

ORIGINAL

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.)

FILED
MAR 11 2003
FRANCIS B. JEANS, CLERK
U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF N.C.

**FINAL FEE APPLICATION OF HENNIGAN, BENNETT & DORMAN LLP
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Hennigan, Bennett & Dorman LLP
Authorized to provide Professional Services to: Official Committee of Unsecured Creditors
Date of Retention: *Nunc pro tunc* to November 15, 2002
Period for which final compensation and reimbursement is sought: November 15, 2002, through February 10, 2003
Amount of final compensation sought as Actual, reasonable and necessary: \$110,809.50 (plus reasonable fees incurred in the preparation and prosecution of this Application)
Amount of final expense reimbursement Sought as actual, reasonable and necessary: \$11,881.61 (plus reasonable expenses incurred in the preparation and prosecution of this Application)
This is a(n): ___ monthly final application

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In support of this Application, HBD relies on the accompanying Declaration of James O. Johnston and respectfully represents as set forth below.

I. INTRODUCTION

A. Background And Current Status.

1. On November 15, 2002 (the "Petition Date"), SpectraSite Holdings, Inc., the debtor and debtor in possession (the "Debtor"), filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Shortly thereafter, on November 21, 2002, the Court appointed the Committee, as an official committee of unsecured creditors under section 1102 of the Bankruptcy Code.

2. On December 4, 2002, the Committee filed an application for the retention of HBD as its counsel. On January 7, 2003, the Court entered an order approving HBD's retention as counsel to the Committee *nunc pro tunc* to the Petition Date.

3. Shortly after the Petition Date, the Debtor filed its Plan of Reorganization, which ultimately was confirmed at a hearing held before this Court on January 28, 2003, and which became effective on February 10, 2003.

4. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought in this Application are sections 330, 331, 503(b) and 1103 of the Bankruptcy Code.

B. Retention Of HBD As Counsel To The Committee And Prior Monthly Applications.

5. By the HBD employment order, the Court authorized HBD to be compensated at the expense of the bankruptcy estate in such amounts as subsequently allowed by the Court.

6. At all relevant times, HBD has been and is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code, and HBD has not represented or held, and does not represent or hold, any interest adverse to the interests of the Debtor.

7. All services for which compensation is requested by HBD were performed for or on behalf of the Committee.

8. As previously disclosed in its employment application, in connection with its prepetition representation of an informal committee of the Debtor's bondholders HBD received from the Debtor (and/or its non-debtor subsidiary) a retainer in the amount of \$100,000. Prior to the Petition Date, HBD applied that retainer to services rendered and expenses incurred to date, leaving \$26,265.62 in its client trust account, which is being held as security for services rendered to the Committee subsequent to the Petition Date. HBD will draw down on that retainer, following approval of this Application, and will apply such remaining amounts toward any allowed amounts for which it has not then been paid.

9. HBD previously filed two monthly fee applications in this case pursuant to the Administrative Order. On February 4, 2003, HBD filed the "First Monthly Fee Application Of Hennigan, Bennett & Dorman LLP For Compensation And For Reimbursement Of Expenses," for the period from the Petition Date Through November 30, 2002. Pursuant to the "Order Approving First Monthly Fee Application Of Hennigan, Bennett & Dorman LLP For Compensation And For Reimbursement Of Expenses," dated March 5, 2003, the Court approved HBD's interim compensation in the amount of \$19,839.50, together with interim reimbursement for expenses incurred in the amount of \$2,514.10. HBD, however, has not yet received payment of such approved amounts. Thereafter, on February 14, 2003, HBD filed its "Second Monthly Fee Application Of Hennigan, Bennett & Dorman LLP For Compensation And For Reimbursement Of Expenses," requesting interim approval of \$16,724.00 in fees and \$819.27 in expenses for the period from December 1, 2002, through December 31, 2002. The time to object to the Second Monthly Fee Application expired on March 5, 2003, and no objections were filed. To date, however, no order has been entered with respect to that application.

C. Services Provided By HBD During The Bankruptcy Case.

10. As with all of its engagements by official committees in bankruptcy cases and as required by the Local Procedures, HBD has classified all services performed for which compensation is sought into the following categories:

- Case Administration (category 010);
- Communications with Creditors (category 020);
- General Business Operations (category 030);
- Fee/Employment Applications (category 040);
- Claims Administration and Objections (category 070);
- Plan/Disclosure Statement (category 100);
- Employee Benefits/Plans (category 110); and
- Litigation (category 120).

11. HBD has attempted to place the services performed in the category that best relates to the service provided. However, because certain services may relate to one or more categories and are subject to the interpretation of individual timekeepers, services pertaining to one category in fact may be recorded in other categories.

12. Attached hereto as Exhibit B is a summary of the services performed by service category, a summary of compensation by timekeeper, and a detailed chronological statement of services performed by HBD, reflected by service category. The statement is itemized by the service categories referenced above and, within each category, includes a listing of the name of the person who rendered a particular service, the date and amount of time expended, and a detailed description of the work performed. Attached hereto as Exhibit C is a brief professional biography of each applicable timekeeper.

