

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

FILED

MAR 12 2003

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

IN RE:

CHAPTER 11

SPECTRASITE HOLDINGS, INC.,

CASE NO.: 02-03631-5-ATS

Debtor.

**FINAL FEE APPLICATION OF NICHOLLS & CRAMPTON, P.A. FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Nicholls & Crampton, P.A. ("N&C" or the "Applicant"), local counsel to the Official Committee of the Unsecured Creditors (the "Committee"), submits this Final Fee Application for compensation and for reimbursement of expenses incurred on behalf of the Committee. By this Application, N&C seeks approval and allowance of total fees in this case through the February 10, 2003 Effective Date of Debtor's Confirmed Plan of Reorganization in the amount of \$22,524.00, and reimbursement for actual and necessary expenses incurred in the amount of \$545.36. In support of this Application, Applicant respectfully shows the Court the following:

1. The Debtor filed for chapter 11 relief on November 15, 2002 (the "Petition Date"). The Court appointed the Committee on November 15, 2002, as an official committee of unsecured creditors under section 1102 of the Bankruptcy Code.

2. The Bankruptcy Court entered an Order authorizing the employment of N&C as local counsel to the Committee *nunc pro tunc* to the Petition Date on February 13, 2003.

3. This Application is submitted pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), 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 (the "Local Procedures"), and the Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered November 21, 2002 (the "Administrative Order").

4. A Summary of Services Rendered which indicates the name of the attorney or paralegal, the hours spent, the hourly rate and total compensation requested is attached as Exhibit A. Attached as Exhibit B is a breakdown by hours and description of the services rendered in connection with this Application. Services rendered were reasonable and necessary in the proper representation of the Committee. Said Exhibit B reflects an itemization of expenses incurred on behalf of the Committee by category totals.

5. Gregory B. Crampton is a Principal of Nicholls & Crampton, P.A. He is a Board Certified Specialist in Bankruptcy Law by the North Carolina State Bar Board of Legal Specialization and by the American Bankruptcy Certification Board, a Fellow of the American College of Bankruptcy, and an experienced Chapter 11 bankruptcy practitioner. Crampton was admitted to the bar in 1972.

6. Stephani W. Humrickhouse is a Principal with Nicholls & Crampton, P.A. She is a Board Certified Specialist in Bankruptcy Law by the North Carolina State Bar Board of Legal Specialization, is a former member of the Bankruptcy Council of the North Carolina Bar Association, previously served as Chairman of its Continuing Legal Education Committee, is a Certified Bankruptcy Specialist by the American Bankruptcy Certification Board and is an experienced Chapter 11 bankruptcy practitioner. Humrickhouse was admitted to the bar in 1980.

7. N&C has not previously filed any fee application in this case, and no previous allowance of compensation for services rendered or reimbursement of costs and expenses has been made to N&C.

8. The efforts of the Committee were of substantial benefit to Debtor's reorganization effort and to the successful confirmation of Debtor's Plan of Reorganization in less than three months, which Plan restructured nearly \$1.8 billion in debt. Applicant provided necessary assistance and representation as local counsel to the Committee and its counsel, Hennigan, Bennett & Dorman LLP ("HBD"). Applicant limited its representation as local counsel to matters necessary to perform services required by the Committee and HBD, and to maintain a level of understanding of the case required in such representation.

9. N&C submits that all expenses that N&C advanced on behalf of the Committee were necessarily incurred and are properly charged as administrative expenses of the estate.

10. Copying charges are recorded by client identification number, pursuant to a control counting device connected to Applicant's copying machine. The copying charges are read by Applicant's Office Administrator twice monthly, at mid and end month, and entered into the Accounting Package on those "read" dates. Applicant does not have the ability to further break down the dates such copying charges were incurred other than as expressed above.

11. Postage charges are entered cumulatively at month's end.

12. Copies are charged at 20¢ per page, and fax transmissions are charged at \$1.00 per page for out-going transmissions, with no charge for incoming faxes. Deliveries are charged at the rate of \$7.50.


