

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

FILED

MAR 12 2003

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

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

**SECOND INTERIM AND FINAL FEE APPLICATION OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: SpectraSite Holdings, Inc.

Date of Retention: *Nunc pro tunc* to November 15, 2002

Period for which interim compensation and reimbursement is sought: December 1, 2002 through January 31, 2003

Period for which final compensation and reimbursement is sought: November 15, 2002 through January 31, 2003

Amount of interim compensation sought as actual, reasonable and necessary: \$ 391,229.00

Amount of interim expense reimbursement sought as actual, reasonable and necessary: \$ 31,037.76

Amount of Final Compensation Sought as actual, reasonable and necessary: \$ 490,403.50

Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: \$ 38,017.70

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

Since the preparation of this fee application occurred after the Application Period (as defined herein), this application does not include any preparation time.

If this is not the first application filed, disclose the following for each prior application:

Date Filed Docket No.	Total Fees Requested*	Total Expenses Requested	Certificate of No Objection Filing Date, Docket No.	Amount of Fees Authorized to be Paid (100%)	Amount of Expenses Authorized to be Paid (100%)	Amount of Fees and Expenses Paid
12/26/02 Docket No. 115 First Monthly Fee Application	\$97,609.50	\$4,549.47	5/9/01 Docket No. 706	\$97,609.50	\$4,549.47	
2/25/03 [Docket No. tbd] Second Interim Application Period**	[\$391,229.00]	[\$31,037.70]	tbd	n/a	n/a	n/a
2/25/03 [Docket No. tbd] Final Application Period*	[\$490,403.50]	[\$38,017.70]				
Total	\$490,403.50***	38,017.70***	n/a	n/a	n/a	n/a

* Including 50% adjustment to travel time per Local Rules.

** This fee application requests payment of fees and expenses incurred during the Second Interim Application and Final Application Periods (as defined herein).

*** Due to the timing of certain billing entries which were released and accounted for after the submission of Paul Weiss' First Monthly Fee Application, the fees and expenses requested during the Final Application Period include amounts incurred during the First Monthly Period that were not included in the First Monthly Fee Application.

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.)

**SECOND INTERIM AND FINAL FEE APPLICATION
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

TO: The Honorable A. Thomas Small
United States Bankruptcy Judge:

Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss"), co-counsel to SpectraSite Holdings, Inc. ("SpectraSite" or the "Debtor"), submits this second interim and final fee application (the "Second Interim and Final Fee Application" or the "Application") for compensation and for reimbursement of expenses incurred on behalf of the Debtor. The Second Interim and Final Fee Application is for (a) interim fees in the amount of \$391,229.00 and expenses in the amount of \$31,037.76 for the period December 1, 2002 through and including January 31, 2003 and (b) final fees in the amount of \$490,403.50 and final expenses in the amount of \$38,017.70¹ for the period November 15, 2002 through and including January 31, 2003, and is submitted pursuant to

¹ The Final Application Period comprises the First Application Period and the Second Interim Application Period. Accordingly, the description of the fees and expenses incurred during the First Application Period set forth in the First Interim Fee Application, together with the description set forth herein, provide a complete description of all services rendered, and expenses incurred, during the Final Application Period.

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”). Paul Weiss seeks (a) interim compensation for legal services performed and reimbursement of expenses incurred during the period from December 1, 2002 through and including January 31, 2003 (the “Second Interim Application Period”) and (b) final compensation for legal services performed and reimbursement of expenses incurred during the period from November 15, 2002 through and including January 31, 2003 (the “Final Application Period”) as co-counsel to the Debtor in the above-captioned chapter 11 case, and respectfully represents:

I.
BACKGROUND

1. On November 15, 2002 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On November 21, 2002, the Court appointed an Official Committee of Unsecured Creditors (the “Official Committee”).

2. On November 15, 2002, the Debtor filed an application for the retention (the “Retention Application”) of Paul Weiss as its counsel. On November 21, 2002, this Court entered an order approving Paul Weiss’ Retention Application nunc pro tunc to the Petition Date.

3. The Court has jurisdiction over this Second Interim and Final Fee 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 First Monthly Fee Application are sections 330 and 331 of the Bankruptcy Code.

II.

TERMS AND CONDITIONS OF PAUL WEISS' EMPLOYMENT

4. By this Application, Paul Weiss seeks payment for compensation on an hourly basis, plus reimbursement of its actual and necessary expenses. The rates charged by Paul Weiss in this chapter 11 case do not differ from the rates Paul Weiss charges to its non-bankruptcy clients. Paul Weiss maintains records of all time expended and expenses incurred in rendering services on behalf of the Debtor. The time records submitted as part of this Second Interim and Final Fee Application detail the work performed by Paul Weiss during the Second Interim Application Period. Paul Weiss' attorneys and paraprofessionals generally prepare their time records contemporaneously with the work performed.

5. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Debtor, their regular, customary billing rates and the total value of time incurred in rendering services to the Debtor during the Second and Final Application Periods is attached hereto as Exhibit A. A summary of compensation by category is attached hereto as Exhibit B. An expense summary is attached hereto as Exhibit C. Detailed time records reflecting the time recorded for such services and billing categories for the Second Interim and Final Application Periods are

attached hereto as Exhibits D and E respectively, including the relevant expense records. Pursuant to the Local Procedures, biographies of each attorney for whom compensation is being sought is attached hereto as Exhibit F.

6. In general, the Debtor retained Paul Weiss to render the following services, without limitation, on the Debtor's behalf:

- (a) Advise the Debtor with respect to its rights and obligations under the Bankruptcy Code;
- (b) Prepare petitions, schedules, applications, motions and other papers in connection with the administration of the Debtor's case;
- (c) Take all actions necessary to obtain confirmation of the Debtor's plan of reorganization, including preparing any necessary motions;
- (d) Prosecute and defend all actions and adversary or other proceedings by or against the Debtor and, where appropriate, object to claims filed against the Debtor's estate;
- (e) Represent the Debtor at hearings and proceedings herein; and
- (f) Perform all other legal services required by the Debtor in connection with its chapter 11 case.

7. In accordance with the Administrative Order, Paul Weiss is authorized to submit for payment interim fee applications (the "Interim Fee Applications") for its fees and expenses on the twenty-fifth day of each calendar month. The Debtor, in turn, is directed to pay 100% of all fees and 100% of all expenses requested in such Interim Fee Applications within the time established by, and subject to the holdback provisions set forth in, the Administrative Order, absent an objection filed against specific fees or expenses.

8. In accordance with the Findings of Fact, Conclusions of Law, and Order under Section 1129 of the Bankruptcy Code and Rule 3020 of the Bankruptcy Rules Confirming the Plan of Reorganization of SpectraSite Holdings, Inc. (the “Confirmation Order”), applications for final allowance of professional compensation and reimbursement claims must be filed no later than thirty days after the Effective Date. The Effective Date of the Plan is February 10, 2003.