D. Summary Of Results Achieved.

13. Due in substantial part to HBD's efforts, this case could serve as a model for cases with pre-negotiated plans of reorganization. With HBD's assistance, the Debtor was able to confirm a plan that provided for the restructuring of nearly \$1.8 billion in debt and to emerge

from chapter 11 in less than three months. As a consequence, the Debtor's business suffered little or none of the harm that typically befalls an organization that spends more time in the bankruptcy process, and values were maximized for all parties in interest, including the Committee's constituent unsecured creditors.

14. HBD advocated vigorously on behalf of the Committee and unsecured creditors in general, and was able to negotiate for a fair and reasonable restructuring that was accepted by an overwhelming majority of creditors and other parties in interest. HBD also negotiated for fair and reasonable corporate documents that will provide for efficient operation and management of the Reorganized Debtor on a going-forward basis, and that will minimize the chances of future financial troubles for the enterprise.

15. Finally, HBD staffed this case very leanly and provided exceptional value to the estate.

II. SUMMARY OF SERVICES RENDERED

16. **Case Administration (Exhibit B, pages 19 through 22)**. HBD actively monitored and participated in the administration of this chapter 11 case since its inception. HBD, among other things, communicated with the Bankruptcy Administrator and the Debtor's counsel regarding the formation of the Committee and attended the various hearings in the case. HBD also regularly communicated with the Debtor's counsel and the Committee's local counsel regarding pleadings filed in the case, and HBD consistently monitored the docket to keep abreast of all recent developments.

17. In the aggregate, HBD expended a total of 10.5 hours performing services related to the Case Administration category. The amount of fees attributable to this category is \$4,295.00.

18. **Communications With Creditors (Exhibit B, pages 23 through 35)**. HBD participated in numerous meetings and conferences with the Committee (including multiple conference calls and many other telephone calls with individual Committee members) regarding

the status of the bankruptcy case, solicitation of votes on the Debtor's Plan, the selection of directors for the Reorganized Debtor, the various agreements and documents related to the implementation of the Debtor's Plan (the "Plan Documents"), and numerous other issues that arose in the case. HBD also prepared written memoranda and analyses for the Committee regarding pending and pressing issues that had arisen in the case, including litigation and strategy issues. Finally, HBD frequently was contacted by other creditors and responded to numerous creditor inquiries throughout the case, particularly regarding the Plan and balloting issues.

19. HBD expended a total of 30.4 hours performing services related to the Communications With Creditors category. The amount of fees attributable to this category is \$13,486.50.

20. **General Business Operations (Exhibit B, pages 36 through 47)**. HBD's services attributable to the General Business Operations category included reviewing and negotiating the numerous Plan Documents prior to the effectiveness of the Plan. This included extensive negotiation and drafting of the new Certificate of Incorporation and By-Laws for the Reorganized Debtor, the Registration Rights Agreement for the largest of the Debtor's new shareholders, and the Warrant Agreement. HBD also reviewed and analyzed documents with respect to the SBC/Cingular transaction and others, and press releases related to the filing of this case and the confirmation of the Plan.

21. HBD expended a total of 44.9 hours performing services related to the General Business Operations Category. The amount of fees attributable to this category is \$19,461.50.

22. **Fee/Employment Applications (Exhibit B, pages 48 through 54)**. During the case, HBD prepared and filed its own application for employment as counsel to the Committee and commented on the Committee's application to employ financial advisors. HBD also reviewed the first monthly fee applications filed by Debtor's counsel, and the prepared two interim fee applications.

23. HBD expended a total of 29.1 hours performing services related to the Fee/Employment Applications category. The amount of fees attributable to this category is \$8,441.50.

24. **Claims Administration and Objections (Exhibit B, pages 55 through 57)**. HBD expended a total of 11.4 hours performing services related to the Claims Administration and Objections category, including the review of the Debtor's schedules, the dozens of proofs of claim filed in this case, and the various objections to claims filed by the Debtor. HBD also researched, prepared and filed a detailed joinder to the Debtor's objection to the Welsh Carson entities' claims, supporting the Debtor's efforts to expunge an aggregate amount of \$10.5 million in claims against the estate. The amount of fees attributable to this category is \$4,065.00.

25. **Plan/Disclosure Statement (Exhibit B, pages 58 through 63)**. Shortly after the Petition Date, the Debtor filed its proposed Plan and Disclosure Statement, which HBD had assisted in negotiating prior to the Petition Date. HBD reviewed the final revisions to the proposed Plan and Disclosure Statement, and discussed their contents with the Debtor's counsel and the Committee and its financial advisors. HBD then reviewed comments from the Debtor's indenture trustee and negotiated revisions to the Plan with the Debtor's counsel and the indenture trustee.

26. HBD also was active in the Plan confirmation process, reviewing and commenting on the Debtor's proposed confirmation order (and brief in support thereof) with respect to the Plan. HBD attended the confirmation hearing and provided support to the Committee and the Debtor in achieving effectiveness of the Plan shortly after confirmation. HBD incurred \$15,330.00 in fees expending a total of 36.8 hours performing services related to the Plan/Disclosure Statement category.

27. **Employee Benefits/Plans (Exhibit B, pages 64 through 68)**. Two important parts of the Debtor's Plan were the employee option and equity agreements to be put into place for the Reorganized Debtor's management team. HBD extensively reviewed and negotiated these employment-related documents, and HBD participated in numerous telephone

conversations with the Debtor's counsel regarding various provisions of these agreements. HBD also provided comprehensive written analysis and updates to the Committee with respect to state of discussions with the Debtor's counsel.