13. Applicant 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.

14. The best interests of Debtor, its creditors and estate will be served by the allowance of this Application in full.

WHEREFORE, Applicant respectfully requests that the Court enter an Order allowing and authorizing final local counsel for Committee fees in the amount of \$22,524.00, and expense reimbursement in the amount of \$545.36.

This the 11th day of March, 2003.



Gregory B. Crampton
State Bar No. 991
Local Counsel to Official
Unsecured Creditors Committee
Nicholls & Crampton, P.A.
Post Office Box 18237
Raleigh, NC 27619
Telephone: 919/781-1311

EXHIBIT A

**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
Debtor.

SUMMARY OF SERVICES RENDERED
By Nicholls & Crampton, P.A.

For the period through the February 10, 2003 Effective Date of the Debtor's confirmed Plan of Reorganization, the undersigned person/firm has performed professional services for this estate in the capacity of local counsel to the Official Unsecured Creditors Committee during the Chapter 11 case. Attached hereto is an itemization of time expended and expenses incurred in the performance of these professional services.

<u>NAME</u>	<u>TITLE</u>	<u>HOURS SPENT</u>	<u>HOURLY RATE</u>	<u>TOTAL</u>
Gregory B. Crampton	Principal	74.70	\$300.00	\$ 22,410.00
Stephani W. Humrickhouse	Principal	.40	\$285.00	\$ 114.00
			Total Fees	\$ 22,524.00
			Total Expenses	\$ 545.36
			TOTAL AMOUNT REQUESTED	<u>\$ 23,069.36</u>

EXHIBIT B

In Account With

NICHOLLS & CRAMPTON, P.A.

ATTORNEYS AT LAW

4300 Six Forks Road—Suite 700
Post Office Box 18237
Raleigh, North Carolina 27619

Telephone: 919/781-1311 Fax: 919/782-0465

Federal ID #
56-1201204

Invoice 42559

03/11/03

TO Unsecured Creditors Committee
c/o James O. Johnston, Esq.
601 s. Figueroa St., Ste. 3300
Los Angeles CA 90017

Client Id. 00-16327

Matter Id. 000-000-001 GBC/SWH - SpectraSite Holdings, Inc., Ch. 11

Amount Paid: _____

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For legal services rendered, including
but not limited to

11/14/02	CRA	Calls to Jim Johnston (.2-messages); review 1st day drafts of motions, orders, disclosure statement issues (3.4), local practice application; call to Terri Gardner re: filing/committee issues, timing (.2); call to Lynch re: committee formation (.1); e-mail to Jim Johnston re: petition timing (.2).	4.10
11/15/02	CRA	Calls to Terri Gardner re: filing/timing, adequate notice for 1st day hearing (.3); call to Jim Johnston, exhibits re: status (.1-message); call to BA re: committee formation (.1-message); review draft pleadings, plan, conditional approval considerations (3.9).	4.40
11/17/02	CRA	Review plan, revised drafts committee comments, consideration re: committee formation, conditional approval (3.6); e-mails from Jim Johnston (.2); review HBC plan, exhibit comments (.8).	4.60
11/18/02	CRA	Review Rule 2019 statement, notice	1.70

A finance charge is computed on account balances unpaid 30 days
after the billing date at a periodic rate of 1½% per month (Annual percentage rate of 18%).

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NICHOLLS & CRAMPTON, P.A.

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Page 2

03/11/03

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c/o James O. Johnston, Esq.
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Los Angeles CA 90017

Client Id. 00-16327

Matter Id. 000-000-001 GBC/SWH - SpectraSite Holdings, Inc. Amended

Return Upper Portion With Payment

request from HBC (.2); call to
Terri Gardner re: status
(.1-message); check committee
status, review plan provisions
(.8); review blacklined versions
of plan and disclosure statement
from Jim Johnston (.7); effect.