III.
SUMMARY OF SERVICES RENDERED
DURING THE SECOND INTERIM APPLICATION PERIOD

9. As set forth in greater detail in Paul Weiss’ computer time records, Paul Weiss advised the Debtor on various aspects of its chapter 11 case. Specifically, Paul Weiss rendered the following professional services to the Debtor during the Second Interim Application Period (organized by project category):

A. Case Administration (Code 701).

10. During the Second Interim Application Period, Paul Weiss assisted the Debtor with administering its chapter 11 case, including representing the Debtor in connection with (a) the Debtor’s response to the motion by certain equityholders for appointment of an equity committee and (b) the Debtor’s cooperation with, and reply to certain questions posed by David W. Boone, the chapter 11 examiner appointed in this case (the “Examiner”)

(i.) The Equity Committee Motion.

11. On December 4, 2002, certain shareholders filed a motion to appoint an equity securityholders committee (the “Equity Committee Motion”). On

January 8, 2003, the Court denied the motion on grounds that the movants had not shown cause to appoint such a committee.

12. Paul Weiss represented the Debtor in objecting to the Equity Committee Motion. Such representation included legal research regarding the standards for appointing committees other than the statutory committee of unsecured creditors, and preparing the Debtor's financial advisor for anticipated testimony at the hearing on the motion. In addition, Paul Weiss prepared subpoenas for deposing – and did depose – certain of the moving shareholders to determine whether cause existed for the relief requested.

(ii). The Examiner.

13. Although the Court denied the Equity Committee Motion, it did enter an order (the "Examiner Order") appointing the Examiner to investigate certain transactions and provisions of the Debtor's Plan. The Court directed the Examiner to file a preliminary report (the "Preliminary Report") on or before a hearing held on January 13, 2003, in which the Examiner set forth the issues he intended to investigate.

14. On January 13, 2003, the Examiner filed the Preliminary Report in which he identified five issues he intended to review and provided a timeframe in which he intended to file his final report. After the Hearing, the Examiner requested that the Debtor, and the Debtor's financial advisor, Lazard Frères & Co., LLC ("Lazard"), prepare a written report for the Examiner based on the issues identified in the Preliminary Report on or before January 16, 2003.

15. In response to the Examiner's request, on January 15, 2003, SpectraSite provided a written report to the Examiner (the "Debtor's Report"). The Debtor's Report included comprehensive analyses of complex contractual relations and financial transactions. Paul Weiss assisted the Debtor in preparing the Debtor's Report, in addition to coordinating with Lazard to ensure the completeness and accuracy of the information contained therein.

16. Paul Weiss also met with the Examiner. The Debtor provided the Examiner with full access to its books and records, personnel and advisors relevant to the transactions identified in the Preliminary Report. Paul Weiss coordinated with Debtor's management, and with other professionals in the case including counsel to the Creditors Committee, to expedite the Examiner's investigation and to ensure full disclosure of all relevant materials.

(iii). Other Case Administration Matters.

17. In addition to providing services to the Debtor in connection with the Equity Committee Motion and the Examiner, Paul Weiss assisted the Debtor with administrative matters relevant to its chapter 11 reorganization. Such matters included, for example, monitoring and coordinating the Plan voting process, drafting a bar date motion and order, counseling the Debtor on anticipated emergence issues, and assisting the Debtor with preparing and filing its monthly operating reports.

* * * *

18. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Case Administration during the Second Interim Application Period in the total amount of \$90,062.00.

B. Court Hearings (Code 702).

19. During the Second Interim Application Period, Paul Weiss prepared for and attended hearings to represent the Debtor on (a) the Equity Committee Motion and (b) confirmation of the Plan (the "Confirmation Hearing"). Paul Weiss prepared the Debtor's management and its financial advisors to provide testimony on, among other things, the statutory elements of plan confirmation and valuation of the Debtor for purposes of both these hearings.

20. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Court Hearings in the total amount of \$31,039.00.

C. Schedules / Trustee Reporting (Code 704).

21. During the Second Interim Application Period, Paul Weiss assisted the Debtor with completing and filing its amended schedules. Paul Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to the Debtor's Schedules / Trustee Reporting during the Second Interim Application Period in the total amount of \$595.00.

D. Claims Analysis, Objection & Resolution (Code 707).

22. During the Second Interim Application Period, Paul Weiss represented the Debtor in reviewing all claims filed against the Debtor. Paul Weiss also represented the Debtor in objecting to those claims which were (a) filed late, (b) filed against the wrong entity, (c) filed by equity interest holders, and (d) which were otherwise objectionable. Paul Weiss also conversed with certain claimholders regarding the scope and validity of their claims.

23. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Claims Analysis, Objection & Resolution in the total amount of \$7,662.50.

E. Meetings (Code 708).

24. During the Second Interim Application Period, Paul Weiss participated in planning and strategy meetings with the Debtor and Lazard to coordinate and implement the Debtor's reorganization. Paul Weiss also met with, and prepared for, meetings with the Examiner.

25. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Meetings in the total amount of \$10,684.50.

F. Plan and Disclosure Statement (Code 712).

26. During the Second Interim Application Period, Paul Weiss represented the Debtor in obtaining approval of its Plan and final approval of its Disclosure Statement. In such capacity, Paul Weiss assisted the Debtor with addressing and resolving issues arising in connection with voting and balloting, as well as with specific matters pertaining to the Debtor's transfer agent. Paul Weiss also conferred with the SEC, key contract counterparties and vendors regarding the final terms of the Plan and amendments thereto.

27. Paul Weiss also prepared a comprehensive memorandum of law in favor of Plan confirmation. This legal memorandum analyzed the statutory elements for confirmation, including a detailed description of transactions which were the subject of the Examiner's inquiry. Paul Weiss also prepared the Debtor's management and

financial advisors (including preparing certain affidavits filed in connection with confirmation) for testifying at the Confirmation Hearing.

28. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to the Plan and Disclosure Statement in the total amount of \$60,110.00.

G. Creditor Inquiries (Code 713).

29. Paul Weiss responded to numerous inquiries on behalf of the Debtor by creditors and equity holders of the Debtor. Such inquiries included telephone calls by brokers and institutions regarding voting procedures for record holders of the Debtor's equity and debt securities. Paul Weiss also spoke with individual creditors and shareholders of the Debtor, to the extent appropriate, regarding the terms of the Plan and expected distributions thereunder. Finally, Paul Weiss remained in continued contact with counsel to the Creditors Committee regarding Plan confirmation and related matters.

30. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Creditor Inquiries in the total amount of \$2,078.50.

H. General Corporate Matters (Code 714).

31. Paul Weiss continued to assist the Debtor in preparing and drafting various ancillary restructuring documents including, but not limited to, a new certificate of incorporation and bylaws for the reorganized Debtor, a warrant agreement and a registration rights agreement. Paul Weiss also counseled the Debtor on aspects of Delaware corporate law relating to the Debtor's proposed name change and reconstituted board of directors, bylaws and organizational documents. Paul Weiss also assisted the Debtor with chapter 11 emergence issues, including the drafting of emergence resolutions

for the Debtor's existing and new board of directors and the issuance of securities required upon consummation of the Plan.

32. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to General Corporate Matters in the total amount of \$80,888.00.

