UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:	§
	§ Jointly Administered Case No. 01-42530-H4-11
Metals USA, Inc., et al.,	§
	§ Case Nos. 01-42530-H4-11 through 01-42573-H4-11
Debtors.	§
	§ Chapter 11

AGREED ORDER APPROVING REDUCED FEES AND EXPENSES OF PRICEWATERHOUSECOOPERS LLP AS RESTRUCTURE ADVISORS TO THE DEBTORS FROM NOVEMBER 14, 2001 THROUGH MARCH 31, 2002 [THIS PLEADING RELATES TO DKT. NO. 983]

Came on for consideration in the above-captioned proceedings the First Interim Application for Allowance of Reduced Fees and Expenses of PricewaterhouseCoopers LLP ("Applicant"), as Restructure Advisors to the Debtors, for award of compensation for its professional services rendered from November 14, 2001 through March 31, 2002. The Court finds that this Notice of Filing of the Application was properly given to the Debtors and partiesin-interest. The Court has considered the time and labor required, the novelty and difficulty of the questions presented, the skill requisite to perform the financial advisory services properly, the preclusion of other employment due to acceptance of this case, the customary fees charged, the time limitations imposed by the case, the results obtained, the experience and reputation of Applicant, the nature and length of professional relationship with the client and awards in similar cases. Considering such elements, the Court finds that the compensation requested is reasonable. It is therefore, ORDERED, that the amount outstanding of professional fees and expenses of the Applicant, in the amounts of \$338,639.50 and \$7,007.35, respectively, less any payments made in accordance with the Order Granting Debtors' Motion to Establish Procedures for Interim Compensation of Professionals, for the period November 14, 2001 through March 31, 2002, are hereby approved and allowed; and it is further ordered that the Debtors are hereby authorized and instructed to immediately pay the Applicant the total amount of fees and expenses approved and allowed.

SIGNED this

day of November, 2002.

HONORABLE WILLIAM GREENDYKE UNITED STATES BANKRUPTCY JUDGE

AGREED:

Nancy L. Holley, Esq.

Office of the United States Trustee

UPON ENTRY PLEASE RETURN A CONFORMED COPY OF THIS ORDER TO:

Brad Hillier FTI Consulting, Inc. 1201 Louisiana, Suite 2900 Houston, Texas 77002-5678