

Neil B. Glassman (DE I.D. No. 2087)  
Steven M. Yoder (DE I.D. No. 3885)  
Christopher A. Ward (DE I.D. No. 3877)  
THE BAYARD FIRM  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899  
Telephone: (302) 655-5000  
Facsimile: (302) 658-6395  
Special Counsel for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

**PINNACLE TOWERS III INC., et al.,**  
  
Debtors.

Chapter 11

Case Nos. 02-12477 and  
02-12482 through 02-12484

Jointly Administered

**NINTH AND FINAL APPLICATION OF THE BAYARD FIRM  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO  
THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
THE PERIOD MAY 21, 2002 THROUGH OCTOBER 31, 2002**

Name of Applicant:

The Bayard Firm

Authorized to Provide  
Professional Services to:

Debtors and Debtors In Possession

Date of Retention:

Order entered July 10, 2002, *nunc pro tunc*  
to May 21, 2002

Period for which compensation  
And reimbursement is sought:

May 21, 2002 – October 31, 2002

Amount of Compensation sought  
as actual, reasonable and necessary for the  
period of May 21, 2002 through October 31, 2002:

\$180,677.00

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary for the  
period of May 21, 2002 through October 31, 2002:

\$15,386.95

This is an: \_\_\_ monthly and X final application

**Summary of Fee Applications**

(In re: Pinnacle Towers III Inc., et al.)

<b>Date Filed</b>	<b>Period Encompassed</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>
12/30/02	May 21, 2002 through October 31, 2002	\$180,677.00	\$15,386.95

**Timekeeper Summary**  
**May 21, 2002 - October 31, 2002**  
**(In re: Dimac Direct, Inc.)**

<b>Timekeeper</b>	<b>Position with Firm, Years in That Position, Year of Obtaining Relevant License, Area of Expertise</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Neil B. Glassman, Esq.	Joined firm as associate in 1986; Became Director in 1988; Member Del. Bar since 1982. Areas of Expertise: Bankruptcy and Commercial Law.	\$475.00	27.60	\$13,110.00
		\$440.00	48.80	\$21,472.00
		\$220.00	8.20	\$1,804.00
Edmond D. Johnson, Esq.	Joined firm as Director in 1996; Member Del. Bar since 1983. Areas of Expertise: Commercial and Corporate Litigation.	\$425.00	39.00	\$16,575.00
		\$375.00	59.20	\$22,200.00
		\$187.50	8.20	\$1,537.50
Charlene D. Davis, Esq.	Joined firm as associate in 1988; Became director in 1993; Member Del. Bar since 1984. Areas of Expertise: Bankruptcy and Commercial Litigation.	\$375.00	1.30	\$487.50
Steven M. Yoder, Esq.	Associate – 5 years; Joined firm in 1999. Member of Del. Bar since 1999; Areas of Expertise: Bankruptcy and Commercial Litigation.	\$325.00	94.60	\$30,745.00
		\$285.00	44.20	\$12,597.00

Cheryl Siskin, Esq.	Joined firm in 2002. Member of Del. Bar since 1995; Area of Expertise: Commercial Litigation.	\$325.00	68.40	\$22,230.00
		\$275.00	97.60	\$26,840.00
Christopher A. Ward, Esq.	Joined firm in 2000; Member of Del. Bar since 1999. Areas of Expertise: Commercial bankruptcy and litigation.	\$260.00	11.90	\$3,094.00
		\$235.00	14.10	\$3,313.50
Jennifer M. Zelvin	Joined firm in 2002; Member of Del. Bar since 2002. Area of Expertise: Bankruptcy.	\$160.00	2.30	\$368.00
		\$125.00	2.10	\$262.50
G. Finizio, Esq.	Joined firm in 2002; Member of Del. Bar since 2002. Area of Expertise: Bankruptcy.	\$125.00	2.90	\$362.50
Kim Barnett	Paralegal; Joined firm in 1998. Areas of Expertise: Bankruptcy and Family Law.	\$100.00	0.30	\$30.00
Liana Shaw	Paralegal; Joined firm in 2000. Area of Expertise: Bankruptcy.	\$130.00	0.70	\$91.00
Tiffany Scott	Paralegal; Joined firm in 2001. Area of Expertise: Bankruptcy.	\$130.00	3.70	\$481.00
Sharon Trent	Paralegal; Joined firm in 1998. Area of Expertise: Bankruptcy and Corporate Litigation.	\$130.00	2.40	\$312.00
		\$125.00	5.90	\$737.50
Pamela Pollock	Paralegal; Joined firm in 2001. Area of Expertise: Bankruptcy.	\$125.00	3.70	\$462.50
Tiffany Scott	Paralegal; Joined firm in 2001. Area of Expertise: Bankruptcy.	\$130.00	3.7	\$481.00