I. Employee Matters (Code 715).

33. During the Second Interim Application Period, in connection with the Debtor's proposed retention and compensation of certain executives, Paul Weiss continued to assist the Debtor with finalizing its employment agreements with these executives. Paul Weiss also assisted the Debtor with negotiating and drafting its employee option plans and related documents.

34. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Employee Matters in the total amount of \$80,008.00.

J. Retention of Professionals Fee (Code 717).

35. During the Second Interim Application Period, Paul Weiss reviewed the application for employment of Ernest & Young, LLP. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Retention of Professionals Fee in the total amount of \$92.00.

K. Applicant's Fee Applications (Code 718).

36. Paul Weiss incurred reasonable and necessary legal services with respect to preparing and filing its First Interim Fee Application in the total amount of \$4,812.00.

L. Travel (Code 719).

37. Paul Weiss incurred reasonable and necessary time associated with its travel to North Carolina to attend the hearing on the Equity Committee Motion, the Confirmation Hearing and to meet with the Examiner, in the total amount of \$40,014.00.

38. In compliance with the Local Procedures, Paul Weiss is only requesting reimbursement of 50% of this amount. Accordingly, Paul Weiss seeks compensation for its travel time in the amount of \$20,007.00.

M. Tax Issues (Code 722).

39. During the Second Interim Application Period, Paul Weiss counseled the Debtor regarding certain tax consequences of its proposed executive employment agreements, in addition to the tax effects and reporting obligations arising in connection with the issuance of the New Common Stock and Warrants under the Plan.

40. Paul Weiss seeks compensation for its reasonable and necessary legal services with respect to Tax Issues in the total amount of \$3,190.50.

**IV.
REQUEST FOR COMPENSATION AND REIMBURSEMENT FOR SECOND
INTERIM AND FINAL APPLICATION PERIODS**

41. The amount sought for the Second Interim Application Period represents 875.90 hours of professional services rendered by Paul Weiss on behalf of the Debtor. Partners accounted for 237.80 hours of professional services, associates

accounted for 631.60 hours of professional time, and paralegals accounted for 6.50 hours of the total time.²

42. Paul Weiss requests allowance of interim compensation in the amount of \$391,229.00, for legal services rendered during the Second Interim Application Period at an average hourly rate of \$446.66 and seeks interim authorization of reimbursement for actual, necessary expenses during the same period in the amount of \$31,037.76.³

43. Paul Weiss requests final allowance of compensation in the amount of \$490,403.50 for legal services rendered during the Final Application Period at an average hourly rate of \$441.21 and seeks final authorization of reimbursement for actual, necessary expenses during the same period in the amount of \$38,017.70.

44. On the basis of the descriptions set forth in this Second Interim Fee Application, the First Monthly Fee Application, and the accompanying exhibits, Paul Weiss submits that the legal services rendered to the Debtor and the expenses incurred on its behalf are reasonable and necessary, and meet the standards established by the Court of Appeals for the Fourth Circuit. Harman v. Levin, 772 F.2d 1150 (4th Cir. 1985) (following Barber v. Kimbrell's Inc., 577 F.2d 216 (4th Cir. 1978)). Application of the relevant factors of the twelve factors adopted by Barber to the Second Interim and Final Fee Application support its approval by this Court.

² A list of Paul Weiss partners, counsel, associates and paraprofessionals who have worked on this chapter 11 case, including their hourly rates and the total hours of services rendered by each, is attached hereto as Exhibit A.

³ A detailed expenses summary is attached hereto as Exhibit C.

(a) Time and Labor Expended.

45. Exhibit A annexed hereto sets forth the name and rate of each of the professionals performing services in this case. The majority of the Debtor's restructuring activity occurred during the Second Interim Application Period. Specifically, the Debtor responded to the Equity Committee Motion, worked with the Examiner appointed in this case, confirmed its Plan and drafted the major ancillary restructuring documents during this time. These efforts necessitated involvement by numerous professionals and all services performed are specifically set forth in detail in the attached Exhibits B and E.

(b) Novelty and Difficulty of Questions Presented.

46. The Debtor is a publicly traded company with over two billion dollars of liabilities. Its consensual restructuring through chapter 11, on an expedited basis, presented novel and difficult issues of corporate and bankruptcy law, to which was added the additional complexity of an Examiner investigating certain of the Debtor's pre- and post-petition business decisions.

(c) Skill Required to Properly Perform Legal Services Required.

47. Paul Weiss has provided the skills required to fully represent the Debtor in its chapter 11 proceedings. Paul Weiss is a nationally recognized law firm with an established reputation for diligence and excellence. Moreover, Paul Weiss has properly assigned tasks to partners and associates in this case according to their level of experience and skills. Biographical statements for each of the attorneys for whom compensation is being sought are attached as Exhibit F hereto.

(d) The Attorney's Opportunity Costs in Representing the Debtor.

48. Paul Weiss is often approached to represent companies in need of restructuring advice. Paul Weiss also actively represents creditors and equity interest holders in a variety of capacities relating to bankruptcy proceedings. Although Paul Weiss is a large international law firm, its representation of the Debtor necessarily means that Paul Weiss must defer certain other representations and accordingly, incur lost opportunity costs for representation of the Debtor. The demand for competent bankruptcy practitioners in today's market only exacerbates this result.

(e) Customary Fees for Comparable Work.

49. The fees Paul Weiss charged shown on Exhibit A are reasonable and customary in the national legal community. The rates are comparable with those charged by other attorneys representing parties in other bankruptcy cases of a national magnitude and impact. E.g., In re Midway Airlines Corp., Chapter 11 Case No. 01-02319-5 (ATS) (Bankr. E.D.N.C. filed Aug. 13, 2001); Midway Airlines Parts, LLC, Chapter 11 Case No. 01-02320-5 (ATS) (Bankr. E.D.N.C. filed Aug. 13, 2001); In re WorldCom, Inc., Chapter 11 Case No. 02-13533 (JAG) (Bankr. S.D.N.Y. filed Jul. 22, 2002).

(f) The Attorney's Expectations at the Outset of the Case.

50. Paul Weiss has substantial experience representing debtors in bankruptcy. Its expectations regarding the time and resources necessary to fully represent the Debtor in its chapter 11 reorganization are based on Paul Weiss' prior experience and the individual needs of the Debtor. In its opinion, Paul Weiss believes its fees and expenses fall within its expectations of what representation of the Debtor should

cost. Paul Weiss further submits that its expectations in this regard are reasonable and consistent with national chapter 11 practice for similar bankruptcy cases.

(g) The Amount in Controversy and the Results Obtained.

51. Paul Weiss' fees and expenses are reasonable in light of the Debtor's size and the benefit of this reorganization to the Debtor. The Debtor listed scheduled assets of \$742,176,818.24 and total liabilities of \$1,739,522,826.68. Paul Weiss' representation of the Debtor in its restructuring accomplished, among other things, (i) elimination of approximately \$1.8 billion of the Debtor's senior note debt, (ii) receipt by the Debtor of approximately \$73.5 million in net proceeds to the Debtor from the Cingular tower sale, and (iii) elimination of the Debtor's commitment to purchase almost 300 additional towers from SBC at above market rates. Paul Weiss' representation of the Debtor in this chapter 11 case achieved these results without disrupting the Debtor's underlying business.

