

**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

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING DEBTORS' PLAN OF
LIQUIDATION**

Propex Inc. ("Propex"), Propex Holdings Inc. ("Holdings"), Propex Concrete Systems Corporation ("Concrete"), Propex Fabrics International Holdings I Inc. ("International I"), and Propex Fabrics International Holdings II Inc. ("International II"), debtors and debtors-in-possession in the above-captioned cases (the "Debtor(s)") filed the Debtors' Joint Plan of Liquidation Under Chapter 11 of the United States Bankruptcy Code ("Plan") on June 18, 2009. The Court has approved a joint disclosure statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Epiq Bankruptcy Solutions LLC's website, at <http://chapter11.epiqsystems.com>. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

The Plan identifies 5 Classes of Claims and Interests against the Debtor. Only Claims in Class 3 are entitled to vote on the Plan.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If your Ballot is not received by [____], 2009 and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. Only holders of Allowed Class 3 Claims as of [____], 2009, the Record Date, may vote to accept or reject.

CLASS 3 CLAIMS (Allowed General Unsecured Claims):

- Allowed Claims that are not Administrative Expense Claims, Priority Tax Claims, Allowed Secured Claims, Allowed Priority Claims, Allowed Interests, or Allowed Holdings Claims and Interests.
- Class 3 Claims are impaired. Allowed Class 3 Claims may vote to accept or to reject the Plan.

The undersigned, the Record Date Holder of an Allowed Class 3 Claim against the Debtor, in the unpaid amount of \$_____:

____ **ACCEPTS PLAN**
(mark only one)

____ **REJECTS PLAN**

SIGNATURE

1. By signing this Ballot, the undersigned creditor hereby certifies that it has been provided with and has read a copy of the Disclosure Statement.

2. By signing this Ballot, the undersigned creditor hereby certifies that it is the Record Date Holder of the Claim(s) set forth above and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation is pursuant to the information contained in the Disclosure Statement and the Plan.

Name:	_____	Signature:	_____
Entity:	_____	Date:	_____
Title:	_____		
Address:	_____		
Email:	_____		
Fax:	_____		

Please mail this Ballot per the Instructions below.

INSTRUCTIONS AND DEFINITIONS

1. Capitalized terms not otherwise defined herein shall contain the meaning ascribed to them in the Plan and the accompanying Glossary of Terms.

2. This Ballot relates to your claim(s) as an unsecured creditor of the above-listed Debtors. Class 3 creditors are holders of Allowed General Unsecured Claims. All creditors in Class 3 who are permitted to vote should complete this Ballot and return it in the enclosed postage-prepaid envelope. Only Record Date Holders of Allowed General Unsecured Claims in Class 3 may vote and any vote, by such a Record Date Holder shall be binding on and enforceable against both

such Record Date Holder and any subsequent transferee or holder of such Claim. Indicate your acceptance or rejection of the Plan and the amount of your claim(s) in the spaces provided in above.

3. You must vote all of your claims within a particular class either to accept or to reject the Plan, and you may not split your vote. A Ballot (or multiple Ballots with respect to multiple claims within a single class) that partially rejects and partially accepts the Plan will be counted as a single affirmative vote to accept the Plan.

4. Any ballot not bearing an original signature will not be counted. Any ballot submitted by facsimile will not be counted. Any ballot not indicating a vote to accept or to reject the Plan will be counted as a vote to accept the Plan.

5. To have your voted counted, your ballot must be received by [_____, 2009] (“Ballot Return Date”) at one of the addresses below.

6. **Based on the form of delivery, submit your ballot to:**

By first class mail:
Propex Inc. Ballot Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5014
New York, NY 10150-5014

By hand delivery or overnight mail:
Propex Inc.
c/o Epiq Bankruptcy Solutions, LLC
757 Third Avenue, 3rd Floor
New York, NY 10017
(646) 282-2400

7. If a Ballot is received after the Ballot Return Date, it will not be counted.

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING THIS BALLOT, PLEASE
CONTACT EPIC BANKRUPTCY SOLUTIONS, LLC AT THE FOLLOWING E-MAIL
ADDRESS: propex@epiqsystems.com.**