Steven Weiler	Paralegal; Joined firm in 2002. Area of Expertise: Bankruptcy.	\$125.00	10.20	\$1,275.00
Janice Tarantino	Database Specialist; Joined firm in 1987.	\$125.00	0.30	\$37.50
Jared Schierbaum	Case Mgmt. Assistant; Joined firm in 2000.	\$90.00	0.40	\$36.00
		\$80.00	0.20	\$16.00
Sandra Golas	Case Mgmt. Assistant; Joined firm in 2002.	\$80.00	0.60	\$48.00
Brian K. Kennedy	Case Mgmt. Assistant; Joined firm in 2000; Areas of Expertise: Bankruptcy.	\$80.00	0.30	\$24.00
Michelle L. Grieco	Case Mgmt. Assistant; Joined firm in 2001.	\$80.00	1.10	\$88.00
Christine Emrick	Case Mgmt. Assistant; Joined firm in 2002.	\$80.00	0.20	\$16.00
Kian Green	Case Mgmt. Assistant; Joined firm in 2002.	\$80.00	0.30	\$24.00

<b>Totals</b>	560.70	\$180,677.00
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**Blended Rate: \$322.23**

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In re:

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Chapter 11

Case Nos. 02-12477 and  
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Jointly Administered

**FIRST AND FINAL APPLICATION OF THE BAYARD FIRM FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE  
DEBTORS FOR THE PERIOD MAY 21, 2002 THROUGH OCTOBER 31, 2002**

Pursuant to Sections 330 and 331 of chapter 11, of title 11, of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), The Bayard Firm hereby requests reimbursement for one-hundred-percent (100%) of its total fees in the amount of \$180,677.00 and one-hundred percent (100%) of its total expenses in the amount of \$15,386.95 for the period commencing May 21, 2002 through and including October 31, 2002 (the "Application Period").

## **BACKGROUND**

1. On May 21, 2002 (the "Petition Date"), Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Prior to confirmation, the debtors continue to operate their business and manage their properties and assets as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On May 22, 2002, this Court entered an Order pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure directing the joint administration of these cases for procedural purposes only.

2. No trustee or examiner has been appointed in Debtors' chapter 11 cases. The United States Trustee appointed the Official Committee of Unsecured Creditors (the "Committee") on June 10, 2002.

3. Debtors are leading independent providers of wireless communications site space in the United States. Debtors' business primarily focuses on renting space on communications sites to providers of wireless communications services, such as personal communications services, cellular, paging, specialized mobile radio, enhanced specialized mobile radio, wireless data transmissions and radio and television broadcasting.

4. On May 21, 2002, Debtors filed their Joint Plan of Reorganization, and on June 27, 2002 filed their Amended Joint Plan of Reorganization (the "Plan"). Debtors filed their Disclosure Statement on May 30, 2002, and their First Amended Disclosure Statement on June 27, 2002. The Court entered an Order approving Debtors' First Amended Disclosure Statement on June 27, 2002. On October 8, 2002, the Debtors



filed a Second Amended Joint Plan of Reorganization. On October 9, 2002 an order was signed approving the Second Amended Joint Plan of Reorganization.

**Relief Requested**

7. The Bayard Firm submits this application (the "Application") in accordance with the Amended Guidelines for Fees and Disbursements of Professionals in the Southern District of New York Bankruptcy cases, adopted by the court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330, adopted on January 30, 1996 (the "UST Guidelines"), and the Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the "Administrative Order" and together with the Local Guidelines for the UST Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is annexed hereto as Exhibit A.

8. This Application is the first and final fee application filed by The Bayard Firm in these cases. In connection with the professional services described below, by this Application, The Bayard Firm seeks one-hundred percent (100%) reimbursement of its total reasonable and necessary fees incurred in the amount of \$180,677.00 together with one-hundred percent (100%) reimbursement for actual and necessary expenses incurred in the amount of \$15,386.95 for the Application Period. A description of the professional or paraprofessional performing the services for the Application Period and the time

expended and disbursements is set forth in Exhibit B.<sup>1</sup> A description of the project categories used in the invoice is attached as Exhibit C. A summary of the hours and fees of each professional for the Application Period, a summary of compensation by project category and an expense summary are attached as Exhibit D.

9. Given the nature and value of the services provided by The Bayard Firm to the Debtors as described herein, the final amount sought under this Application is fair and reasonable based on the customary compensation charges by comparable skilled professionals in comparable non-bankruptcy cases.

11. Pursuant to this Court's Order Pursuant to 11 U.S.C. Sections 105(a) and 331, Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated June 13, 2002 (the "Monthly Fee Procedures Order"). The Bayard Firm has submitted monthly fee statements requesting compensation of professional services and reimbursement of actual and necessary charges incurred during the Compensation Period to the Reorganized Debtors for the months of May through October, 2002. The Monthly Fee Procedures Order provides that, if no one objects to a Monthly Fee Statement within a specified time period, the Reorganized Debtors may proceed to pay The Bayard Firm 80% of the fees and 100% of the disbursements requested within such Monthly Fee Statement.