28. HBD expended a total of 22.8 hours performing services related to the Employee Benefits/Plan category. The amount of fees attributable to this category is \$10,602.00.

29. **Litigation (Exhibit B, pages 69 through 85)**. One of the most significant efforts undertaken by HBD during the case involved the motion to appoint an equity committee and the subsequent appointment of an examiner in this case. When the motion was filed, HBD first researched, prepared and filed the Committee's extensive objection to the motion. Then, HBD prepared for and attended the preliminary hearing on the motion and a subsequent telephonic hearing on a request to substitute moving parties. HBD also participated in depositions of the substituted moving parties in Raleigh.

30. After the Court appointed an Examiner for the limited purpose of reviewing certain issues that came to light through the motion to appoint an equity committee, HBD was active in advocating the Committee's position with respect to such issues with the Examiner. To that end, HBD met telephonically with the Examiner and participated in the hearing where the Examiner presented his preliminary report to the Court. Thereafter, HBD prepared a comprehensive response to the Examiner's preliminary report and reviewed and commented on the Debtor's response to such report. Many of HBD's arguments to the Examiner ultimately were incorporated into the Examiner's final report.

31. HBD expended a total of 97.1 hours performing services related to the Litigation category. The amount of fees attributable to this category is \$35,128.00.

III. SUMMARY OF DISBURSEMENTS

32. The total amount of actual and necessary expenses incurred by HBD in connection with this case is \$11,881.61. Attached hereto as Exhibit D is a chronological list of all expenses incurred by HBD for which reimbursement is sought and a summary of all such

expenses by description. Exhibit D includes the detailed listing of such expenses and is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, and computerized research.

33. HBD has made every effort to limit its expenses and to use the most economical means available for accomplishing the tasks requiring expenditures of costs. HBD charges its clients only for the actual expenses incurred, without markup or surcharge, and HBD does not charge for non-ordinary overhead expenses such as secretarial and other overtime. Moreover, consistent with HBD's normal practice, all expenses for which reimbursement is sought through this Application are of the kind (and at the least expensive rate) that HBD customarily charges its nonbankruptcy/insolvency clients.

34. **Computer Legal Research.** HBD frequently uses computerized legal research (such as Westlaw and Lexis) services in connection with the research of issues arising in this case. HBD's computerized legal research expenses for this case were \$588.63.

35. **Courier/Overnight Mail.** Although HBD strives to avoid messenger and overnight mail expenses when information can be transmitted by mail, electronic mail, or (where economically feasible) telecopy, when messengers or overnight delivery must be used, HBD attempts to use the least expensive service available consistent with obtaining delivery within the time required. The charges for messenger services are posted to clients' accounts and reimbursement is requested at actual amounts charged by the outside services. The expenses incurred for courier services with respect to this case were \$373.18.

36. **Graphics and Reproduction.** HBD's expenses for graphics & production involve the scanning of documents into electronic format (charged at \$0.08/page) for inexpensive and immediate delivery to the Committee and other parties in interest. In this case, those expenses totaled \$11.60.

37. **Meals**. By necessity, HBD personnel incur meal expenses when traveling on business relating to this case. HBD's expenses for such meals chargeable to the Committee were \$64.84.

38. **Parking**. HBD's expenses for out-of-office parking (including parking expenses incurred when traveling for matters relating to this case) were \$116.35.

39. **Postage**. HBD incurs postage costs for serving pleadings and sending general correspondence in the representation of the Committee. Costs for postage are compiled automatically based upon client account numbers identified when postage is printed by HBD's postage meter and are passed along without addition or premium. HBD's expenses for postage in this case were \$47.70.

40. **Reproduction and Related Services**. HBD generally handles regular and routine photocopying in-house. For this engagement, HBD charged \$0.10 per page for in-house photocopying, which amount is intended to cover the costs of supplies and labor associated with providing photocopying services. HBD's photocopy machines automatically record the number of copies made in accordance with the client's account number, which is input into a device attached to the photocopy machine. HBD's total internal photocopying charges for this case were \$1,045.30.

41. **Telecopy**. HBD's telecopy machines automatically record the number of pages sent when the person who is sending a telecopy enters the client's account number into a device attached to the telecopy machine. HBD charges \$1.00 per page for outgoing telecopies and does not charge for telecopies received. On this case, HBD sent 193 pages by telecopy and HBD's telecopy expenses therefore were \$193.00.

42. **Telephone**. HBD records long distance telephone expenses (and conference call charges) associated with individual client accounts automatically as the calls are made. HBD's telephone expenses for matters in this case were \$572.84.

43. **Transportation**. HBD attended various hearings in this case, including the first-day hearing, the hearings with respect to the motion to appoint an equity holders' committee, and

the hearing on the confirmation of the Plan. In connection with attending these hearings, HBD incurred airfare and other transportation expenses. HBD writes down all airfare charges to full coach fare. HBD's expenses for transportation in this case were \$8,868.17.

44. HBD submits that all expenses that HBD advanced on behalf of the Committee were necessarily incurred and are properly charged as administrative expenses of the estate.

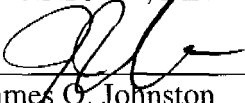
45. HBD believes that this Application substantially complies with the requirements of the Procedures for Preparing and Submitting Applications for Compensation by Professionals by the Office of the United States Bankruptcy Administrator for the Eastern District of North Carolina.

