

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

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

**ORDER APPROVING FIRST AND FINAL APPLICATION OF HOULIHAN
LOKEY HOWARD & ZUKIN CAPITAL FOR FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

[This instrument pertains to Docket No. 2916]

Upon consideration of the application (the "Application") of Houlihan Lokey Howard & Zukin Capital ("Houlihan Lokey") for an order approving first and final application for final allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred during the period of November 19, 2002 through December 31, 2002 (the "Compensation Period"); and the Court being satisfied that the relief requested in the Application is in the best interests of Encompass Services Corporation and Encompass Services Holding Corp. (collectively, 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 therefor, it is

ORDERED that the Application is granted; and it is further

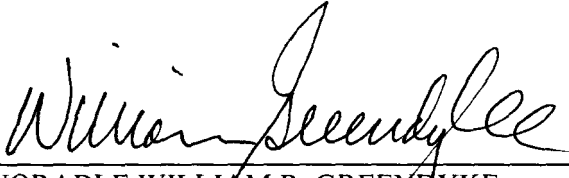
ORDERED that Houlihan Lokey is entitled to final allowance of \$1,278,821.41, representing \$1,250,000.00 as compensation for professional services rendered during the Compensation Period and reimbursement for actual and necessary

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expenses Houlihan Lokey incurred during the Compensation Period in the amount of \$28,821.41; and it is further

ORDERED that Houlihan Lokey is authorized to pay to the Debtors an amount equal to \$46,178.59 in full satisfaction of the amounts owed between Houlihan Lokey and the Debtors pursuant to the Engagement Letter, Retention Application, and Retention Order.

DATED: 10/29, 2003
Houston, Texas


HONORABLE WILLIAM R. GREENDYKE,
UNITED STATES BANKRUPTCY JUDGE