#### Summary of Service Rendered

11. In general, the services rendered by The Bayard Firm as special counsel to the Debtors included, without limitation, the following:

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<sup>1</sup> Exhibit "B" was prepared from daily diary entries prepared by each professional or paraprofessional, with the time being recorded in segments of tenths of an hour.

- (a) representing the Debtors at all hearings in these cases;
- (b) reviewing all pleadings and papers filed in these cases;
- (c) drafting or participating in the drafting of pleadings on behalf of the Debtors;
- (d) coordinating responsibility for filing and service of certain pleadings of the Debtors relative to these cases;
- (e) coordinating weekly (or more frequent) updating of docket sheets, critical dates, schedules and calendars and maintaining case and pleadings files; and
- (f) assisting in advising and representing the Debtors in connection with their unexpired leases of non-residential real property subject to section 365 of the Bankruptcy code and other litigation.

12. The Bayard Firm has been involved in certain substantive matters involving the Debtors. In particular, matters relating to the Debtors' leases and litigation with other parties-in-interest. Specifically, the services rendered by The Bayard Firm during the Application Period included the following:

(a) Asset Analysis and Recovery – AA.

(Fees - \$190.00; Total Hours - 0.40)

The Bayard Firm conferred regarding fraudulent transfers issues.

(b) Litigation/Adversary Proceeding - AP.

(Fees - \$110,968.00; Total Hours - 331.40)

The Bayard Firm had numerous in-depth discussions with senior management of the Debtors regarding litigation against certain officers and the possibility

of seeking an injunction. The firm spent a considerable amount of time performing research on these issues and drafting pleadings.

(c) Case Administration - CA.

(Fees - \$7,229.00; Total Hours – 32.20)

The Bayard Firm performed various tasks necessary to administer effectively these cases on behalf of the Debtors. The Bayard Firm reviewed all correspondence related to the Debtors and prepared, filed and served various pleadings and affidavits of service. In addition to reviewing and updating the docket and indexing pleadings and other documents in these Cases, The Bayard Firm maintained and updated a critical dates list.

(d) Court Hearings - CH.

(Fees - \$611.00; Total Hours – 1.70)

The Bayard Firm prepared for and participated in the hearing in these cases during the Application Period, which involved several contested matters. The firm conferred with the Debtors to discuss strategy for the scheduled matters.

(e) Creditor Inquiries - CI.

(Fees - \$32.50; Total Hours – 0.10)

The Bayard Firm expended time during this Application Period discussing with various creditors and their counsel the status and varied aspects of the Debtors' cases and responding to correspondence from them. The Bayard Firm also responded to requests for written information.

(f) Disclosure Statement - DS.

(Fees - \$47.50; Total Hours – 0.10)

The Bayard Firm was engaged in discussions and strategy relating to retention issues, including matters involving ordinary course professionals, White & Case, Buccino, and Deloitte & Touche.

(g) Leases/Executory Contracts -- EC.

(Fees - \$53,441.00; Total Hours – 164.20)

The Bayard Firm advised the Debtors regarding the evaluation of unexpired leases and executory contracts. The firm assisted in preparing a motion pursuant to section 365(d)(4) of the Bankruptcy Code, and reviewed and discussed objections thereto. In addition, The Bayard Firm analyzed various lease characterization issues. Further, the firm advised the Debtors regarding GTI. In addition, the firm dedicated attention to a dispute with GTI regarding equipment.

(h) Fee Applications/Compensation – FA.

(Fees - \$4,394.00; Total Hours – 13.10)

The Bayard Firm advised the Debtors and other professionals regarding retention and compensation issues relating to these cases.

(i) Non-Working Travel Time - NT.

(Fees - \$3,341.50; Total Hours – 1.10)

Two attorneys from The Bayard Firm traveled to and from a meeting with senior management at corporate headquarters.

(j) Plan - PL.

(Fees - \$422.50; Total Hours – 1.10)

The Bayard Firm reviewed the terms of the debtors' Plan of Reorganization.

Amounts Requested

13. For the Application Period, The Bayard Firm seeks compensation in the amount of \$180,677.00 in connection with the professional services rendered as special counsel to the Debtors.

14. During the Application Period, The Bayard Firm incurred or disbursed the actual and necessary costs and expenses related to these cases in the amount of \$15,386.95 as follows:

Computer Research	\$8,322.85
Copies	\$2,665.50
Delivery Charges	\$ 159.50
Federal Express	\$ 574.74
Filing Fees	\$ 150.00
Meals/Meetings	\$ 18.50
Miscellaneous Client Costs	\$ 125.00
Outside Phone Charges	\$ 25.46
Pacer Document Downloads	\$ 7.77
Postage	\$ 581.21
Support Staff Overtime	\$ 105.00
Telecopier/Fax Charges	\$ 221.00
Telephone Calls	\$ 316.15
Travel Costs	<u>\$2,114.27</u>
Total	<u>\$15,386.95</u>

15. The Bayard Firm represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy and Scanning charges are \$.15 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of lost expenditures.