(h) Experience, Reputation and Ability of Attorneys.

52. The professionals employed by Paul Weiss in this case specialize in many areas of law including bankruptcy, securities, corporate, employment and tax litigation. Paul Weiss is a globally oriented, full-service firm of approximately 500 attorneys, with offices in New York, Washington, London, Paris, Tokyo, Hong Kong and Beijing. From its New York City base, the firm is engaged in a diverse and highly dynamic international practice serving clients throughout the United States, Canada, Latin America, Europe and Asia.

(i) The Nature and Length of Professional Relationship Between the Attorney and Client.

53. The Debtor retained Paul Weiss well before the Petition Date to render legal services to the Debtor and its non-debtor operating subsidiaries in a wide range of matters. Paul Weiss has been continuously providing those services.

(j) Awards in Similar Cases.

54. Paul Weiss submits that its fees and expenses applied for are substantially similar to fees and expenses applied for in similar cases.

55. Applying these factors to the Second Interim and Final Fee Application, Paul Weiss' fees and expenses are reasonable and necessary in light of the nature and extent of services Paul Weiss provided to the Debtor. Moreover, Paul Weiss' customary hourly rate of compensation set forth herein comport with those reasonably expended by attorneys in comparable cases. In addition, where applicable, Paul Weiss submits that the Second Interim and Final Fee Application complies with the Local Procedures. It should accordingly be approved.

56. Paul Weiss rendered the professional services for which it seeks compensation solely on behalf of the Debtor and in compliance with its duties as its counsel. At all times, Paul Weiss organized its staff, delegated responsibility and coordinated services to maximize efficiency and avoid duplication. Paul Weiss incurred the listed expenses on behalf of the Debtor in accordance with its normal practices.

57. Paul Weiss at all times attempted to limit its travel in order to reduce expense to these estates. Paul Weiss, in accounting for its travel time, differentiates between working and non-working travel.

58. Paul Weiss has not received any payment or promise of payment for its services or expenses in connection with these chapter 11 cases other than those payments discussed in this Second Interim and Final Monthly Fee Application and the Rosenberg Affidavit (as defined below).

VI.
BANKRUPTCY RULE 2016 AFFIDAVIT AND
CERTIFICATION UNDER LOCAL RULE 2016-2(F)

59. An affidavit pursuant to Bankruptcy Rule 2016 by Andrew N. Rosenberg (the "Rosenberg Affidavit"), a member of Paul Weiss, is attached hereto as Exhibit G.

VII.
NOTICE

60. Pursuant to the Administrative Order, the Second Interim and Final Fee Application will be served upon: (i) the Debtor; (ii) the Bankruptcy Administrator for the Eastern District of North Carolina; (iii) counsel for the Creditors Committee; (iv) counsel for the Banks, and (v) all creditors and parties who have requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Paul Weiss respectfully requests that this Court enter an order substantially in the form annexed hereto as Exhibit H.

A. Awarding Paul Weiss interim compensation in the amount of \$391,229.00 for professional legal services rendered as counsel to the Debtor and \$31,037.76 of expenses incurred by Paul Weiss on behalf of the Debtor during the Second Interim Application Period;

B. Authorizing and directing payment by the Debtor to Paul Weiss in the amount of \$391,229.00 for professional legal services rendered as counsel to the Debtor and \$31,037.76 of expenses incurred by Paul Weiss on behalf of the Debtor for the Second Interim Application Period;

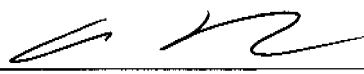
C. Awarding Paul Weiss final compensation in the amount of \$490,403.50 for professional legal services rendered as counsel to the Debtor and \$38,017.70 of expenses incurred by Paul Weiss on behalf of the Debtor during the Final Application Period;

D. Authorizing and directing payment by the Debtor to Paul Weiss in the amount of \$490,403.50 for professional legal services rendered as counsel to the Debtor and \$38,017.70 of expenses incurred by Paul Weiss on behalf of the Debtor for the Final Application Period; and

E. Granting Paul Weiss such other and further relief as this Court deems just and proper.

Dated: New York, New York
March 10, 2003

PAUL, WEISS, RIFKIND WHARTON & GARRISON LLP

By: 

Andrew N. Rosenberg
(A Member of the Firm)
1285 Avenue of the Americas
New York, New York 10019-6064
Tel: (212) 3730-3000

Counsel to SpectraSite Holdings, Inc.
Debtor and Debtor-in-Possession

Exhibit A

Fee Schedules By Professional for the Second Interim and Final Application Periods

**FEE SCHEDULE BY PROFESSIONAL
for the Second Interim Application Period**

Name	Position, Practice Area and Number of Years in that Position	Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Michael J. Segal	Partner	1986	\$700.00	31.40	\$21,637.50
Peter J. Rothenberg	Partner	1965	\$725.00	1.80	\$1,305.00
Bruce Gutenplan	Partner, 8 years	1986	\$665.00	75.30	\$50,074.50
Andrew N. Rosenberg	Partner, 2 years	1992	\$575.00	96.50	\$57,495.00
Eric Goodison	Partner, 3 years	1988	\$575.00	5.10	\$3,060.00
Raphael M. Russo,	Partner, 0.2 year	1996	\$525.00	27.70	\$14,397.50
Michael J. Roebuck	Associate, 4 years	1995	\$460.00	82.80	\$38,929.50
Binyomin Kaplan	Associate, 3 years	2001	\$365.00	38.20	\$14,655.50
Alexander V. Rohan	Associate, 3 years	2001	\$365.00	14.80	\$5,459.50
Paul Seraganian	Associate, 2 years	2001	\$460.00	1.90	\$741.00
James H. Millar	Associate, 8 years	1995 (CO)	\$460.00	214.80	\$101,262.00
Daniel E. Elie	Associate, 2 years	2002	\$420.00	6.60	\$2,772.00
Scott Strobridge	Associate, .25 years	* not yet admitted	\$260.00	68.70	\$17,862.00
Daniele China	Associate, 1 year	* not yet admitted	\$260.00	8.90	\$2,314.00
Claudia R. Tobler	Associate, 4 years	1999 (MA)	\$390.00	168.80	\$69,396.00
Heidi J. Schmid	Associate, .5 years	2002	\$330.00	26.10	\$8,672.50
Joseph Monziona	Paralegal	n/a	\$185.00	6.50	\$1,202.50