IV. CONCLUSION

WHEREFORE, HBD respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, (a) approving this Application; (b) approving and allowing, on a final basis, HBD's fees totaling \$110,809.50 (plus reasonable fees incurred in the preparation and prosecution of this Application); (c) approving and allowing, on a final basis, reimbursements totaling \$11,881.61 (plus reasonable expenses incurred in the preparation and prosecution of this Application); (d) directing the Debtor to pay to HBD such allowed fees and expenses for which it has not previously been compensated; and (e) granting such other and further relief as the Court deems just and proper.

Dated: March 6, 2003

HENNIGAN, BENNETT & DORMAN LLP



James G. Johnston
Joshua D. Morse
601 South Figueroa Street, Suite 3300
Los Angeles, California 90017
Telephone: (213) 694-1200
Facsimile: (213) 694-1234
*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A

**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.)

**ORDER APPROVING FINAL FEE APPLICATION OF HENNIGAN, BENNETT &
DORMAN LLP FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

This matter coming before the Court on the Final Fee Application of Hennigan, Bennett & Dorman LLP for Compensation and for Reimbursement of Expenses (the "Application"), filed by Hennigan, Bennett & Dorman LLP ("HBD"); the Court having reviewed the Application, the record in this case, and the Declaration Of James O. Johnston in Support of Final Fee Application of Hennigan, Bennett & Dorman LLP for Compensation and for Reimbursement of Expenses; the Court finding that all of the requirements of sections 330, 331, 503(b), and 1103 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. HBD is granted a final allowance of compensation in the amount of \$110,809.50 for the period from November 15, 2002, through and including February 10, 2003, plus reasonable fees incurred in the preparation and prosecution of this Application.
3. HBD is allowed on a final basis, the reimbursement of reasonable and necessary expenses in the amount of \$11,881.61, for the period from November 15, 2002, through and

including February 10, 2003, plus reasonable expenses incurred in the preparation and prosecution of this Application.

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

DATED: _____

HONORABLE A. THOMAS SMALL
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Summary of Services Performed

Fee Category	11/2002 Hours	12/2002 Hours	1/2003 Hours	2/2003 Hours	Entire Case Period Hours	11/2002 Fees	12/2002 Fees	1/2003 Fees	2/2003 Fees	Entire Case Period Fees
Case Administration (category 010)	8.30	1.10	1.10	0.00	10.50	\$3,492.50	\$345.00	\$457.50	\$0.00	\$4,295.00
Communications with Creditors (category 020)	7.00	4.60	15.70	3.10	30.40	\$3,000.00	\$1,803.50	\$7,241.50	\$1,441.50	\$13,486.50
General Business Operations (category 030)	7.70	11.30	17.80	8.10	44.90	\$2,748.00	\$4,832.00	\$8,115.00	\$3,766.50	\$19,461.50
Fee/Employment Applications (category 040)	12.70	4.90	5.00	6.50	29.10	\$3,420.00	\$1,732.50	\$1,387.00	\$1,902.00	\$8,441.50
Claims Administration and Objections (category 070)	0.00	1.20	10.20	0.00	11.40	\$0.00	\$510.00	\$3,555.00	\$0.00	\$4,065.00
Plan/Disclosure Statement (category 100)	11.10	1.20	24.50	0.00	36.80	\$4,204.00	\$510.00	\$10,616.00	\$0.00	\$15,330.00
Employee Benefits/Plans (category 110)	0.00	0.00	21.70	1.10	22.80	\$0.00	\$0.00	\$10,090.50	\$511.50	\$10,602.00
Litigation (category 120)	7.00	20.50	69.60	0.00	97.10	\$2,975.00	\$6,991.00	\$25,162.00	\$0.00	\$35,128.00
TOTALS	53.80	44.80	165.60	18.80	283.00	\$19,839.50	\$16,724.00	\$66,624.50	\$7,621.50	\$110,809.50

Summary of Compensation by Timekeeper

Timekeeper	Timekeeper Category	Total Hours All Fee Categories	Hourly Rate*	Total Fees All Fee Categories
Bruce Bennett	Partner	2.70	\$550.00-\$600.00	\$1,510.00
James O. Johnston	Partner	194.40	\$425.00-465.00	\$87,632.00
Joshua D. Morse	Associate	72.40	\$250.00-\$285.00	\$19,930.50
Nicholas Merkin	Associate	1.60	\$210.00-\$240.00	\$336.00
Joanne Stern	Paralegal	0.60	\$165.00-\$170.00	\$100.00
Kevin Floyd	Paralegal	4.80	\$150.00-\$160.00	\$742.00
John Bass	Paralegal	2.50	\$90.00-\$100.00	\$250.00
Robert Gordon	Document Clerk	4.00	\$65.00-\$100.00	\$309.00
TOTALS		283.00		\$110,809.50

(*) 2002 rate - 2003 rate

Totals for	Hours	Amount
<u>Nickname 1: 0010 - Case Administration</u>		
Johnston, James O.	9.30	\$3,984.50
Morse, Joshua D.	1.20	\$310.50
0010 - Case Administration	10.50	\$4,295.00

