

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	:	CHAPTER 11
ENCOMPASS SERVICES CORPORATION,	:	Case No. 02-43582-H4-11
<u>et al.</u>	:	
Reorganized Debtors.	:	JOINTLY ADMINISTERED

**ORDER APPROVING FINAL APPLICATION OF FMI CORPORATION
AS FINANCIAL ADVISOR FOR DEBTORS FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM NOVEMBER 19, 2002 THROUGH JUNE 9, 2003**

[This instrument pertains to Docket No. 2921]

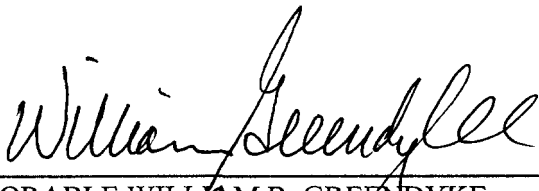
Upon consideration of the application (the "Application") of FMI Corporation as financial advisors for Debtors, for an order approving the final application of FMI Corporation for allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred from November 19, 2002 through June 9, 2003 and the Court being satisfied that the relief requested in the Application is in the best interests of the Debtors and their estates; and it appearing that due notice of this Application has been given and that no other or further notice be given and sufficient cause appearing therefore, it is

ORDERED that the Application is granted; and it is further

ORDERED that FMI Corporation ("FMI") is entitled to a final allowance of \$2,901,627.02 for the period from November 19, 2002 through June 9, 2003 (the "Compensation Period"), representing \$2,879,474.00 as compensation for professional services rendered during the Compensation Period and \$22,153.02 as reimbursement for actual and necessary expenses FMI incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized to pay FMI such sums, to the extent that such amounts have not previously been paid. In the case of the fees contingent on the deferred payment collection by Encompass from San Diego (Pacific Rim, Northern Arizona, Seattle (MMI Tax Entity), Seattle (Sequoia) and Gulf States, the Debtors are authorized to pay the \$240,000.00 if all deferred payments are collected, or 2.5% of the total amount of deferred payments received by the Debtors.

DATED: 10/29, 2003
Houston, Texas



HONORABLE WILLIAM R. GREEDYKE
UNITED STATES BANKRUPTCY JUDGE