Second Interim Application Period

FEE TOTAL

\$411,236.00

TOTAL AMOUNT REQUESTED

\$391,229.00*

*** Reflects 50% adjustment to travel time pursuant to the Local Procedures.**

**FEE SCHEDULE BY PROFESSIONAL
for the Final Application Period**

Name	Position, Practice Area and Number of Years in that Position	Year Admitted	Hourly Billing Rate	Total Hours Billed	Total Compensation
Michael J. Segal	Partner	1986	\$700.00	32.00	\$22,042.50
Peter J. Rothenberg	Partner	1965	\$725.00	3.40	\$2,465.00
Gerald E. Harper	Partner	1980	\$725.00	0.4	\$290.00
Bruce Gutenplan	Partner, 8 years	1986	\$665.00	86.60	\$57,589.00
Andrew N. Rosenberg	Partner, 2 years	1992	\$575.00	132.00	\$77,907.50
Eric Goodison	Partner, 3 years	1988	\$575.00	6.60	\$3,922.50
Didier Malaquin	Counsel, 3 years	1976	\$525.00	0.30	\$157.50
Raphael M. Russo,	Partner, 0.2 year	1996	\$525.00	42.90	\$21,617.50
Michael J. Roebuck	Associate, 4 years	1995	\$460.00	84.40	\$39,665.50
Binyomin Kaplan	Associate, 3 years	2001	\$365.00	52.20	\$19,765.50
Alexander V. Rohan	Associate, 3 years	2001	\$365.00	52.80	\$19,329.50
Paul Seraganian	Associate, 2 years	2001	\$460.00	2.80	\$1,069.50
James H. Millar	Associate, 8 years	1995 (CO)	\$460.00	278.40	\$130,518.00
Daniel E. Elie	Associate, 2 years		\$420.00	6.60	\$2,772.00
Scott Strobridge	Associate, .25 years	* not yet admitted	\$260.00	93.90	\$24,414.00
Daniele China	Associate, 1 year		\$260.00	8.90	\$2,314.00
Claudia R. Tobler	Associate, 4 years	1999 (MA)	\$390.00	188.70	\$77,157.00
Heidi J. Schmid	Associate, .5 years	2002	\$330.00	29.50	\$9,794.50
Joseph Monziona	Paralegal	n/a	\$185.00	6.50	\$1,202.50
Theresa O'Leary	Library Support, 17 years	n/a	\$155.00	0.40	\$62.00
David Mitchum	Library Support, 4 years	n/a	\$155.00	1.1	\$170.50

Siu Leung	Paralegal	n/a	\$155.00	0.3	\$46.50
Jennifer Kellerman	Paralegal	n/a	\$175.00	0.8	\$140.00

Final Application Period

FEE TOTAL

\$514,412.50

TOTAL AMOUNT REQUESTED

\$490,403.50*

*** Reflects 50% adjustment to travel time pursuant to the Local Procedures.**

Exhibit B

Compensation by Project Category for the Second Interim and Final Application Periods

**COMPENSATION BY PROJECT CATEGORY FOR THE
SECOND INTERIM APPLICATION PERIOD**

SERVICES RENDERED	HOURS	FEE
Case Administration (701)	196.40	\$90,062.00
Court Hearings (702)	58.90	\$31,039.00
Schedules / Trustee Reporting (704)	1.40	\$595.00
Claims Analysis, Objection and Resolution (707)	15.90	\$7,662.50
Meetings (708)	23.50	\$10,684.50
Plan & Disclosure Statement (712)	135.20	\$60,110.00
Creditor Inquiries (713)	4.60	\$2,078.50
General Corporate Matters (714)	184.50	\$80,888.00
Employee Matters (715)	156.40	\$80,008.00
Retention of Professionals Fee (717)	0.20	\$92.00
Debtor's First Monthly Fee Application (718)	12.30	\$4,812.00
Travel (719)	80.90	\$20,007.00*
Tax Issues (722)	5.40	\$3,190.50
Matter Total	875.90	\$391,229.00*

* Pursuant to the Local Procedures, this amount reflects a 50% adjustment to the actual total travel amount incurred of \$40,014.00

**COMPENSATION BY PROJECT CATEGORY FOR THE
FINAL APPLICATION PERIOD**

SERVICES RENDERED	HOURS	FEE
Case Administration (701)	207.00	\$94,258.00
Court Hearings (702)	93.40	\$48,112.50
Schedules / Trustee Reporting (704)	1.40	\$595.00
Claims Analysis, Objection & Resolution (707)	15.90	\$7,662.50
Meetings (708)	23.50	\$10,684.50
Plan & Disclosure Statement (712)	241.40	\$107,527.00
Creditor Inquiries (713)	5.10	\$2,261.00
General Corporate Matters (714)	246.00	\$103,800.50
Employee Matters (715)	161.60	\$81,949.00
Retention of Professionals Fee (717)	0.20	92.00
Debtor's First Monthly Fee Application (718)	12.30	\$4,812.00
Travel (719)	96.30	\$24,009.00*
Litigation (721)	0.40	\$290.00
Tax Issues (722)	7.00	\$4,350.50
Matter Total	1,111.50	\$490,403.50

* Pursuant to the Local Procedures, this amount reflects a 50% adjustment to the actual total travel amount incurred of \$48,018.00.

Exhibit C

Expense Summary for the Second Interim and Final Application Periods

EXPENSE SUMMARY FOR THE SECOND INTERIM APPLICATION PERIOD

DISBURSEMENTS	AMOUNT
Information Retrieval Services (Westlaw and Lexis)	\$7,752.74
Out-of-Town Travel	\$11,192.53
Word Processing	\$3,989.50
Overtime Expenses	\$3,395.38
Photocopying ⁴ and Reproduction Services	\$3,098.43
Telephone	\$618.48
Mail & Messenger Services	\$411.89
Local Transportation Expenses	\$578.81
Disbursement Total	\$31,037.76

⁴ Paul Weiss charges \$.015 per page for photocopying.

EXPENSE SUMMARY FOR THE FINAL APPLICATION PERIOD

DISBURSEMENTS	AMOUNT
Information Retrieval Services (Westlaw and Lexis)	\$8,056.36
Out-of-Town Travel	\$13,310.51
Word Processing	\$5,047.00
Overtime Expenses	\$4,328.46
Photocopying ⁵ and Reproduction Services	\$4,791.03
Telephone	\$709.37
Mail & Messenger Services	\$567.83
Local Transportation Expenses	\$1,207.14
Disbursement Total	\$38,017.70

⁵ Paul Weiss charges \$.015 per page for photocopying.

Exhibit D

Detailed Time and Expense Records for the Second Interim Application Period

SECOND INTERIM APPLICATION PERIOD

(03354)

PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Resp Prtnrs: ANR B G PJR Proforma:
Bill Frq: M Class: 152 Status: B

Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	All Time	Amount
----- Input since 01/01/2003 -----										
00059	SEGAL, MICHAEL J	NY	EB	PARTNER	17.70	12,390.00	12/02/02	01/31/03	31.40	21,637.50
00176	ROTHENBERG, PETER J	NY	Tax	PARTNER	1.80	1,305.00	01/02/03	01/24/03	1.80	1,305.00
00707	GUTENPLAN, BRUCE	NY	Corp	PARTNER	55.50	36,907.50	12/02/02	01/31/03	75.30	50,074.50
03354	ROSENBERG, ANDREW N	NY	Bkcy	PARTNER	80.30	48,180.00	12/02/02	01/31/03	96.50	57,495.00
03520	RUSSO, RAPHAEL M	NY	Corp	PARTNER	24.80	13,020.00	12/02/02	01/31/03	27.70	14,397.50
04094	GOODISON, ERIC	NY	Corp	PARTNER	5.10	3,060.00	01/08/03	01/31/03	5.10	3,060.00
04036	ROEBUCK, J. MICHAEL	NY	EB	ASSOCIATE	56.10	26,647.50	12/02/02	01/31/03	82.80	38,929.50
04165	KAPLAN, BINYOMIN	NY	Corp	ASSOCIATE	28.50	11,115.00	12/02/02	01/31/03	38.20	14,655.50
04191	ROHAN, ALEXANDER V.	NY	Bkcy	ASSOCIATE	2.30	897.00	12/02/02	01/24/03	14.80	5,459.50
04199	SERAGANIAN, PAUL	NY	Tax	ASSOCIATE	1.90	741.00	01/15/03	01/21/03	1.90	741.00
04274	MILLAR, JAMES H.	NY	Bkcy	ASSOCIATE	163.60	77,710.00	12/02/02	01/31/03	214.80	101,262.00
04458	ELIE, DANIEL E	NY	Corp	ASSOCIATE	6.60	2,772.00	01/17/03	01/31/03	6.60	2,772.00
04494	STROBRIDGE, SCOTT	NY	Corp	ASSOCIATE	52.30	13,598.00	12/02/02	01/31/03	68.70	17,862.00
04538	CHINEA, DANIELE	NY	Bkcy	ASSOCIATE	3.00	780.00	12/30/02	01/02/03	8.90	2,314.00
04616	TOBLER, CLAUDIA	NY	Bkcy	ASSOCIATE	118.80	49,896.00	12/04/02	01/29/03	168.80	69,396.00
04695	SCHMID, HEIDI J	NY	EB	ASSOCIATE	1.70	620.50	12/02/02	01/22/03	26.10	8,672.50
02444	MONZIONE, JOSEPH	NY	Bkcy	PARALEGAL	6.50	1,202.50	01/25/03	01/27/03	6.50	1,202.50
Total:					626.50	300,842.00			875.90	411,236.00

Sub-Total Hours : 237.80 Partners; .00 Counsels; 631.60 Assocs; 6.50 Paralgls; .00 Others

Code Disbursement Name Amount

Input since 01/01/2003

Oldest Entry

Latest Entry

All Disbursements

Amount

INFORMATION RETRIEVAL SERVICES

1401	LEXIS	534.68	12/10/02	01/24/03	1,437.34
1402	WESTLAW	3,399.87	12/05/02	01/30/03	6,150.00
1405	MISC COMPUTER RESEARCH	.00	01/13/03	01/13/03	84.54
1406	LIBRARY SERVICES	.50	01/16/03	01/16/03	.50
1418	DOCKETING RETRIEVAL	46.13	12/07/02	01/31/03	80.36
Total INFORMATION RETRIEVAL SERVICES					

7,752.74

OUT-OF-TOWN TRAVEL

1501	AIRLINE CHARGES	9,533.50	01/03/03	01/24/03	9,533.50
1502	AUTO EXP.&CAR RENT	137.99	01/03/03	01/28/03	755.00
1504	HOTEL CHARGES	476.67	01/06/03	01/27/03	859.67
1505	MEALS	29.36	01/07/03	01/16/03	29.36
1507	TAXIS, ETC.	.00	01/07/03	01/07/03	15.00
Total OUT-OF-TOWN TRAVEL					

11,192.53

WORD PROCESSING

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Resp Ptnrs: ANR B G PJR
Bill Frq: M Class: 152 Status: B

(03354)

A L L D I S B U R S E M E N T S
Code Disbursement Name Input since 01/01/2003 Amount Oldest Entry Latest Entry All Disbursements Amount

WORD PROCESSING
1601 WORD PROCESSING 2,540.75 12/02/02 01/31/03 3,989.50
Total WORD PROCESSING 3,989.50

OVERTIME EXPENSES
1701 SECRETARIAL O/T .00 12/03/02 01/25/03 1,246.00
1702 PARALEGAL O/T .00 01/26/03 01/26/03 99.57
1704 STAFF MEALS .00 01/26/03 01/26/03 6.00
1705 MEALS 144.02 12/11/02 01/28/03 166.75
1706 O/T TRANSPORTATION 485.01 12/02/02 01/29/03 1,586.52
1707 OVERTIME MEALS 153.97 12/02/02 01/28/03 290.54
Total OVERTIME EXPENSES 3,395.38

DUPLICATING EXPENSES
1801 REPRODUCTION EXP 2,793.93 12/02/02 01/31/03 3,098.43
Total DUPLICATING EXPENSES 3,098.43

COMMUNICATIONS
1901 TELEPHONE TOLLS 450.18 12/02/02 01/31/03 516.48
1902 TELECOPY 99.75 12/19/02 01/27/03 102.00
Total COMMUNICATIONS 618.48

MAIL & MESSENGERS
1053 MESSENGER 11.25 12/02/02 01/15/03 41.75
1055 EXP DEL, FED EXP 261.65 12/02/02 01/25/03 360.14
1058 DOCUMENT RETRIEVAL 10.00 01/28/03 01/28/03 10.00
Total MAIL & MESSENGERS 411.89

LOCAL TRANSPORTATION EXPENSES
1082 TAXI SERVICES 49.47 12/16/02 01/16/03 578.81
Total LOCAL TRANSPORTATION EXPENSES 578.81

Total 21,158.68 31,037.76

B I L L I N G & P A Y M E N T H I S T O R Y (Reflects Payments As of 03/07/03 14:31:32)

Bill Dat	Thru Dat	Bill #	Hours	Time Cost	Disbursement Cost	Fee & CA	Billing Disbursement	Applied From OA	--- Collections Total	Balance Due
12/24/02	11/30/02	149817	233.4	101,611.50	4,549.47	97,609.50	4,549.47		.00	102,158.97
03/06/03	02/28/03	W0FF	6.4	1,878.50	.00	.00	.00		.00	

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.

Resp Prtns: ANR B G PJR Proforma:

(03354)

Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Bill Frq: M Class: 152 Status: B

B I L L I N G & P A Y M E N T H I S T O R Y (Reflects Payments As of 03/07/03 14:31:32)

Bill Dat	Thru Dat	Bill #	Hours	Cost	Disbursement	Fee & OA	Disbursement	Applied From OA	Unapplied Billed	On/Account Collections	Balance Due
03/07/03	01/30/03	WOFF	8.1	1,237.50	.00	.00	.00	.00	.00	.00	.00
Case Total:			247.9	104,727.50	4,549.47	97,609.50	4,549.47	.00	.00	.00	102,158.97

B I L L I N G V A R I A N C E A N D S U M M A R Y

SINCE	CALENDAR YEAR	LAST 12 MONTHS	CASE TO DATE	Hours	Amount	Cost	Billed Amount	Variance	Bill/Cost Ratio	Collections
01/01/2003				.0	.00	.00	.00	.00	.000	.00
DISBURSEMENTS					.00	.00	.00	.00		
TIME	14.5				3,116.00	.00	.00	-3,116.00	.000	.00
DISBURSEMENTS					.00	.00	.00	.00		
TIME	247.9	104,727.50			104,727.50	97,609.50	97,609.50	-7,118.00	.932	.00
DISBURSEMENTS					4,549.47	4,549.47	4,549.47	.00	1.000	.00
TIME	247.9	104,727.50			104,727.50	97,609.50	97,609.50	-7,118.00	.932	.00
DISBURSEMENTS					4,549.47	4,549.47	4,549.47	.00	1.000	.00

