

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF NORTH CAROLINA

FILED

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

MAR 27 2003
PEGGY B. DEANS, CLERK
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF N.C.

**AMENDED APPLICATION OF ERNST & YOUNG LLP
FOR FINAL COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
November 16, 2002 – February 9, 2003**

Name of Applicant: Ernst & Young LLP

Authorized to Provide Professional Services to: the above-captioned debtor and debtor-in-possession

Date of Retention: November 15, 2002

Period for which compensation and reimbursement are sought:
November 16, 2002 – February 9, 2003.

Amount of Compensation sought as actual, reasonable, and necessary: \$ 221,688.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$ 1,178.00

This is a(n): ___ monthly ___ interim X final application

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF NORTH CAROLINA
Raleigh Division

In re)	Chapter 11
)	
SPECTRASITE HOLDINGS, INC.)	Case No. 02-03631-5-ATS
a North Carolina Corporation,)	
)	
Debtor.)	

**AMENDED APPLICATION OF ERNST & YOUNG LLP
FOR FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES
November 16, 2002 – February 9, 2003**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Revised Procedures for Interim Compensation and Reimbursement of Professionals, dated November 15, 2002 (the "Administrative Order"), Ernst & Young LLP ("E&Y") hereby files this Amended Application for Final Allowance of Compensation and Reimbursement of Expenses for the time period of November 16, 2002 – February 9, 2003 (the "Amended Application"). By this Amended Application, E&Y seeks a final allowance pursuant to the Administrative Order with respect to the sum of \$221,688.00 of fees incurred by E&Y for the period November 16, 2002 – February 9, 2003 (the "Final Application Period"). In support of this Application, E&Y respectfully represents as follows:

1. On March 12, 2003 E&Y filed its Application for Final Allowance of Compensation and Reimbursement of Expenses for the time period of November 16, 2002 – February 9, 2003 (the "Application"). In its Application, E&Y sought a final allowance pursuant

to the Administrative Order with respect to the sum of \$251,062.00 of fees incurred by E&Y for the period November 16, 2002 – February 9, 2003 (the "Final Application Period").

2. The sum requested in the Application included the sum of \$58,748.00 related to "Chapter 11 Preparation" and these services primarily included work related to determining if E&Y had any conflicts that would prohibit it from representing the Debtor. Due to the size and nature of work performed by E&Y internationally and the significant number of parties and creditors that had to be researched, significant time was expended.

3. E&Y desires to reduce its request for compensation for "Chapter 11 Preparation" by 50% of the amount requested in the Application. Therefore, the request is being reduced by \$29,374.00.

4. Except for this reduction, the Application remains unchanged for the Final Application Period.

WHEREFORE, E&Y respectfully requests that the Court enter an order providing that for the period November 16, 2002 – February 9, 2003, an allowance be made to E&Y pursuant to the terms of the Administrative Order, with respect to the sum of \$221,688.00 of fees and \$1,178.00 expenses incurred by E&Y from November 16, 2002 – February 9, 2003, as final compensation for necessary professional services rendered, and that such sum be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: March 21, 2003
Raleigh North Carolina

Ernst & Young LLP
Ernst & Young LLP
3200 Beechleaf Court, Suite 700
Raleigh, NC 27604
(919) 981-2800

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

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

CERTIFICATE OF SERVICE

The undersigned hereby certifies under penalty of perjury that she is over eighteen (18) years of age and the

Amended Application of Ernst & Young LLP for Final Compensation and for Reimbursement of Expenses for November 16, 2002 through February 9, 2003

was this day served upon the below named persons, parties and/or counsel by mailing, postage prepaid, first class mail, a copy of such instruments to such persons, parties and/or counsel at the address shown below:

Bankruptcy Administrator
P. O. Drawer 3039
Raleigh, NC 27602

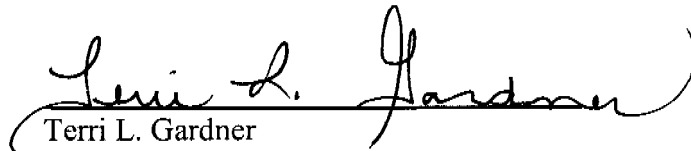
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Debra SuDock
James A. Goodman
Kelley Drye & Warren LLP
101 Park Ave.
New York, NY 10178

Stephen H. Clark, President
SpectraSite Holdings, Inc.
100 Regency Forest Dr., Suite 400
Cary, NC 27511

Dated: 3/27/03

A handwritten signature in black ink that reads "Terri L. Gardner". The signature is written in a cursive style with a large, sweeping flourish at the end.

Terri L. Gardner
State Bar No. 9809
POYNER & SPRUILL LLP
P. O. Drawer 10096
Raleigh, North Carolina 27605
(919) 783-6400

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

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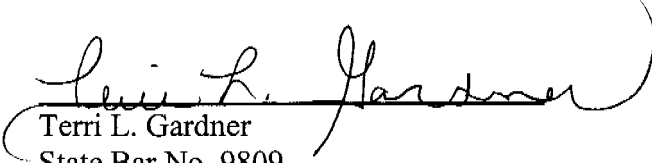
**AMENDED NOTICE OF APPLICATION OF ERNST & YOUNG LLP
FOR FINAL COMPENSATION AND FOR REIMBURSEMENT
OF EXPENSES FOR NOVEMBER 16, 2002 THROUGH FEBRUARY 9, 2003**

NOTICE IS HEREBY GIVEN of the Amended Application of Ernst & Young LLP ("E&S") for Final Compensation and for Reimbursement of Expenses for the period November 16, 2002 through February 9, 2003 for fees in the amount of \$221,688.00 and reimbursement of expenses in the amount of \$1,178.00. E&Y has reduced its request for compensation by the amount of \$29,374.00.

FURTHER NOTICE IS HEREBY GIVEN that the Amended Application may be allowed, providing no objections or requests for hearing are made by parties in interest within twenty (20) days of the date of this Notice. Objections or requests for hearing must be filed in writing with the Clerk, U.S. Bankruptcy Court, Eastern District of North Carolina, P. O. Drawer 4114, Raleigh, North Carolina 27602, with a copy to the undersigned counsel as shown below.

FURTHER NOTICE IS HEREBY GIVEN that if objections are filed by a party in interest and a hearing is requested, the hearing will be held on said objection on a date, at a time and place to be set by the court, and the attorney and the objecting parties will be notified accordingly. Any party filing an objection or requesting a hearing will be expected to appear, or they may be taxed with the costs of scheduling a hearing. If no request for a hearing is made within the same time indicated above, the Amended Application may be approved by this court, without any further notice.

Dated: 3/27/03


Terri L. Gardner
State Bar No. 9809
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P. O. Drawer 10096
Raleigh, North Carolina 27605
(919) 783-6400

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

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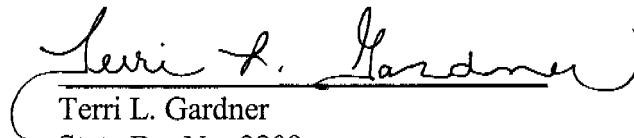
Amended Notice of Application of Ernst & Young LLP for Final Compensation and for Reimbursement of Expenses for November 16, 2002 through February 9, 2003

was served on this date upon the below named persons, parties and/or counsel by mailing, postage prepaid, first class mail, a copy of such instruments to such persons, parties and/or counsel at the address shown below:

Bankruptcy Administrator
P. O. Drawer 3039
Raleigh, NC 27602

And see attached mailing matrix

Dated: 3/27/03



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