

FILED

APR 25 2003

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U.S. BANKRUPTCY COURT  
EASTERN DISTRICT OF N.C.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NORTH CAROLINA  
RALEIGH DIVISION

IN THE MATTER  
-OF-  
SPECTRASITE HOLDINGS, INC  
Debtor

CASE NO. 02-03631-5-ATS  
CHAPTER 11

**CONSENT ORDER REGARDING BANKRUPTCY ADMINISTRATOR'S  
OBJECTION TO ALLOWANCE OF FEE APPLICATION OF ERNST & YOUNG LLP**

This matter came on for hearing before the undersigned United States Bankruptcy Judge on the Application of Ernst & Young LLP for Final Compensation and Reimbursement of Expenses and the Bankruptcy Administrator's objection thereto.

It appearing that the above-referenced debtor filed an application to retain Ernst & Young on December 20, 2002 and an order authorizing their retention was entered January 15, 2003 nunc pro tunc to November 15, 2002.

It further appearing that the firm has filed an application seeking approval of professional fees and expenses incurred from the period of November 15, 2002 to February 9, 2003 and requesting compensation in the amount of \$251,062.00 and reimbursement of expenses in the amount of \$1,178.00.

It further appearing that E&Y and the Bankruptcy Administrator have resolved the objection filed by the Bankruptcy Administrator and that both parties have consented to the relief set forth in this order.

NOW THEREFORE it is hereby ordered, adjudged and decreed that:

1. The maximum hourly rate requested by E&Y is reduced to \$500.00;
2. The amount charged for preparation of the employment and retention agreement, including the amounts charged for checking for conflicts of interest, is reduced to \$5000; and
3. E&Y is allowed compensation in the amount of \$191,000 and reimbursement of expenses in the amount of 1,178.00.

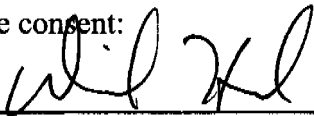
So ordered.

Dated:

APR 25 2003

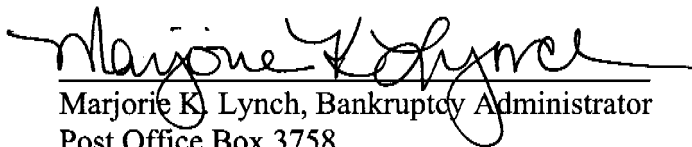
  
United States Bankruptcy Judge

We consent:



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David Hood, Senior Manager  
Ernst & Young LLP  
Post Office Box 40789  
Raleigh NC 27629



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Marjorie K. Lynch, Bankruptcy Administrator  
Post Office Box 3758  
Wilson, NC 27895