

**UNITED STATES BANKRUPTCY COURT
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 SECOND AND FINAL APPLICATION OF WEIL,
GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE 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. 2922]

Upon consideration of the application (the "Application") of Weil, Gotshal & Manges LLP ("WG&M") for an order approving the second and final application of WG&M as attorneys for the Encompass Services Corporation and Encompass Services Holding Corp. (the "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; 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 therefor, it is

ORDERED that the Application is granted; and it is further

ORDERED that WG&M is entitled to a final allowance of \$ 3,001,276.65 for

WB

the period from November 19, 2002 through June 9, 2003 (the "Final Compensation

2922


Period") (inclusive of ~~\$1,481,565.41~~ ^{\$1,481,115.41} for the Interim Period¹ and \$ ~~1,520,161.24~~ ^{1,520,161.24} as requested in the First Fee Application), representing \$ ~~2,808,154.50~~ ^{2,808,154.50} as compensation for professional services rendered during the Final Compensation Period (inclusive of \$ ~~1,413,438.50~~ ^{1,413,438.50} for the Second Interim Period and \$1,394,716.00 as requested in the First Fee Application) and \$ ~~193,122.15~~ ^{193,122.15} reimbursement for actual and necessary expenses WG&M incurred during the Final Compensation Period (inclusive of \$ ~~67,676.91~~ ^{67,676.91} for the Second Interim Period and \$125,445.24 as requested in the First Fee Application); and it is further

WG

ORDERED that the Debtors are authorized to pay WG&M such sums, to the extent that such sums have not previously been paid; and it is further

ORDERED that WG&M is entitled to seek compensation for preparation of its Application.

DATED: 10/29, 2003
Houston, Texas


HONORABLE WILLIAM R. GREENDYKE,
UNITED STATES BANKRUPTCY JUDGE

¹ Capitalized terms used but not defined herein shall retain the same meaning ascribed to such term in the Application.