11/19/02	CRA	Review Jim Johnston e-mails, plan revisions (.5); review updated/amended backup agreement from Johnston (.4).	.90
11/20/02	CRA	Review pleadings from Terri Gardner, hearing motions, conditional approval issues (2.5); call to BA re: committee formation/composition (.1-voicemail); call to Hart re: status (.1-message).	2.70
11/21/02	CRA	Review 1st day motions, disclosure statement conditional approval issues (2.2); meeting with Jim Johnson re: hearing on 1st day motions, committee formation (2.5); hearing on 1st day motions, discussions with Cingular counsel, debtor re: status, follow-up (2.5).	7.30
11/22/02	CRA	E-mail from Jim Johnston re: committee formation, review Indenture Trustee issue (.4);	1.10

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Los Angeles CA 90017

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review Johnston status memorandum
to committee, amended and
restricted lock-up agreement (.5);
review committee formation
questions (.2).

11/25/02	CRA	E-mail to/from Jim Johnston re: committee conference call (.2); review committee service issues (.2).	.40
11/26/02	CRA	Review timing, hearing, response times from 1st day order (.5); conference call re: organizational committee meeting (.5); calls to Johnston re: committee employment procedure (.2).	1.20
12/02/02	CRA	Review Johnston e-mail, HBD application (.3); revisions to certificate of mailing (.3).	.60
12/03/02	CRA	Review Hennigan, Bennett & Dorman attorney for committee application, calls to BA re: notice procedure (.4); e-mails to Johnston re: committee representation/application (.4); revisions to certificate of service (.2); review Johnston e-mails re: committee process (.3).	1.30
12/10/02	CRA	Review draft objections to	1.20

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601 s. Figueroa St., Ste. 3300
Los Angeles CA 90017

Client Id. 00-16327

Matter Id. 000-000-001 GBC/SWH - SpectraSite Holdings, Inc. Amount Paid

Return Upper Portion With Payment

formation of equity committee,
motion issues (.9); e-mails from
Jim Johnston re: objection, review
timing (.3).

12/11/02	CRA	Review draft registration agreement and warrant agreements from Johnston, check objection status (.8).	.80
12/12/02	CRA	Review pleading status, objection, equity committee motion issues, preparation for potential 341 scope (2.6).	2.60
12/13/02	CRA	Review equity committee motion and objection, return call to Stubbs re: committee (.7); attend 341 meeting; discussions with Gardner, follow-up re: Stubbs (1.8).	2.50
12/15/02	CRA	Review pleadings, objection issues, status (1.1).	1.10
12/16/02	CRA	Review financial adviser application, work on local counsel application (1.0); review equity committee status, issues (.4); e-mail from Jim Johnston re: equity committee (.1); call to Stubbs re: equity committee request (.1-message).	1.60
12/19/02	CRA	Review pleadings, equity committee	1.20

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issues, status.

12/23/02	CRA	Review Johnston e-mail to committee, first drafts of Certificate of Incorporation and Bylaws (.7); review Johnston memo re: by-law provisions, debtor rationale, effect (.4).	1.10
12/27/02	CRA	Review Jim Johnston e-mails, comments, red-lined versions of new by-laws, Registration of Rights agreement, Certificate of Incorporation (.8).	.80
12/30/02	CRA	Review Johnston materials, analysis (1.5); review Johnston e-mails (.1).	1.60
12/31/02	CRA	Review Jim Johnston e-mails, re: selections of new Board of Directors, "anti-takeover" provisions, revise documents (.5).	.50
01/02/03	CRA	E-mail from/to Jim Johnston re: counsel employment (.2).	.20
01/03/03	CRA	Review examiner preliminary report, scope issues, effect (1.5); hearing on examiner report, meeting with examiner, debtor, information considerations (2.0); review organizational documents	4.70

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from Johnston (1.0); calls to
Boone (.2-messages).

