

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
<b>PINNACLE TOWERS III INC., et al.,</b>	:	Case Nos.: 02-12477 and
	:	02-12482 through 02-12484
	:	
Debtors.	:	Jointly Administered

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**ORDER GRANTING APPLICATION OF HOLLAND & KNIGHT LLP ("H&K"),  
ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR FIRST  
AND FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
MAY 21, 2002, THROUGH AND INCLUDING NOVEMBER 6, 2002**

Upon consideration of the application for final allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred from May 21, 2002, through and including November 6, 2002 (the "Application") filed by Holland & Knight LLP, attorneys for the reorganized debtors herein (the "Debtors"); and a hearing having been held before this Court to consider the Application on March 5, 2003 (the "Hearing"); and the Court having heard from the parties in attendance at the hearing; and good and sufficient notice of the Application having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses or objections thereto; and the Court having found that the fees and expenses requested herein are fair and reasonable; and sufficient cause having been shown therefor, it is hereby;

**ORDERED**, that, pursuant to 11 U.S.C. §§330 and 331, the compensation and reimbursement of expenses sought by H&K pursuant to the Application be, and it hereby is, fixed and awarded in the amount set forth in the Application and the attached Exhibit A on a final basis; and it is further

**ORDERED**, that H&K be permitted to apply the \$500,000 retainer that it holds to any fees and expenses awarded hereby, with any remainder to be returned to Debtors or retained by H&K as agreed to by Debtors and H&K; and it is further

**ORDERED**, that the Debtors be, and they hereby are, authorized and directed to pay or cause to be paid the fees and expenses fixed and awarded hereby, to the extent not previously paid, without further Order of the Court, within five days of the entry of this Order.

Dated: New York, New York  
March 5, 2003

/s/Burton R. Lifland  
HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**

CASE NUMBER: 02-12477 and 02-12482 through 02-12484 (BRL)

CASE NAME: In re Pinnacle Towers III Inc., et al.

FIRST AND FINAL FEE APPLICATION FOR PERIOD FROM THE PETITION DATE (MAY 21, 2002) THROUGH AND INCLUDING THE EFFECTIVE DATE, NOVEMBER 6, 2002									
APPLICANT	DATE/ DOCKET NO. OF APPLICATION	TOTAL FEES REQUESTED	TOTAL FEES ALLOWED	FEES PAID TO DATE PURSUANT TO INTERIM FEE ORDER	FEES CURRENTLY PAYABLE BY DEBTORS	TOTAL EXPENSES REQUESTED	TOTAL EXPENSES ALLOWED	TOTAL EXPENSES PAID PURSUANT TO INTERIM FEE ORDER	EXPENSES TO BE CREDITED TO DEBTORS
Holland & Knight	January 30, 2003 Docket No. 342	\$2,229,176.40	\$2,229,176.40	\$1,721,799.77	\$507,376.63	\$157,355.11	\$157,355.11	\$161,042.21	\$3,686.89

SCHEDULE A(1)

DATE: 3/5/2003

INITIALS: /s/BRL USBJ

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