In addition, The Bayard Firm often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable.

(b) Incoming facsimiles are not billed.

(c) Out-going facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures. Toll telephone charges are not billed.

In addition, The Bayard Firm utilizes outside vendors for high volume, multiple-destination fax transactions, and this Application seeks the recovery of those costs, if applicable.

16. In accordance with the factors enumerated in 11 U.S.C. § 330, the amounts requested for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title.

18. The Bayard Firm has sent a copy of this Application to the Notice Parties as defined in the Administrative Order.

WHEREFORE, (i) The Bayard Firm prays that allowance be made to it for the Application Period for one-hundred percent (100%) reimbursement of its total reasonable and necessary fees incurred in the amount of \$180,677.00 together with one-hundred percent (100%) reimbursement for actual and necessary expenses incurred in the amount

of \$15,386.95 incurred in this case from May 21, 2002 through and including October 31, 2002 and (ii) that the Debtors be authorized and directed to pay The Bayard Firm such amounts that are unpaid.

Dated: December 30, 2002

THE BAYARD FIRM



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Christopher A. Ward (DE I.D. No. 3877)  
222 Delaware Avenue, Ste. 900  
Wilmington, Delaware 19801  
(302) 655-5000

Special Co-Counsel for the Debtors and  
Debtors in Possession



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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

**PINNACLE TOWERS III INC., et al.,**  
  
Debtors.

Chapter 11

Case Nos. 02-12477 and  
02-12482 through 02-12484

Jointly Administered

**ORDER APPROVING FINAL APPLICATION OF THE BAYARD FIRM FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTOR FOR  
THE PERIOD MAY 21, 2002 THROUGH OCTOBER 31, 2002**

The Bayard Firm as special counsel for the above-captioned chapter 11 debtors and debtors in possession (the "Debtors"), having filed its first and final application for allowance of compensation and reimbursement of expenses (the "Final Fee Application"); and parties in interest having received a copy of the Final Fee Application and notice of the date, time and manner by which to object to the relief sought in the Final Fee Application having been provided; no objections having been filed; and the Court having considered the Final Fee Application and having found the amounts requested in the Final Fee Application to be reasonable; it is hereby

ORDERED that the relief requested in the Final Fee Application is granted, and The Bayard Firm is allowed total compensation for this case in the sum of

\$180,677.00 for services rendered and the sum of \$15,386.95 as reimbursement for actual, necessary expenses incurred (collectively, the "Fee Award"); and it is further

ORDERED that the Debtors are hereby authorized and directed to immediately pay the amount of the Fee Award to The Bayard Firm, to the extent not already paid.

Dated: January \_\_\_, 2003

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The Honorable Burton R. Lifland  
United States Bankruptcy Judge

**EXHIBIT A**

**EXHIBIT A**

Neil B. Glassman (DE I.D. No. 2087)  
Steven M. Yoder (DE I.D. No. 3885)  
Christopher A. Ward (DE I.D. No. 3877)  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

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Debtors.

Chapter 11

Case Nos. 02-12477 and  
02-12482 through 02-12484

Jointly Administered

**CERTIFICATION**

I, Christopher A. Ward, Esquire, of The Bayard Firm, hereby certify that I reviewed the terms of the Local Guidelines, as defined in the Application, and that the Application is in compliance with the Local Guidelines.



\_\_\_\_\_  
Christopher A. Ward (DE I.D. No. 3877)

**EXHIBIT B**

# THE BAYARD FIRM

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222 DELAWARE AVENUE, SUITE 900  
P.O. BOX 25130  
WILMINGTON, DE 19899  
(302) 655-5000  
FEDERAL I.D.# 51-0200788

December 30, 2002

Pinnacle Towers Inc.  
Evan N. Berlin, Esquire  
301 N. Cattlemen Road, Suite 300  
Sarasota, FL 34232

Re: Chapter 11 Debtor  
File # 28828-00001 - CAW

Invoice # 937919 -

For Services Rendered Through October 31, 2002

Current Fees	180,677.00	
Current Disbursements	15,386.95	
	-----	
Total Current Charges		\$ 183,680.85
		-----
Courtesy Discount	<12,383.10>	
Total Due		\$ 183,680.85
		=====
Trust Account Balance:	66,423.38	

CHECKS MAY BE PAYABLE TO **THE BAYARD FIRM**. PLEASE RETURN THIS PAGE WITH YOUR PAYMENT.