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Resp Ptnrs: ANR B G PJR Proforma:
Bill Frq: M Class: 152 Status: B

(03354)

A L L T I M E S U M M A R Y
Employee Name Off Dp Position

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
SEGAL, MICHAEL J	NY	EB	PARTNER	12/02/02	01/31/03	31.40
ROTHENBERG, PETER J	NY	Tax	PARTNER	01/02/03	01/24/03	1.80
GUTENPLAN, BRUCE	NY	Corp	PARTNER	12/02/02	01/31/03	75.30
ROSENBERG, ANDREW N	NY	Bkcy	PARTNER	12/02/02	01/31/03	96.50
RUSSO, RAPHAEL M	NY	Corp	PARTNER	12/02/02	01/31/03	27.70
GOODISON, ERIC	NY	Corp	PARTNER	01/08/03	01/31/03	5.10
ROEBUCK, J. MICHAEL	NY	EB	ASSOCIATE	12/02/02	01/31/03	82.80
KAPLAN, BINYOMIN	NY	Corp	ASSOCIATE	12/02/02	01/31/03	38.20
ROHAN, ALEXANDER V.	NY	Bkcy	ASSOCIATE	12/02/02	01/24/03	14.80
SERAGANIAN, PAUL	NY	Tax	ASSOCIATE	01/15/03	01/21/03	1.90
MILLAR, JAMES H.	NY	Bkcy	ASSOCIATE	12/02/02	01/31/03	214.80
ELIE, DANIEL E	NY	Corp	ASSOCIATE	01/17/03	01/31/03	6.60
STROBRIDGE, SCOTT	NY	Corp	ASSOCIATE	12/02/02	01/31/03	68.70
CHINEA, DANIELE	NY	Bkcy	ASSOCIATE	12/30/02	01/02/03	8.90
TOBLER, CLAUDIA	NY	Bkcy	ASSOCIATE	12/04/02	01/29/03	168.80
SCHMID, HEIDI J	NY	EB	ASSOCIATE	12/02/02	01/22/03	26.10
NON-LEGAL SUPPORT				01/25/03	01/27/03	6.50
Total:						875.90

A L L T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/02/02	Review and revise motion re: bar date (0.9); Address issues re: notice of bar date (0.6); Address issues re: holding of bondholders for benefits purposes (0.6)	2.10
			12/03/02	Review notice for publication for bar date (1.1). Consider issues re: amendment of schedules (0.3); telecon with Mr. Kaplan re: issues concerning corp docs. (0.4)	1.80
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/04/02	Discussion w/Creditor re: Plan (.2); review Equity Committee Motion (.3)	.50
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/04/02	Review motion to appoint equity committee.	.30
			12/04/02	Phone call w. Jason at Sagamore Capital re: terms of chapter 11 plan and disclosure statement and effect for bondholders.	.40
GUTENPLAN, BRUCE	Corp	PARTNER	12/05/02	Review of motion for appointment of equity holders committee (.1)	.10
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/05/02	Review and discuss Equity Committee Motion.	1.00
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/05/02	Address issues re: Shareholders motion for equity committee	1.40
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/05/02	Mtg. w/A. Rosenberg and J. Millar re: Motion to Appoint Equity Committee and response thereto.	.30

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.

Resp Ptnrs: ANR B G PJR Proforma:

(03354)

Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Bill Frq: M Class: 152 Status: B

Employee Name	A L L D E P T P O S I T I O N	T I M E D E P T P O S I T I O N	W O R K D A T E D E S C R I P T I O N	H O U R S
MILLAR, JAMES H.	BKCY	ASSOCIATE	12/06/02 Consider issues in response to equity committee motion.	.60
TOBLER, CLAUDIA	BKCY	ASSOCIATE	12/07/02 Research/analyze case law re: standard for appointing equity committee.	3.80
GUTENPLAN, BRUCE	Corp	PARTNER	12/09/02 Discussions w/Millar re Thursday's hearing on proposed equity holders committee and discussions w/Rosenberg re same (.3).	.30
ROSENBERG, ANDREW N	BKCY	PARTNER	12/09/02 Conv. w/Perles re: Verizon (0.1); work on Equity Committee Objection (0.9).	1.00
MILLAR, JAMES H.	BKCY	ASSOCIATE	12/09/02 Telephone conference with Tomnick and Clark re: hearing.	.20
			12/09/02 Telephone conference with Ms. Gardner re: case administration issues (0.2); Telephone conference with Mr. Haack re: prep for hearing.	.40
			12/09/02 Review issues re: objection to equity committee motion.	.50
			12/09/02 Discussion with Ms. Tobler re: prep for hearing. (.0.3).	.30
TOBLER, CLAUDIA	BKCY	ASSOCIATE	12/09/02 Cont'd research re: standard for appointing equity committee; draft objection to motion by Orr to appoint equity committee.	6.70
ROSENBERG, ANDREW N	BKCY	PARTNER	12/10/02 Work on Equity Committee Opposition.	2.00
			12/10/02 Meeting with Lazard.	1.50
MILLAR, JAMES H.	BKCY	ASSOCIATE	12/10/02 Consider all issues in response to equity committee motion et al. re: hearing prep (2.5), review of papers (3.5); review and prep for evidentiary hearing (5.3).	9.80
TOBLER, CLAUDIA	BKCY	ASSOCIATE	12/10/02 Draft and research list of items to cover when providing expert trial testimony; prepare questions and answer for expert Lazard witness. Research standard in 4th Circuit for qualifying experts for expert testimony and email memo to J. Millar re: same.	2.20
			12/10/02 Email to T. Garner re: any local practice requirements for admitting expert testimony.	1.20
			12/10/02 Research trial preparation of witness and list of qualifications; expert must verify to qualify; email memo re: same.	.10
GUTENPLAN, BRUCE	Corp	PARTNER	12/11/02 Discussions w/Rosenberg re strategy regarding proposed equity holders committee (.2); review of draft objection to appointment of equity holders committee (.5); tc w/Rosenberg re comments on same (.1).	.40
ROSENBERG, ANDREW N	BKCY	PARTNER	12/11/02 Revise Objection to Equity Committee.	.80
				4.00

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.

Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.

