reimbursed for actual and necessary expenses incurred by FTI, including, but not limited to, any legal fees related to FTI's retention and defense of fee applications in this matter, which legal fees shall not exceed \$20,000 in the aggregate; and it is further

**ORDERED**, that pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, any local rules and any other applicable orders of this Court, FTI shall apply to the Court for the interim and final allowance of compensation for its services (including, without limitation, with respect to the Revised Completion Fee) and reimbursement of expenses as a professional person pursuant to, and subject to the standard of review of, section 328(a) of the Bankruptcy Code, the Bankruptcy Rules and applicable local rules and orders, and not subject to any other standard of review under section 330 of the Bankruptcy Code; and it is further

**ORDERED**, that FTI shall be excused from maintaining time records in connection with the services rendered to the Committee in these chapter 11 cases and rather shall be permitted to present reasonably detailed

descriptions of those services provided on behalf of the Committee and the individuals who provided professional services on behalf of the Committee; and it is further

**ORDERED**, that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

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Prepared by:

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