

**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

**SUPPLEMENTAL DECLARATION OF IRA S. DIZENGOFF
IN FURTHER SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
PROPEX INC., ET AL. TO RETAIN AND EMPLOY
AKIN GUMP STRAUSS HAUER & FELD LLP AS
COUNSEL, EFFECTIVE AS OF JANUARY 30, 2008**

IRA S. DIZENGOFF, hereby declares:

1. I am an attorney at law admitted to practice before the state courts of New York and New Jersey, the United States District Courts for the Southern and Eastern Districts of New York, and the United States District Court for the District of New Jersey. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which maintains its offices at One Bryant Park, New York, New York 10036.

2. I am familiar with the matters set forth herein and make this supplemental declaration (the "Supplemental Declaration") in further support of the Application (the

“Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Propex Inc. (“Propex” and, together with its affiliated debtors and debtors in possession, the “Debtors”)¹ to retain and employ Akin Gump as counsel, effective as of January 30, 2008.

3. On January 25, 2008, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee as the official committee of unsecured creditors in these chapter 11 cases.² On January 30, 2008, the Committee selected Akin Gump to serve as its counsel.

4. On February 27, 2008, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, the Court entered an order authorizing the Committee to retain and employ Akin Gump as counsel, effective as of January 30, 2008.

5. I make this Supplemental Declaration in regard to Akin Gump’s obligation to update its disclosures as set forth in the Application.

6. On December 12, 2008, the Debtor’s filed an expedited motion seeking an order authorizing entry into a proposed exit financing agreement with Wayzata Investment Partners LLC. On December 29, 2008, the Court entered an order authorizing the Debtors to enter into the proposed exit financing agreement.

7. Akin Gump currently represents, and in the past has represented, Wayzata Investment Partners LLC or one or more of its affiliates (collectively, “Wayzata”) in matters

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

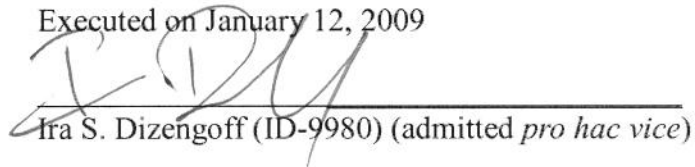
² The Committee currently consists of five members: Wilmington Trust Co., as indenture trustee; Pension Benefit Guaranty Corporation; Total Petrochemicals USA, Inc.; BP Corporation North America Inc.; and SMH Capital Advisors, Inc.

wholly unrelated to the Debtors' chapter 11 cases. In connection with its representation of the Committee, Akin Gump will not commence a cause of action against Wayzata with respect to the Debtors' chapter 11 cases, unless Akin Gump receives a waiver from Wayzata allowing Akin Gump to commence such an action. In connection with these chapter 11 cases, to the extent any causes of action are commenced by or against Wayzata, and a waiver letter is not obtained permitting Akin Gump to participate in such action, the Committee will use conflicts counsel to represent the interests of the Debtors' unsecured creditors.

8. To the extent that Akin Gump needs to update the information disclosed herein, Akin Gump will disclose such information to the Court, the Debtors and the United States Trustee by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on January 12, 2009



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

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Submitted by:
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