# THE BAYARD FIRM

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Pinnacle Towers Inc.  
Re: Chapter 11 Debtor  
File # 28828-00001- CAW

December 30, 2002  
Invoice #93791  
Page 2

	Date	Description of Services	Atty	Hours	Amount
AA		Asset Analysis and Recovery			
	09-26-02	Attention to new judicial precedent regarding fraudulent transfer law, specifically regarding solvency determinations	NBG	0.30	142.50
	10-07-02	Confer with EDJ regarding finalizing fraudulent transfer analysis	NBG	0.10	47.50
AP		Litigation/Adversary Proceeding			
	05-21-02	Research re: litigation at Sears Tower and Trizechahn.	CS	1.60	440.00
	05-22-02	Work with NBG on assignments and research to be done	EDJ	0.20	75.00
	05-22-02	Review documents underlying claims	EDJ	0.80	300.00
	05-22-02	Work with CS on research and our theories of the case.	EDJ	0.30	112.50
	05-22-02	Research re: possible defense.	CS	4.80	1,320.00
	05-23-02	Confer with NBG on meeting and issues to be worked on	EDJ	0.20	75.00
	05-23-02	Correspondence on agenda and documents to be produced	EDJ	0.10	37.50
	05-23-02	Confer with CW on docket and local rules in the SDNY	EDJ	0.10	37.50
	05-23-02	Legal research on Ill law issues	EDJ	1.60	600.00
	05-23-02	Confer with CW on need for local counsel in SDNY	EDJ	0.10	37.50
	05-23-02	Confer with CS on meeting and issues to be presented	EDJ	0.10	37.50
	05-23-02	Correspond on case law	EDJ	0.10	37.50
	05-23-02	Review documents	EDJ	0.50	187.50
	05-23-02	Meeting on litigation against Sears & Motorola	EDJ	0.60	225.00
	05-23-02	Confer with EDJ regarding			

# THE BAYARD FIRM

Pinnacle Towers Inc.  
Re: Chapter 11 Debtor  
File # 28828-00001- CAW

December 30, 2002  
Invoice #93791  
Page 3

Date	Description of Services	Atty	Hours	Amount
	litigation strategy (.2); document review (relev. agreements and indemnification clauses) (.4); review 2 Illinois cases regarding consent to lease assignments by conduct (.2)	NBG	0.80	352.00
05-23-02	Conference with Siskin and EDJ regarding litigation strategy and preparation of complaint for declaratory relief (.4) and call with them and E. Berlin regarding same and discuss possible fraudulent transfer claim (.2)	NBG	0.60	264.00
05-23-02	Legal research regarding 502(b)(6)	CS	1.50	412.50
05-23-02	Meeting with Ted and Neil regarding strategy	CS	0.60	165.00
05-23-02	Continue review of public filings and other documents	CS	1.80	495.00
05-23-02	OC with CAW regarding status of retention application	SMY	0.20	57.00
05-23-02	Meeting with NBG regarding Motorola issues	SMY	0.50	142.50
05-24-02	Phone call from Evan re meeting with client	EDJ	0.10	37.50
05-24-02	Confer with NBG on meeting with client and Evan's schedule	EDJ	0.10	37.50
05-24-02	Confer with EDJ regarding meeting with client regarding litigation strategy	NBG	0.10	44.00
05-24-02	Continue research re: scope of indemnification	CS	1.20	330.00
05-24-02	Strategic analysis of			



# THE BAYARD FIRM

Pinnacle Towers Inc.  
Re: Chapter 11 Debtor  
File # 28828-00001- CAW

December 30, 2002  
Invoice #93791  
Page 4

Date	Description of Services	Atty	Hours	Amount
05-28-02	certain agreements	CS	0.90	247.50
05-28-02	Phone call, Evan, on adversary proceedings	EDJ	0.10	37.50
05-28-02	Confer with EDJ regarding his litigation strategy (.1); read provisions of sale agreement (.2)	NBG	0.30	132.00
05-29-02	Voicemail to EDJ regarding call with Berlin and TC - EDJ regarding scheduling trip to meeting with Company personnel and voicemail to Berlin	NBG	0.20	88.00
05-29-02	Continue review of asset purchase agreement	CS	1.20	330.00
05-29-02	Phone call Evan Berlin	EDJ	0.10	37.50
05-29-02	Confer with NBG on his availability for a trip to FL to visit the client	EDJ	0.10	37.50
05-29-02	Confer with NBG on litigation strategy	EDJ	0.10	37.50
05-29-02	Preparations for trip to Sarasota	EDJ	0.20	75.00
05-30-02	Confer with EDJ regarding meeting with client on June 4	NBG	0.10	44.00
05-30-02	Confer with NBG on meeting with client	EDJ	0.10	37.50
05-30-02	Scheduling	EDJ	0.10	37.50
05-30-02	Phone call with client on Motorola claims	EDJ	0.10	37.50
05-31-02	Meeting with EDJ to prepare for 6/4 meeting with clients	NBG	0.20	88.00
05-31-02	Attention to litigation strategy based on tenancy at will and consequential lack of indemnification obligation	NBG	0.40	176.00
05-31-02	Review various agreements			