DATE		HOURS	FEES
<u>Nickname 1: 0010 - Case Administration</u>			
11/15/2002	Trade memoranda with Ms. Gardner regarding status and logistics. James O. Johnston	0.20	\$85.00
11/15/2002	Review first day pleadings and petition package. James O. Johnston	1.10	\$467.50
11/15/2002	Telephone conference with Ms. Gardner regarding regarding status and logistics. James O. Johnston	0.30	\$127.50
11/18/2002	Prepare memorandum to Mr. Crampton regarding request for special notice. James O. Johnston	0.30	\$127.50
11/18/2002	Prepare request for special notice. James O. Johnston	0.40	\$170.00
11/18/2002	Revise Rule 2019 statement. James O. Johnston	0.30	\$127.50
11/18/2002	Telephone conference with Messrs. DiMauro and Chesley regarding Site committee formation. James O. Johnston	0.20	\$85.00
11/19/2002	Prepare memorandum to Ms. Gardner regarding committee formation. James O. Johnston	0.30	\$127.50
11/19/2002	Telephone conference with Mr. Crampton regarding case status and document filing. James O. Johnston	0.20	\$85.00

DATE		HOURS	FEES
11/21/2002	Telephone conference with Mr. Lynch regarding committee formation. James O. Johnston	0.20	\$85.00
11/21/2002	Travel from Raleigh, NC to Los Angeles. (Actual Hours = 8.70 - Billed @ 50%) James O. Johnston	4.30	\$1,827.50
11/22/2002	Prepare memorandum to Ms. Lynch regarding committee meeting. James O. Johnston	0.30	\$127.50
11/25/2002	Review Bankruptcy Administrator Memorandum regarding Committee service. Joshua D. Morse	0.20	\$50.00
12/11/2002	Draft transmittal memorandum to Ms. Alvarez regarding Morse pro hac vice application. Joshua D. Morse	0.20	\$50.00
12/11/2002	Review and revise order approving Morse pro hac vice application. Joshua D. Morse	0.20	\$50.00
12/11/2002	Review and revise Morse pro hac vice application. Joshua D. Morse	0.30	\$75.00
12/23/2002	Review motion to limit notice. James O. Johnston	0.20	\$85.00
12/26/2002	Review motion to modify compliance with MOR rules. James O. Johnston	0.20	\$85.00

DATE		HOURS	FEES
1/9/2003	Draft notice of increase in billing rates. Joshua D. Morse	0.30	\$85.50
1/11/2003	Review notice of rate change and prepare memorandum to Mr. Morse regarding same. James O. Johnston	0.20	\$93.00
1/15/2003	Review order regarding HLHZ employment and forward to Mr. Di Mauro. James O. Johnston	0.20	\$93.00
1/29/2003	Revise November pre-bill. James O. Johnston	0.40	\$186.00
Total: 0010 - Case Administration		10.50	\$4,295.00

Totals for	Hours	Amount
<hr/>		
<u>Nickname 1: 0020 - Meetings of and Communications with Creditors</u>		
Bennett, Bruce	0.40	\$220.00
Floyd, Kevin	0.20	\$30.00
Johnston, James O.	29.10	\$13,111.50
Morse, Joshua D.	0.10	\$25.00
Stern, Joanne B.	0.60	\$100.00
<hr/>		
0020 - Meetings of and Communications with Creditors	30.40	\$13,486.50

DATE		HOURS	FEES
<u>Nickname 1: 0020 - Meetings of and Communications with Creditors</u>			
11/15/2002	Telephone conference with Mr. Rosenberg regarding status. James O. Johnston	0.20	\$85.00
11/15/2002	Prepare memorandum to Mr. Van Duzer regarding share registration. James O. Johnston	0.20	\$85.00
11/15/2002	Prepare memorandum to committee regarding status. James O. Johnston	0.50	\$212.50
11/15/2002	Prepare memorandum to Mr. Liang regarding plan documents. James O. Johnston	0.20	\$85.00
11/16/2002	Prepare memorandum to clients and company regarding plan and disclosure statement comments. James O. Johnston	0.20	\$85.00
11/18/2002	Telephone conference with Messrs. Winthrop and DiMauro regarding status. James O. Johnston	0.20	\$85.00
11/18/2002	Telephone conference with Messrs. Otero and Liang regarding status. James O. Johnston	0.30	\$127.50
11/18/2002	Prepare memorandum to committee regarding status. James O. Johnston	0.40	\$170.00
11/19/2002	Prepare memorandum to Mr. Katz regarding director membership. James O. Johnston	0.40	\$170.00

DATE		HOURS	FEES
11/21/2002	Prepare memorandum to clients regarding delisting of Spectra Site common stock. Bruce Bennett	0.20	\$110.00
11/21/2002	Telephone conference with Mr. Winthrop regarding committee formation. James O. Johnston	0.20	\$85.00
11/21/2002	Telephone conference with Mr. Otero regarding hearing results. James O. Johnston	0.20	\$85.00
11/21/2002	Telephone conference with Mr. Klusner regarding hearing results. James O. Johnston	0.20	\$85.00
11/21/2002	Telephone conference with Ms. Suddock regarding committee formation. James O. Johnston	0.20	\$85.00
11/22/2002	Prepare memorandum to committee regarding status report and agenda for Tuesday's call. James O. Johnston	0.90	\$382.50
11/22/2002	Telephone conference with Ms. Tolson regarding status. James O. Johnston	0.20	\$85.00
11/22/2002	Telephone conference with Mr. Winthrop regarding status. James O. Johnston	0.30	\$127.50
11/25/2002	Prepare memorandum to Mr. Katz regarding committee service. James O. Johnston	0.20	\$85.00

