

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
PINNACLE TOWERS III INC, et al,)	Case No. 02-12477 and 02-12482
)	through 02-12484 (BRL)
)	(Jointly Administered)
Debtors.)	

**ORDER APPROVING FINAL FEE APPLICATION OF ERNST & YOUNG LLP,
INDEPENDENT AUDITORS, ACCOUNTANTS AND TAX CONSULTANTS FOR
ANC RENTAL CORPORATION, ET AL FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 20, 2002 THROUGH OCTOBER 31, 2002**

Upon consideration of the Final Fee Application (the “Final Fee Application”) of Ernst & Young LLP (“E&Y”) for Compensation for Services Rendered and Reimbursement of Expenses as Independent Auditors, Accountants and Tax Consultants to the above-referenced debtors (the “Debtors”) for the Period from June 20, 2002 through October 31, 2002 (the “Fee Application Period”), and adequate notice of the Final Fee Application having been given and it appearing that no other notice need be given, and this Court having jurisdiction over the Final Fee Application, and after any proceedings in respect of this matter, and sufficient cause appearing thereof, it is OREDERED that:

1. The Final Fee Application is approved.
2. E&Y is allowed final compensation for professional services during the Fee Application Period in the amount of \$351,694.00, and reimbursement of expenses during the Fee Application Period in the amount of \$3,925.00.

3. The Debtors are authorized and directed to pay the outstanding balance owed to E&Y for the above approved fees and expenses.

Dated: March 5, 2003
New York, New York

/s/Burton R. Lifland
Honorable Burton R. Lifland
United States Bankruptcy Court