

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	CHAPTER 11
	§	
ENCOMPASS SERVICES CORPORATION, <i>et al.</i>	§	Case No. 02-43582
Debtors.	§	JOINTLY ADMINISTERED

**ORDER APPROVING SECOND AND FINAL APPLICATION BY
ANDREWS & KURTH L.L.P. AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM NOVEMBER 26, 2002 THROUGH JUNE 9, 2003**

(This order corresponds to Docket # 2834)

CAME ON FOR CONSIDERATION the Second and Final Application by Andrews & Kurth L.L.P. (the "Applicant") as Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for Period From November 26, 2002 through June 9, 2003 ("Final Application"). The Court having found that proper notice was given and that no objections to the Final Application were filed; IT IS THEREFORE

ORDERED that the Final Application is approved. It is further

ORDERED that Applicant is awarded on a final basis compensation for fees in the total amount of \$1,147,291.35, which amount includes (i) fees in the amount of \$471,600.00 which fees were approved and paid on an interim basis pursuant to Applicant's First Interim Application for the period from November 26, 2002 through February 28, 2003 (the "First Period"); (ii) the Conflict Related Fees¹ in the amount of \$19,983.15 which were incurred during

¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Final Application.

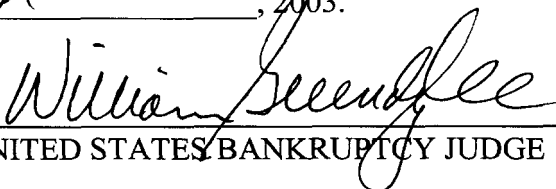
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the First Period but had not been previously approved; (iii) fees in the amount of \$649,146.20 for the period from March 1, 2003 through June 9, 2003 (the "Second Period"); and (iv) fees in the amount of \$6,562.00 for services related to the preparation and submission of this Final Application after the Second Period. It is further

ORDERED that Applicant is awarded on a final basis reimbursement of expenses in the total amount of \$68,206.95 for the period from November 26, 2002 to June 9, 2003, which amount includes (i) expenses in the amount of \$19,637.49 which were approved and paid on an interim basis pursuant to the First Interim Application for the First Period; (ii) expenses in the amount of \$48,119.65 for the Second Period; and (iii) expenses in the amount of \$449.81 for expenses related to the Final Application after the Second Period. It is further

ORDERED that after deducting payments that have already been made to Applicant under the Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Administrative Order"), the Debtors are authorized to and shall pay the remaining balance for fees and reimbursement of expenses to Applicant within ten (10) days after the entry of this Order.

SIGNED this 24th day of Sept, 2003.


UNITED STATES BANKRUPTCY JUDGE