DATE		HOURS	FEEES
11/25/2002	Telephone conference with Mr. Goodman regarding committee membership. James O. Johnston	0.20	\$85.00
11/25/2002	Review bankruptcy administrator's guidelines for official committee and forward same to committee. James O. Johnston	0.50	\$212.50
11/26/2002	Participate in conference call with committee and bankruptcy administrator. James O. Johnston	0.60	\$255.00
11/26/2002	Prepare for committee conference call. James O. Johnston	0.30	\$127.50
11/26/2002	Telephone conference with Ms. Yishiana regarding committee service. James O. Johnston	0.20	\$85.00
12/3/2002	Prepare memorandum to committee regarding director candidate. James O. Johnston	0.30	\$127.50
12/5/2002	Draft e-mail correspondence to Committee regarding application to appoint equity security holders' committee. Joshua D. Morse	0.10	\$25.00
12/9/2002	Telephone conference with Ms. Malaluan regarding ballot and voting and prepare memorandum to Ms. Malaluan regarding same. James O. Johnston	0.40	\$170.00

DATE		HOURS	FEES
12/9/2002	Prepare memorandum to committee regarding objection regarding equity committee. James O. Johnston	0.20	\$85.00
12/16/2002	Telephone conference with Ms. Sudock regarding plan revisions and case status. James O. Johnston	0.30	\$127.50
12/16/2002	Telephone conference with Mr. Nelson regarding solicitation package received. Joanne B. Stern	0.20	\$33.00
12/18/2002	Prepare correspondence to Messrs. Albert and Van Durzer regarding disclosure statement. Kevin Floyd	0.20	\$30.00
12/18/2002	Conference call with Ms. Tolson and Mr. Albert regarding Board of Directors issues. James O. Johnston	0.90	\$382.50
12/19/2002	Teleconference with Mr. Plotkin regarding status. Bruce Bennett	0.20	\$110.00
12/19/2002	Telephone conference with Mr. Atkinson regarding solicitation package received. Joanne B. Stern	0.20	\$33.00
12/20/2002	Prepare memorandum to Ms. SuDock regarding solicitation process. James O. Johnston	0.20	\$85.00
12/20/2002	Telephone conference with Ms. Brick regarding balloting issues. James O. Johnston	0.30	\$127.50

DATE		HOURS	FEES
12/27/2002	Telephone conference with Mr. Stratton regarding case balloting. James O. Johnston	0.20	\$85.00
12/30/2002	Prepare memorandum to committee regarding next week's meeting. James O. Johnston	0.40	\$170.00
12/31/2002	Revise memorandum to committee regarding conference call issues and send. James O. Johnston	0.40	\$170.00
12/31/2002	Telephone conference with Mr. Otero regarding Behuniak directorship. James O. Johnston	0.10	\$42.50
1/2/2003	Telephone conference with Mr. Myers regarding balloting and plan process. James O. Johnston	0.20	\$93.00
1/6/2003	Telephone conference with Mr. Otero regarding tomorrow's call. James O. Johnston	0.20	\$93.00
1/7/2003	Telephone conference with Mr. Otero regarding status, developments and plan documents. James O. Johnston	0.20	\$93.00
1/7/2003	Prepare memorandum to committee regarding results of hearing regarding equity committee. James O. Johnston	0.30	\$139.50
1/7/2003	Prepare for committee conference call. James O. Johnston	0.40	\$186.00

DATE		HOURS	FEES
1/7/2003	Participate in conference call regarding Site committee regarding status, developments and plan documents. James O. Johnston	0.60	\$279.00
1/8/2003	Telephone conference with Mr. Atkinson regarding solicitation materials. Joanne B. Stern	0.20	\$34.00
1/9/2003	Telephone conference with Mr. Otero regarding management contracts. James O. Johnston	0.20	\$93.00
1/9/2003	Prepare memoranda to committee regarding revised plan documents. James O. Johnston	0.40	\$186.00
1/11/2003	Prepare memorandum to committee regarding company name change. James O. Johnston	0.10	\$46.50
1/14/2003	Telephone conference with Ms. Sherrill regarding issues regarding plan. James O. Johnston	0.20	\$93.00
1/14/2003	Telephone conference with Mr. Liang regarding registration rights issues. James O. Johnston	0.20	\$93.00
1/14/2003	Prepare memorandum to committee regarding employment related documents. James O. Johnston	0.80	\$372.00

DATE		HOURS	FEES
1/15/2003	Telephone conference with Mr. Winthrop regarding preferred stock and registration rights. James O. Johnston	0.20	\$93.00
1/15/2003	Telephone conference with Ms. Tolson regarding preferred stock and registration rights. James O. Johnston	0.20	\$93.00
1/15/2003	Telephone conference with Mr. Katz regarding site documents. James O. Johnston	0.30	\$139.50
1/15/2003	Telephone conference with Ms. Tolson and Ms. Yishiama regarding registration rights. James O. Johnston	0.30	\$139.50
1/15/2003	Telephone conference with Mr. Willette regarding case status. James O. Johnston	0.10	\$46.50
1/15/2003	Telephone conference with Ms. Su Dock regarding HSBC plan revisions. James O. Johnston	0.30	\$139.50
1/15/2003	Telephone conference with Mr. Zinterhofer regarding registration rights details. James O. Johnston	0.10	\$46.50
1/15/2003	Review memorandum from Mr. Katz regarding employment agreement issues. James O. Johnston	0.30	\$139.50
1/15/2003	Prepare memorandum to committee regarding outstanding claims and issues. James O. Johnston	0.50	\$232.50