01/06/03	CRA	Review reply brief re: equity committee formation, effect (.7).	.70
01/07/03	CRA	Review examiner effect (.2); calls to Lynch, Cook, Gardner re: candidates (.4); e-mail to Johnston (.1); review examiner issues, implementation materials from Johnston (1.7).	2.40
01/08/03	CRA	Calls to Garnder (.2); David Boone (.2-messages); call to/from Cook re: examiner (.1); review e-mails from Johnston re: examiner (.2); review plan/goverance materials from Johnston (1.5); review examiner order, information/strategy considerations, procedure (2.0).	4.20
01/09/03	CRA	Review Johnston e-mail, drafts of remaining "plan documents", revisions re: employment agreements, option agreements, and equity incentive plan, effect on confirmation re: Judge Small (1.5); review revised corporate by-laws, certificate of incorporation (.2); review revisions to registration rights and warrant agreements (.2).	1.90

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01/11/03	CRA	Analysis re: draft of David Boone's report to court, effect (.8).	.80
01/14/03	HUM	File Notice of Rate Adjustment and Service.	.40
01/14/03	CRA	Review redlined versions of executive employment agreements, equity incentive plan, stock option agreements, Johnston comments, considerations re: effect on confirmation (.7).	.70
01/15/03	CRA	E-mails from Jim Johnston, review employment compensation comments from Johnston (.4).	.40
01/16/03	CRA	Review debtor response to Examiner report, review letter response to Examiner issues (.6); call to Boone (.1-message); review Johnston e-mail, employment agreement revisions (.2).	.90
01/17/03	CRA	Review committee response to examiner, exhibits, effect (.4); review Cingular Wireless response to examiner (.3); review Johnston e-mails to committee re: claims (.1).	.80
01/21/03	CRA	Review Johnston comments to debtor	1.20

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revised drafts re: employment
agreements and option agreements,
redlined copies (.5); review
preliminary ballot results (.2);
review Johnston concerns, effect
re: plan supplement issues (.4);
review plan objections by
shareholder (.1).

01/22/03	CRA	Call to Boone (.1-message) re: examiner; review drafts from Jim Johnston (1.0).	1.10
01/23/03	CRA	Review e-mails from Jim Johnston, draft confirmation order (.4); review draft confirmation brief from debtor, considerations re: likely confirmation issues for Judge Small (.5).	.90
01/24/03	CRA	E-mails to/from Jim Johnston re: confirmation hearing (.9); review final examiner report, effect on confirmation, compensation issues (.7).	1.60
01/27/03	CRA	Review confirmation memorandum, proposed order, funding issues (2.0); e-mail to Ken Liang, committee chairman, revisions to application (.6).	2.60
01/28/03	CRA	Review confirmation materials, meeting with Jim Johnston (1.0);	3.60

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 c/o James O. Johnston, Esq.
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e-mail from Ken Liang, Committee
 Chairman re: application authority
 (.1) confirmation hearing,
 follow-up discussions (2.5).

02/04/03 CRA E-mail from Jim Johnston, review .40
 final version of by-laws and
 certificate of incorporation (.3);
 review SpectraSite creditor
 proposal from VP (.1).

02/05/03 CRA E-mails from Jim Johnston re: .30
 closing, review closing checklist,
 revise versions of various
 employment agreements (.3).

Fees Billed \$ 22,524.00

Disbursements

2308 Copies @ \$.20 each \$ 461.60

Delivery Charge \$ 7.50

Postage \$ 76.26

Total Disbursements \$ 545.36

Total Current Bill \$ 23,069.36

Balance Due \$ 23,069.36

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Los Angeles CA 90017

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Fee Summary

G B Crampton worked 74.70 hours at \$300 an hour.
S W Humrickhouse worked .40 hours at \$285 an hour.

CERTIFICATE OF SERVICE

It is hereby certified that the foregoing **FINAL APPLICATION OF NICHOLLS & CRAMPTON, P.A. (LOCAL COUNSEL TO THE OFFICIAL UNSECURED CREDITORS COMMITTEE) FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES** was served this day, as additionally indicated below, and by placing a copy thereof in a depository under the exclusive care and custody of the United States Postal Service in a postage prepaid envelope and properly addressed as follows:

Marjorie K. Lynch
Bankruptcy Administrator
United States Bankruptcy Court
Eastern District of North Carolina
P.O. Box 3039
Raleigh, NC 27602-3093

Terri L. Gardner
Poyner & Spruill
P.O. Drawer 10096
Raleigh, North Carolina 27605
*(Also hand-delivered and served
by facsimile # 919-783-1075)*