# THE BAYARD FIRM

Pinnacle Towers Inc.  
Re: Chapter 11 Debtor  
File # 28828-00001- CAW

December 30, 2002  
Invoice #93791  
Page 5

Date	Description of Services	Atty	Hours	Amount
05-31-02	and consider alternative strategies	CS	4.60	1,265.00
05-31-02	Legal research regarding causes of action	CS	2.20	605.00
05-31-02	Confer with client -- Berlin	EDJ	0.10	37.50
05-31-02	Work with NBG on litigation strategy	EDJ	0.20	75.00
05-31-02	Confer with CS on contract terms	EDJ	0.20	75.00
05-31-02	Develop alternative theories for Sears leases	EDJ	0.30	112.50
05-31-02	Confer with NBG on alternative legal theories	EDJ	0.30	112.50
05-31-02	Review documents	EDJ	0.70	262.50
05-31-02	Legal research on Motorola situation	EDJ	0.80	300.00
05-31-02	Work with EDJ on litigation strategy	NBG	0.20	88.00
05-31-02	Confer with EDJ on alternative legal theories	NBG	0.30	132.00
06-01-02	Review documents	EDJ	0.50	187.50
06-02-02	Review documents	EDJ	1.00	375.00
06-03-02	Conf with CS. Review documents. Organization of binder of closing documents. Preparation of Index for documents. Review Agreements for indemnity clauses and preparation of binder for review by NBG relating to same.	ST	4.60	575.00
06-03-02	Work on litigation plan	EDJ	1.90	712.50
06-03-02	Review documents	EDJ	0.30	112.50
06-03-02	Review documents	EDJ	1.90	712.50
06-03-02	Confer with client (Berlin) on meeting with CEO	EDJ	0.10	37.50
06-03-02	Confer with CS on new cases that she has found and how they fit into the litigation			

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	strategy	EDJ	0.20	75.00
06-03-02	Research	EDJ	0.40	150.00
06-03-02	Working group meeting (EDJ and C. Siskin) regarding declaratory judgment action/litigation strategy and relevant agreements	NBG	1.90	836.00
06-03-02	Research enforceability of non-binding mediation clauses in non-core matters	NBG	0.60	264.00
06-03-02	Another OC with EDJ regarding litigation strategy and viability of certain arguments regarding purported indemnification obligation	NBG	0.30	132.00
06-03-02	Conference with Siskin regarding Illinois real property law	NBG	0.20	88.00
06-03-02	Meeting with E. Johnson and N. Glassman regarding strategy	CS	2.00	550.00
06-03-02	Legal research regarding mediation clause	CS	1.60	440.00
06-03-02	Legal research regarding Illinois contract law	CS	3.20	880.00
06-03-02	Prepare binder of relevant materials	CS	1.40	385.00
06-03-02	OC with NBG regarding status update on Motorola issues	SMY	0.20	57.00
06-04-02	Legal research on issues underlying adversary proceeding	EDJ	0.90	337.50
06-04-02	Work with NBG on meeting agenda	EDJ	0.50	187.50
06-04-02	Outline plan for meeting with client and the various alternatives available to us in the Motorola matters	EDJ	0.80	300.00

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Date	Description of Services	Atty	Hours	Amount
06-04-02	Meeting with Clients in Sarasota FL on Motorola issues	EDJ	3.50	1,312.50
06-04-02	Work on litigation outline for client	EDJ	0.50	187.50
06-04-02	Review research materials reread relevant agreements and confer with EDJ during trip to Florida in preparation for meeting with client	NBG	3.60	1,584.00
06-04-02	Meeting with client representatives and EDJ regarding litigation strategy (3.5); instructions to Yoder regarding same (.3); conferences with EDJ regarding same during trip hom (.7)	NBG	4.50	1,980.00
06-04-02	E-mails from Day and to Mayerson	NBG	0.10	44.00
06-04-02	Work on outline of litigation strategy	NBG	0.30	132.00
06-04-02	OC with NBG regarding Motorola matters and retention as special litigation counsel	SMY	0.50	142.50
06-05-02	Work with CS on her assignments in the adversary proceedings	EDJ	0.30	112.50
06-05-02	Work with CS NBG & SY on motions and outline for client	EDJ	1.60	600.00
06-05-02	Confer with NBG on issues to be raised with counsel for the acquirors	EDJ	0.10	37.50
06-05-02	Correspond with client on documents we need	EDJ	0.10	37.50
06-05-02	Correspondence to schedule			