Resp Printers: ANR B G PJR Proforma:

Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Bill Frq: M Class: 152 Status: B

(03354)

Employee Name	Dept	Position	Work Date	Description	Hours
A L L T I M E D E T A I L					
KAPLAN, BINYOMIN	Corp	ASSOCIATE	12/11/02	PC/Tobler re: Answer to Motion for Equity Class.	.10
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/11/02	Review Answer to Motion for Equity Class. Tobler re: witness preparation for evidentiary hearing (2.3); Review and finalize papers (1.4); coordinate issues and continuance with Ms. Gardner (0.9)	4.60
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/11/02	Final edits entered to Objection; circulate to Company, Lazard and local counsel for comments. Discussion w/A. Rosenberg re: same.	.50
			12/11/02	Meeting w/T. Haacks and A. Lefkovits from Lazard to do dry run of expert testimony for hearing on motion to appoint equity committee. Edits to objection; bluebook and citecheck final version; keycite/shepardize final version.	1.90
			12/11/02	Edits to objection; bluebook and citecheck final version; keycite/shepardize final version.	2.60
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/12/02	Convs. w/Millar and Gutenplan re: Opposition to Equity Committee.	1.00
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/12/02	Review and revise subpoenas and notice of depositions with respect to Mr. Orr (1.1). Coordinate issues with Mr. Engel and Ms. Gardner re: service and timing: (1.1). Coordinate issues re: same (1.4)	3.60
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/12/02	Research process for compelling attendance of party witness at evidentiary hearing.	.60
			12/12/02	Final edits to Subpoena and Notice of Deposition (0.3); meeting with J. Millar re: service of same and location of deposition (0.2); strategy re: areas to cover in deposition (0.1)	.60
			12/12/02	Mtg. w/ J. Millar and A. Rosenberg re notice of deposition of P. Orr and subpoena re same.	.30
			12/12/02	Rel. call w/ local counsel re: format issues re: objection; edits to objection & email to local counsel for filing.	.30
			12/12/02	Draft notice of deposition and subpoena re: Orr.	1.50
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/13/02	Work on Equity Committee Opposition Hearing preparation.	1.00
ROHAN, ALEXANDER V.	Bkcy	ASSOCIATE	12/13/02	review fax from attorney for Communications, re: possible retention (1.4); discuss same with Mr. Millar (.2); forward same to local counsel (.3)	.90

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Resp Prtmrs: ANR B G PJR Proforma:
Bill Frq: M Class: 152 Status: B

(03354)

Employee Name	Dept	Position	Work Date	Description	Hours
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/13/02	Coordinate issues with Mr. Engel re: service of subpoena (0.8); Office conference with Mr. Rosenberg re: same (0.2).	1.00
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/13/02	Revise Deposition and Notice of Deposition and email to St. Louis counsel	.20
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/14/02	Prepare for deposition of Mr. Orr.	2.10
			12/15/02	Prepare for deposition of Mr. Orr.	.90
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/15/02	Review Committee's objection to Equity Committee Motion and related pleadings; generate points to include in Peter Orr deposition.	.40
GUTENPLAN, BRUCE	Corp	PARTNER	12/16/02	Tc w/Rosenberg re developments relating to proposed equity holders committee.	.20
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/16/02	Various conv. re: work on Equity Committee Opposition and Hearing Prep. thereon.	2.00
ROHAN, ALEXANDER V.	Bkcy	ASSOCIATE	12/16/02	discuss status of case with Mr. Millar	.30
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/16/02	Coordinate issues in preparation for deposition of Mr. Orr.	3.40
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/16/02	Draft letter and amended order to fix record date to send to court.	.90
			12/16/02	Prepare Haack testimony question and answers in preparation for hearing on motion to appoint equity committee scheduled for Thursday.	1.90
			12/16/02	Research enforceability of Rule 45 subpoena and application of Rule 27 to the facts in anticipation of movants motion to quash subpoena of Peter Orr.	1.30
GUTENPLAN, BRUCE	Corp	PARTNER	12/17/02	Discussions w/Rosenberg re motion for equity holders committee.	.20
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/17/02	Review consent order re: postponement of hearing (0.1); address balloting issues. (0.2)	.30
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/18/02	Equity Committee Status Conf. and prep. therefor.	1.00
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/18/02	Office conference with Mr. Rosenberg re: preparation for status conference with judge (0.2); Participate in status conference with judge. (.5);	.70
			12/19/02	Office conference with Mr. Rosenberg re: equity motion status.	.20
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/19/02	Review Bankruptcy Code for statutory deadlines for debtor in possession; email re: same to JMiliar.	1.60

Run Date & Time: 03/07/03 14:31:32

Work Date From : 12/01/02 Thru : 01/31/03

Client: 015190 SPECTRASITE COMMUNICATIONS, INC.
Matter: 00042 SPECTRASITE - CHAPTER 11 REORGANIZATION

Resp Prtnrs: ANR B G PJR
Bill Frq: M Class: 152 Status: B

Proforma: (03354)

Employee Name	Dept	Position	Work Date	Description	Hours
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/19/02	Research permissible /impermissible contact by attorney of debtor shareholders post petition /preconfirmation relating to soliciting shareholders for formation of equity committee.	1.00
ROHAN, ALEXANDER V.	Bkcy	ASSOCIATE	12/20/02	t/c with Mr. Millar, question regarding payment to ballot agent (.2); review retention motion of same and email from Mr. Millar, re: same (1.3)	.60
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/20/02	Office conference with Mr. Rosenberg re: equity committee motion issues.	.20
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/20/02	Research /analysis solicitation issues.	1.40
ROHAN, ALEXANDER V.	Bkcy	ASSOCIATE	12/30/02	review and respond to email re: description of case for internal purposes	.30
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/30/02	Address issues in response to motion to substitute movants and related matters.	3.30
CHINEA, DANIELE	Bkcy	ASSOCIATE	12/30/02	Research regarding the standard for substitution of a plaintiff in a non-class action suit.	3.50
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/30/02	Finish drafting of Q&A for Haack Testimony at 1/7 hearing re: motion to appoint equity committee.	2.40
MILLAR, JAMES H.	Bkcy	ASSOCIATE	12/30/02	Research precedent for motion to extend time under 365(d) (4).	.30
CHINEA, DANIELE	Bkcy	ASSOCIATE	12/31/02	analyze and address issues in response to motion for equity committee (0.8); review and consider indenture trustee comments to plan (1)	1.80
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	12/31/02	Research regarding standard for substitution of a party, which was revamped to research on the replacement of movant.	2.40
ROSENBERG, ANDREW N	Bkcy	PARTNER	12/31/02	Review D. Chinae's Rule 25 research and email J. Millar summarizing same.	.20
MILLAR, JAMES H.	Bkcy	ASSOCIATE	01/02/03	Conv. w/ Millar; Tobler & Gardner & Harper re: Equity Committee Motion.	.80
CHINEA, DANIELE	Bkcy	ASSOCIATE	01/02/03	Review draft of response to motion for equity committee (2.4); address issues re: deposition of Peter Orr, withdrawal of motion etc. (3.4); analyze issues in response to equity committee motion. (3.9)	9.70
ROHAN, ALEXANDER V.	Bkcy	ASSOCIATE	01/02/03	Beginning to draft an objection to motion for substitution.	3.00
TOBLER, CLAUDIA	Bkcy	ASSOCIATE	01/02/03	discuss status of case with Mr. Millar Q&A for Tom Haack in preparation for 1/7 hearing on motion to appoint equity committee.	.30
			01/02/03	Discuss motion to substitute movant w/ Arosenberg & J Millar; draft objection to same.	1.10
			01/02/03		2.60