Andrew N. Rosenberg
James H. Millar
Claudia R. Tobler
Alexander V. Rohan
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(Also served by facsimile # 212-757-3990)

James O. Johnston
Hennigan, Bennett & Dorman LLP
601 South Figueroa Street, Suite 3300
Los Angeles, California 90017

Kenneth Liang
Oaktree Capital Management
333 S. Grand Ave., 28th Floor
Los Angeles, CA 90071

Rob Katz
Apollo Management
1301 Ave. of Americas, 38th Fl.
New York, NY 10009

Nate Van Duzer
Fidelity Investments
82 Devonshire St., E20G
Boston, MA 02109

Eric R. Johnson
Conseco Capital Management, Inc.
11825 N. Pennsylvania St.
P.O. Box 1925
Carmel, IN 46032

Robert A. Conrad
HSBC Bank USA/Issuer Services
452 5th Avenue
New York, NY 10018-2706

This the 12th day of March, 2003.



Mayi S. Alvarez
Legal Assistant

**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

Debtor.

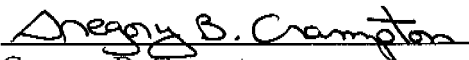
**NOTICE OF FINAL FEE APPLICATION OF
NICHOLLS & CRAMPTON, P.A. FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

NOTICE IS HEREBY GIVEN of the Final Application of Local Counsel to the Official Unsecured Creditors Committee for Compensation and Reimbursement of Expenses Reimbursement filed herewith by Nicholls & Crampton, P.A. seeking allowance of fees in the amount of \$22,524.00 and reimbursement of expenses in the amount of \$545.36 for the period through the February 10, 2003 Effective Date of Debtor's confirmed Plan of Reorganization.

FURTHER NOTICE IS HEREBY GIVEN that if you fail to respond or otherwise plead or request a hearing in writing on or before April 1, 2003, the relief requested in the Application may be granted without further hearing or notice; and

FURTHER NOTICE IS HEREBY GIVEN that if a response and a request for a hearing is filed on or before April 1, 2003, a hearing will be conducted on the Application and response thereto at a date, time and place to be later set by this Court and all interested parties will be notified accordingly. If no request for a hearing is timely filed, the Court may rule on the Application and response thereto ex parte without further notice.

DATE OF NOTICE: March 12, 2003


Gregory B. Crampton
State Bar No. 991
Local Counsel to Official
Unsecured Creditors Committee
NICHOLLS & CRAMPTON, P.A.
Post Office Box 18237
Raleigh, North Carolina 27619
Telephone: (919) 781-131

**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

Debtor.


CERTIFICATE OF MAILING

I, Mayi S. Alvarez, of Nicholls & Crampton, P.A., Post Office Box 18237, Raleigh, North Carolina 27619, certify:

That on March 12th, 2003, I mailed copies of the foregoing NOTICE OF FINAL FEE APPLICATION OF NICHOLLS & CRAMPTON, P.A. FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES to each party as reflected on the attached Exhibit A, by placing said copy in the United States Mail, postage prepaid.

I certify under penalty of perjury that the foregoing is true and correct.

This the 12th day of March 2003.



Mayi S. Alvarez
Legal Assistant
Nicholls & Crampton, P.A.
Post Office Box 18237
Raleigh, North Carolina 27619
Telephone: (919) 781-1311

Terri L. Gardner
Poyner & Spruill
3600 Glenwood Ave.
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James H. Millar
Paul Weiss Rifkind Wharton & Garrison
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Claudia R. Tobler
Alexander V. Rohan
Paul Weiss Rifkind Wharton & Garrison
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James O. Johnston
Hennigan, Bennett & Dorman LLP
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Joshua D. Morse
Hennigan, Bennett & Dorman LLP
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Kenneth Liang
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Rob Katz
Apollo Management
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Nate Van Duzer
Fidelity Investments
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Marshall Wolf
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Macon, GA 31208

James Godke
P.O. Box 94
Joy, IL 61260

Michael Weinstock
Quadrangle Group, LLC
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New York, NY 10152

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Verizon Wireless
180 Washington Valley Rd.
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