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Date	Description of Services	Atty	Hours	Amount
	meeting	EDJ	0.10	37.50
06-05-02	Correspond with Evan Berlin on various issues.	EDJ	0.10	37.50
06-05-02	Correspond with VP leasing operations on leasing documentation	EDJ	0.10	37.50
06-05-02	Confer with Evan Berlin on possible change in strategy and conference with attorneys for the acquirors	EDJ	0.20	75.00
06-05-02	Work with team on an approach to counsel for the acquirors	EDJ	0.30	112.50
06-05-02	Work with team, Evan Berlin and Milmoe (counsel for the acquirors) on bringing the acquirors up to speed on the Motorola issues	EDJ	1.50	562.50
06-05-02	Get documentation for Greg Milmoe	EDJ	0.20	75.00
06-05-02	Correspondence with NBG re: Motorola issues	CAW	0.10	23.50
06-05-02	Team meeting regarding motion for authority/motion to reject to prepare and work on same	NBG	1.70	748.00
06-05-02	E-mails from engineering staff technical issues with Sears Tower - interference problems (.2); report from SMY regarding results of his research on 502(b)(6) (.2)	NBG	0.40	176.00
06-05-02	Work on motion	NBG	0.40	176.00
06-05-02	TC - Greg Milmoe (investors counsel) regarding litigation alternatives and lease issues	NBG	0.70	308.00
06-05-02	TC - Evan Berlin regarding obtaining relevant documents			

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Date	Description of Services	Atty	Hours	Amount
06-05-02	(.2); conference call with Fortress's counsel and meeting with team prior to call (1.5)	NBG	1.70	748.00
06-05-02	E-mail from and to B. Hair regarding rescheduling conference call and note to EDJ regarding same	NBG	0.10	44.00
06-05-02	Strategy meeting with N. Glassman, T. Johnson and S. Yoder	CS	2.20	605.00
06-05-02	Review public filings	CS	0.60	165.00
06-05-02	Legal research regarding month-to-month tenancy	CS	1.20	330.00
06-05-02	Begin drafting motion regarding Sears Tower	CS	2.40	660.00
06-05-02	Attend strategy session and conference call regarding Sears	CS	1.80	495.00
06-05-02	Conference call with Greg Milmoa and Evm Berlin, NBG, EDJ, and CS.	JMZ	1.60	200.00
06-05-02	Review 10Q, 10K, and 8 K filed with the SEC to locate references to Motorola and Sears. Tab selected pages for review by CS.	ST	1.30	162.50
06-05-02	Meeting with EDJ, NBG and CS regarding strategy session	SMY	2.00	570.00
06-06-02	Review local rules for e-filing in S.D.N.Y. bankruptcy court	NBG	0.20	88.00
06-06-02	Note to Siskin regarding preparation of Section 542 complaint and transmit form of complaint to her (.1); e-mail from and to EDJ regarding input from investors' counsel and			

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Date	Description of Services	Atty	Hours	Amount
06-06-02	e-mail from B. Hair regarding today's conference call regarding same (.1)	NBG	0.20	88.00
06-06-02	Attention to public filings around time of Motorola transaction and e-mails to and from Siskin regarding same	NBG	0.20	88.00
06-06-02	OC - EDJ to prepare for 2:00 call with client today	NBG	0.30	132.00
06-06-02	Conference call with Mayerson and Berlin regarding litigation procedure and effect on plan and understandings that need to be reached with Fortress/Greenhill	NBG	0.70	308.00
06-06-02	Correspond with B. Hair on Discovery	EDJ	0.10	37.50
06-06-02	Correspond on meeting with Bankruptcy Counsel	EDJ	0.10	37.50
06-06-02	Review documents	EDJ	0.60	225.00
06-06-02	Confer with Tres Baldi on underlying transaction with Motorola and availability/existence of missing documents	EDJ	0.70	262.50
06-06-02	Conference with client and bankruptcy counsel on motions and adversary proceedings and how they fit into the overall bankruptcy plan.	EDJ	0.80	300.00
06-06-02	Draft outline	EDJ	0.20	75.00
06-06-02	Confer with CS on documents that I need.	EDJ	0.10	37.50
06-06-02	Try to locate missing documents at client's	EDJ	0.10	37.50
06-06-02	Correspond with T. Decker on			

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Date	Description of Services	Atty	Hours	Amount
	lease assignments	EDJ	0.10	37.50
06-06-02	Confer with opposing counsel on documents	EDJ	0.20	75.00
06-06-02	Work with CS on motion and complaint	EDJ	0.20	75.00
06-06-02	Strategize with NBG on how we are going to get where we need to get by Monday	EDJ	0.20	75.00
06-06-02	Review and analyze documents and begin drafting motion	CS	5.80	1,595.00
06-06-02	Conference with T. Johnson regarding strategy	CS	0.40	110.00
06-06-02	Conference call with EDJ, NBG, SMY, Evan Berlin and Sandy from Holland & Knight regarding declaratory judgment/execute contract.	JMZ	0.50	62.50
06-06-02	Review all documents related to Pinnacle-Motorola transaction	SMY	3.20	912.00
06-06-02	Participate in conference call regarding Pinnacle-Motorola transaction and meet afterward with J. Zelvin afterward to discuss allocation of responsibility	SMY	1.60	456.00
06-07-02	Work with NBG on litigation outline and setting up a meeting with Greg Milmoie for later today	EDJ	0.20	75.00
06-07-02	Confer with NBG on status of pleadings	EDJ	0.10	37.50
06-07-02	Phone call on scheduling meetings	EDJ	0.10	37.50
06-07-02	Confer with CS on complaint	EDJ	0.10	37.50
06-07-02	Work on draft complaint	EDJ	0.10	37.50
06-07-02	Review new documents	EDJ	2.10	787.50
06-07-02	Phone call Kauffman (Gordian			