DATE		HOURS	FEES
1/15/2003	Telephone conference with Messrs. Masson, Otero and Katz regarding employment issues. James O. Johnston	0.40	\$186.00
1/15/2003	Prepare memorandum to group outlining employment issues. James O. Johnston	0.80	\$372.00
1/16/2003	Telephone conference with Ms. Su Dock regarding plan revisions (4 calls). James O. Johnston	0.90	\$418.50
1/16/2003	Telephone conference with Mr. Otero regarding directors' seats. James O. Johnston	0.10	\$46.50
1/16/2003	Telephone conference with Financial Management Advisors regarding balloting and prepare memorandum to Mr. Millar regarding same. James O. Johnston	0.40	\$186.00
1/16/2003	Telephone conference with Mr. Lewis regarding balloting issues. James O. Johnston	0.30	\$139.50
1/16/2003	Prepare memorandum to committee regarding examiner reports and replies. James O. Johnston	0.30	\$139.50
1/17/2003	Telephone conference with Ms. Su Dock regarding indenture trustee comments. James O. Johnston	0.20	\$93.00
1/17/2003	Prepare memorandum to committee regarding claims, objection to claims and outstanding issues. James O. Johnston	0.50	\$232.50

DATE		HOURS	FEEES
1/21/2003	Prepare memorandum to committee regarding directorship and respond to Mr. Millar regarding same. James O. Johnston	0.30	\$139.50
1/21/2003	Prepare memorandum to committee regarding voting results. James O. Johnston	0.20	\$93.00
1/21/2003	Telephone conference with Mr. Masson regarding employment issues. James O. Johnston	0.30	\$139.50
1/21/2003	Review memorandum from Mr. Katz regarding employment issues. James O. Johnston	0.30	\$139.50
1/21/2003	Prepare memorandum to committee regarding shareholder objection and motion to extend. James O. Johnston	0.20	\$93.00
1/22/2003	Telephone conference with Messrs. DiMauro, Winthrop, Katz, Otero and Masson regarding plan and reorganization issues. James O. Johnston	0.70	\$325.50
1/22/2003	Telephone conference with Mr. Katz regarding employment issues. James O. Johnston	0.20	\$93.00
1/23/2003	Telephone conference with Mr. Otero regarding call scheduling. James O. Johnston	0.10	\$46.50
1/23/2003	Telephone conference with Mr. Otero regarding employment issues. James O. Johnston	0.40	\$186.00

DATE		HOURS	FEES
1/23/2003	Telephone conference with Mr. Katz regarding employment issues. James O. Johnston	0.30	\$139.50
1/23/2003	Telephone conference with Ms. Tolson regarding employment issues. James O. Johnston	0.30	\$139.50
1/23/2003	Telephone conference with Mr. Otero regarding preferred stock. James O. Johnston	0.20	\$93.00
1/24/2003	Telephone conference with Messrs. Otero and Liang regarding preferred stock issues. James O. Johnston	0.40	\$186.00
1/30/2003	Conference call with committee regarding status and open issues. James O. Johnston	0.60	\$279.00
1/30/2003	Prepare for committee conference call. James O. Johnston	0.60	\$279.00
1/30/2003	Telephone conference with Messrs. Katz, Otero and Masson regarding Site issues. James O. Johnston	0.40	\$186.00
2/3/2003	Telephone conference with Mr. Milken regarding restricted shares issues. James O. Johnston	0.20	\$93.00
2/3/2003	Telephone conference with Mr. Otero regarding legended stock issue. James O. Johnston	0.20	\$93.00

DATE		HOURS	FEES
2/4/2003	Telephone conference with Mr. Dorria regarding share distribution. James O. Johnston	0.20	\$93.00
2/4/2003	Prepare memorandum to clients regarding registration rights agreement and closing status. James O. Johnston	0.30	\$139.50
2/4/2003	Prepare memorandum to committee regarding meeting of new board. James O. Johnston	0.20	\$93.00
2/5/2003	Telephone conference with Geena at Cap Research regarding shares. James O. Johnston	0.20	\$93.00
2/5/2003	Telephone conference with Mr. Weiner regarding board selection and related matters. James O. Johnston	0.30	\$139.50
2/6/2003	Telephone conference with Ms. SuDock regarding HSBC noteholders. James O. Johnston	0.20	\$93.00
2/6/2003	Telephone conference with Mr. Heusel regarding status. James O. Johnston	0.20	\$93.00
2/7/2003	Telephone conference with Dorria regarding Site instructions. James O. Johnston	0.20	\$93.00
2/7/2003	Telephone conference with Mr. Nishiyama regarding closing issues. James O. Johnston	0.20	\$93.00

DATE		HOURS	FEEES
2/10/2003	Prepare memorandum to committee regarding review of documents delivered at closing. James O. Johnston	0.20	\$93.00
2/10/2003	Telephone conference with Mr. Weiner regarding closing details. James O. Johnston	0.20	\$93.00
2/10/2003	Telephone conference with Mr. Myers regarding Appollo reporting issues and prepare documents for same. James O. Johnston	0.30	\$139.50
Total: 0020 - Meetings of and Communications with Creditors		30.40	\$13,486.50

