

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

United States Courts  
Southern District of Texas  
FILED

20  
AUG 30 2002

Michael N. Milby, Clerk

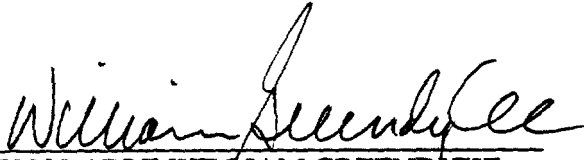
In Re: § Jointly Administered Case  
Metals USA, Inc., et al., § No. 01-42530-H4-11  
§  
§ Case Nos. 01-42530-H4-11  
§ through 01-42574-H4-11  
§  
DEBTORS § Chapter 11

**ORDER APPROVING SECOND INTERIM APPLICATION FOR ALLOWANCE OF  
FEES RENDERED BY PRICEWATERHOUSECOOPERS LLP  
AS RESTRUCTURE ADVISORS TO THE DEBTORS FROM  
APRIL 1, 2002 THROUGH JULY 31, 2002**

Came on for consideration in the above-captioned proceedings the Second Interim Application for Allowance of Fees Rendered By PricewaterhouseCoopers LLP ("Applicant"), as Restructure Advisors to the Debtors, for award of compensation for its professional services rendered from April 1, 2002 through July 31, 2002. The Court finds that this Notice of Filing of the Application was properly given to the Debtors. The Court considers 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 amount of \$726,445.00 and 17,756.89, respectively, less any payments made in accordance with the Order Granting Debtors' Motion to Establish Procedures for Interim Compensation of Professionals, for the period April 1, 2002 through July 31, 2002, are hereby approved and allowed; and it is further

ordered that the Debtors is hereby authorized and instructed to immediately pay the Applicant  
the total amount of fees and expenses approved and allowed.

DATED: Houston, Texas  
~~August~~ Dec. 6, 2002

  
HONORABLE WILLIAM GREENDYKE  
UNITED STATES BANKRUPTCY JUDGE