

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION**

FILED

In re:) Chapter 11
)
SPECTRASITE HOLDINGS, INC.,) Case No. 02-03631-5 (ATS)
)
)
Debtor.)

APR 10 2003

PEGGY B. DEANS, CLERK
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF N.C.

**ORDER APPROVING FIRST AND FINAL FEE APPLICATION
OF HOULIHAN LOKEY HOWARD & ZUKIN CAPITAL FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

This matter coming before the Court on the First and Final Fee Application of Houlihan Lokey Howard & Zukin Capital for Compensation and for Reimbursement of Expenses (the "Application"), filed by Houlihan Lokey Howard & Zukin Capital ("Houlihan Lokey"); the Court having reviewed the Application, the record in this case, and the Declaration Of Irwin N. Gold in Support of First and Final Fee Application of Houlihan Lokey Howard & Zukin Capital for Compensation and for Reimbursement of Expenses; the Court finding that all of the requirements of sections 327, 328, 330, 331, and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Procedures for Preparing and Submitting Applications for Compensation by Professionals by the Office of the United States Bankruptcy Administrator for the Eastern District of North Carolina have been met; that the expenses incurred were reasonable and necessary; that notice of the Application was appropriate; and good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is hereby APPROVED.
2. Houlihan Lokey is granted a final allowance of compensation in the amount of \$2,505,833.33 for the period from November 15, 2002, through and including February 10, 2003.

3. Houlihan Lokey is allowed on a final basis, the reimbursement of reasonable and necessary expenses in the amount of \$9,029.85, for the period from November 15, 2002, through and including February 10, 2003.

4. SpectraSite Holdings, Inc., the debtor and debtor in possession is hereby authorized and directed to pay and compensate Houlihan Lokey for all such allowed amounts for which Houlihan Lokey previously has not received payment.

DATED: APR 10 2003



HONORABLE A. THOMAS SMALL
UNITED STATES BANKRUPTCY JUDGE