

Proposed Order

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

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

**AMENDED ORDER GRANTING INTERIM FEE APPLICATION OF AKIN
GUMP STRAUSS HAUER & FELD LLP, COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF PROPEX INC., ET AL.,
FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JUNE 1, 2008 THROUGH SEPTEMBER 30, 2008**

Upon the application of Akin Gump Strauss Hauer & Feld LLP, Counsel for the Official Committee of Unsecured Creditors of Propex Inc., et al., for Interim Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period from June 1, 2008 Through September 30, 2008 (the “Application”);¹ and it appearing that the relief requested is in the best interest of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted in its entirety; and it is further

ORDERED that Akin Gump is allowed interim (a) compensation in the amount of \$1,097,512.75 for necessary professional services rendered during the period commencing June 1, 2008 through and including September 30, 2008, (b) reimbursement in the amount of \$56,723.39 for expenses incurred during the period commencing June 1, 2008 through and including September 30, 2008; (c) reimbursement in the amount of \$7,304.19 for the expenses incurred by GCG during the period commencing June 1, 2008 through and including September 30, 2008 while serving as the official communications agent for the Committee; and it is further

¹ Unless otherwise defined, each capitalized term used herein shall have the same meaning ascribed to such term in the Application.

ORDERED that the Debtors are authorized and directed to pay Akin Gump all unpaid fees and expenses incurred during the period commencing June 1, 2008 through and including September 30, 2008, without any holdbacks, provided, however, the Debtors are not authorized and directed to pay \$40,205.00 of such fees relating to Adversary Proceeding No. 1:08-ap-01136, styled *Official Committee of Unsecured Creditors of Propex Inc. v. BNP Paribas*, pending in this Court, to the extent such payment would be in violation of the Final Order (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant To 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e), And (B) To Utilize Cash Collateral Pursuant To 11 U.S.C. § 363; (II) Granting Liens, Security Interests And Superpriority Claims; And (III) Granting Adequate Protection To Prepetition Secured Parties Pursuant To 11 U.S.C. §§ 361, 362, 363 And 364; and it is further

ORDERED that the Debtors are authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Submitted by:

By: /s/ Ira S. Dizengoff
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By: /s/ Richard B. Gossett
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