Totals for	Hours	Amount
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<u>Nickname 1: 0030 - General Business Operations</u>		
Bennett, Bruce	1.80	\$990.00
Gordon, Robert	2.00	\$130.00
Johnston, James O.	40.20	\$18,085.00
Morse, Joshua D.	0.90	\$256.50
	<hr/>	
0030 - General Business Operations	44.90	\$19,461.50

DATE		HOURS	FEES
<u>Nickname 1: 0030 - General Business Operations</u>			
11/15/2002	Telephone conference with Mr. Crampton regarding filing procedures. James O. Johnston	0.30	\$127.50
11/15/2002	Review SpectraSite releases regarding filing. James O. Johnston	0.60	\$255.00
11/15/2002	Telephone conference with Mr. Millar regarding document status. James O. Johnston	0.20	\$85.00
11/15/2002	Review HLHZ NOL analysis. James O. Johnston	0.30	\$127.50
11/15/2002	Review and mark SBC transaction documents. James O. Johnston	1.20	\$510.00
11/16/2002	Prepare correspondence to Mr. Katz regarding Bank Group issue and related issues. James O. Johnston	0.40	\$170.00
11/18/2002	Revise lock-up agreement and prepare memorandum to company regarding same. James O. Johnston	0.60	\$255.00
11/19/2002	Review general business correspondence for records retention. Robert Gordon	1.10	\$71.50
11/21/2002	Analysis of press release on NASDAQ listing. Bruce Bennett	0.20	\$110.00
11/21/2002	Telephone conference with Mr. Russo regarding NASDAQ. Bruce Bennett	0.20	\$110.00

DATE		HOURS	FEES
11/22/2002	Conference with Mr. Johnston regarding status of next step. Bruce Bennett	0.30	\$165.00
11/24/2002	Review updated analysis of post-restructuring NOLs. James O. Johnston	0.40	\$170.00
11/24/2002	Review industry 3Q results and comparisons. James O. Johnston	0.40	\$170.00
11/25/2002	Review general business correspondence for records retention. Robert Gordon	0.60	\$39.00
11/25/2002	Telephone conference with Mr. Albert regarding director candidacy. James O. Johnston	0.40	\$170.00
11/26/2002	Review resume of director candidate Paul Albert. James O. Johnston	0.30	\$127.50
11/26/2002	Review and respond to memorandum from Mr. Millar regarding status. James O. Johnston	0.20	\$85.00
12/2/2002	Prepare memorandum to Mr. Millar regarding information requests. James O. Johnston	0.20	\$85.00
12/6/2002	Prepare correspondence to Mr. Albert regarding D & O coverage issues. James O. Johnston	0.20	\$85.00
12/10/2002	Telephone conference with Mr. Winthrop regarding timeline. James O. Johnston	0.20	\$85.00

DATE		HOURS	FEEES
12/16/2002	Telephone conference with Mr. DiMauro regarding director solicitation. James O. Johnston	0.20	\$85.00
12/18/2002	Telephone conference with Mr. Albert regarding Site details. James O. Johnston	0.20	\$85.00
12/20/2002	Telephone conference with Mr. Millar regarding case status. James O. Johnston	0.20	\$85.00
12/20/2002	Telephone conference with Mr. Winston regarding case status. James O. Johnston	0.20	\$85.00
12/22/2002	Analysis of memorandum regarding new charter and bylaw provisions. Bruce Bennett	0.50	\$275.00
12/23/2002	Review and revise registration rights agreement. James O. Johnston	1.30	\$552.50
12/23/2002	Review and revise warrant agreement and certificates. James O. Johnston	0.50	\$212.50
12/23/2002	Telephone conference with Mr. Winthrop regarding board meeting issues. James O. Johnston	0.20	\$85.00
12/23/2002	Review SpectraSite memorandum regarding charter and by-laws. James O. Johnston	0.40	\$170.00
12/23/2002	Review and revise amended certificate of incorporation. James O. Johnston	0.90	\$382.50

DATE		HOURS	FEES
12/23/2002	Review and revise amended by-laws. James O. Johnston	1.20	\$510.00
12/24/2002	Analysis of memorandum regarding charter and by law defensive provision. Bruce Bennett	0.30	\$165.00
12/24/2002	Conference with Mr. Johnston regarding charter and by law defensive provision. Bruce Bennett	0.30	\$165.00
12/24/2002	Confer with Messrs. Bennett and Murphy regarding corporate governance issues. James O. Johnston	0.40	\$170.00
12/27/2002	Prepare revisions to by-laws, certificate, registration rights agreement and warrant agreement and prepare memorandum to committee regarding same. James O. Johnston	2.80	\$1,190.00
12/30/2002	Review general business correspondence for records retention. Robert Gordon	0.30	\$19.50
12/30/2002	Telephone conference with Mr. Albert regarding directors' membership issue. James O. Johnston	0.40	\$170.00
12/31/2002	Review additional declarations in support of equity committee. James O. Johnston	0.40	\$170.00
1/2/2003	Review comments from Ms. Arakaki regarding warrant agreement and telephone conference with Mr. Arakaki regarding same. James O. Johnston	0.40	\$186.00