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	Group).	EDJ	0.10	37.50
06-07-02	Rework strategy	EDJ	0.20	75.00
06-07-02	Phone call E. Berlin on strategy	EDJ	0.10	37.50
06-07-02	Work on draft complaint	EDJ	0.10	37.50
06-07-02	Confer with G. Milmo on litigation	EDJ	0.40	150.00
06-07-02	Work on draft complaint and give out assignments for weekend	EDJ	0.30	112.50
06-07-02	Confer with client (Berlin) on latest litigation strategy	EDJ	0.20	75.00
06-07-02	Correspond on draft litigation documents	EDJ	0.20	75.00
06-07-02	Work on draft complaints	EDJ	0.30	112.50
06-07-02	Correspond with client (Berlin).	EDJ	0.20	75.00
06-07-02	Correspond with CS on draft complaints	EDJ	0.20	75.00
06-07-02	Confer with NBG on draft complaints	EDJ	0.10	37.50
06-07-02	Voicemail to EDJ regarding declaratory judgment action; work on outline	NBG	0.30	132.00
06-07-02	Confer with EDJ regarding conference with Milmo; call to Milmo regarding same	NBG	0.20	88.00
06-07-02	E-mail from and to Siskin regarding status of her preparation of pleading and regarding litigation strategy and TC - EDJ regarding same	NBG	0.20	88.00
06-07-02	Call to Milmo and e-mail to EDJ and CS regarding same and regarding conversation with Gordian Group regarding possible fraudulent transfer			

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Date	Description of Services	Atty	Hours	Amount
	claims (.1); begin to review possible claims (.3); work on declaratory judgment complaint (.3)	NBG	0.70	308.00
06-07-02	TC - Milmoie (.1); conference call with Milmoie, EDJ and CS regarding certain litigation exposure (.3); follow up call with CS and EDJ regarding same and status report to client (.3)	NBG	0.70	308.00
06-07-02	E-mail to Berlin regarding today's call with Milmoie (Fortress/Greenhill's counsel) and regarding current litigation strategy; e-mail to and from EDJ regarding my revisions to status report	NBG	0.20	88.00
06-07-02	Draft Complaint regarding declaratory judgment	CS	9.20	2,530.00
06-07-02	Research re declaratory judgment	CAW	0.30	70.50
06-07-02	Conference with CS re declaratory judgment	CAW	0.20	47.00
06-07-02	Review all Motorola related documents; conference with CS regarding draft complaint; discuss other strategic alternatives with NBG and EDJ; legal research regarding indemnification	SMY	6.20	1,767.00
06-08-02	Work on Draft complaints	EDJ	2.10	787.50
06-08-02	Draft pleadings	EDJ	0.30	112.50
06-08-02	Correspond with E. Berlin on status of our projects	EDJ	0.10	37.50
06-08-02	E-mail to and from EDJ regarding draft complaint and e-mail to EDJ regarding			

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06-08-02	status report to management E-mail to Siskin regarding my revisions to draft complaint	NBG	0.20	88.00
06-09-02	Revise pleadings and research issue underlying the revision	NBG	0.10	44.00
06-09-02	Correspond with NBG on jurisdictional issues	EDJ	1.10	412.50
06-09-02	Review comments on draft complaint and related emails	EDJ	0.10	37.50
06-09-02	Revisions to complaint for declaratory relief and e-mail and fax to Siskin and EDJ regarding same	CS	0.50	137.50
06-10-02	Confer with NBG on status of pleadings	NBG	0.80	352.00
06-10-02	New draft pleadings	EDJ	0.10	37.50
06-10-02	Work with CS on changes to complaint	EDJ	0.30	112.50
06-10-02	Get evidentiary record to support allegations in complaint	EDJ	0.20	75.00
06-10-02	Finalize motion papers	EDJ	0.70	262.50
06-10-02	Phone call -- Kauffman at Gordion	EDJ	0.10	37.50
06-10-02	Confer with Peter K. on Motorola transaction	EDJ	0.10	37.50
06-10-02	Phone call B. Hair on documents	EDJ	0.10	37.50
06-10-02	Work on draft complaints	EDJ	0.50	187.50
06-10-02	Draft application for admission in NYC	EDJ	0.10	37.50
06-10-02	Confer with Client on documents	EDJ	0.20	75.00
06-10-02	Confer with B. Hair on documents that we still need to support our position	EDJ	0.30	112.50
06-10-02	Continue drafting and			