

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

FILED

JAN 07 2003

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

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

**FIRST APPLICATION BY POYNER & SPRUILL, LLP
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Poyner & Spruill LLP ("P&S" or the "Applicant") attorney for SpectraSite Holdings, Inc. (the "Debtor"), debtor-in-possession in the above-captioned case, hereby applies to the Court for entry of an order allowing interim compensation and reimbursement of expenses for services rendered by the Applicant in connection with its representation of the Debtor for the period from November 15, 2002 through December 31, 2002 (the "First Application Period.") In support of this Application, your Applicant respectfully represents:

1. The Debtor filed for chapter 11 relief on November 15, 2002. The Debtor continues in possession of its property and continues to manage its affairs as a debtor-in-possession.
2. On November 21, 2002, the Bankruptcy Court entered an order authorizing the appointment of Poyner & Spruill LLP as counsel for the Debtor.
3. On November 21, 2002 an Order was entered by this court allowing P&S and other professionals to file applications for compensation and reimbursement of expenses on a monthly basis.

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4. Your Applicant seeks approval of interim fees and expenses pursuant to sections 330 and 331 of the Bankruptcy Code. Section 330 of the Bankruptcy Code provides that persons employed by an estate are entitled to:

- (a) reasonable compensation for actual, necessary services rendered by such trustee, examiner, professional person, or attorney, as the case may be, and by any paraprofessional person employed by such trustee, professional person, or attorney, as the case may be, based on the nature, the extent, and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under this title; and
- (b) reimbursement for actual, necessary expenses.

11 U.S.C. § 330.

5. During the First Application Period, your Applicant provided approximately 122.0 hours of legal and paralegal services at an average hourly rate of approximately \$203.00 for a total amount of fees of \$24,822.50. For this same period, your Applicant incurred \$5,206.36 in expenses. It is the normal and customary practice of the law firm of P&S to charge in lieu of the voluminous and costly itemization of expenses an administrative charge in the amount of \$7.50 per hour of billable time recorded by attorneys and paralegals to cover, among other things, all long distance telephone calls, normal copying costs and ordinary postage. Extraordinary expenses for reimbursement of mileage, lodging, meals, legal research charges, bulk copies, Federal Express charges and bulk postage are charged in addition to the administrative charge and are itemized on Exhibit "B"

6. Your Applicant submits that the amount reflecting the total time actually spent by P&S in providing services to the Debtor, and the costs incurred by your Applicant in providing such services, should be approved as constituting reasonable compensation for the services

actually rendered and reimbursement for costs incurred in connection with the Debtor's bankruptcy case.

7. The members of P&S have experience in the area of bankruptcy and corporate reorganization. A summary of the background and qualifications of the attorneys and professional staff rendering legal and paralegal services in this case is attached to as Exhibit "A", and is incorporated herein by reference.

8. Exhibit "B" to this Application provides a detailed summary of the services rendered by P&S recorded during the period from November 15, 2001 through December 31, 2002. This Exhibit reflects services rendered by each attorney and paralegal who provided services during the applicable period and the time spent and the fee charged for such services, billed at the attorney's or paralegal's hourly rate. Exhibit "B" also provides a summary of the costs incurred by P&S.

9. Services rendered by P&S from November 15, 2002 through December 31, 2002 are as follows:

TLG (Attorney)	63.40	x	\$300.00	=	\$19,020.00
LPS (Attorney)	0.30	x	\$200.00	=	\$ 60.00
MEL (Attorney)	0.70	x	\$150.00	=	\$ 105.00
	1.70	x	\$ 75.00	=	\$ 127.50
PD (Paralegal)	54.30	x	\$100.00	=	\$ 5,430.00
	1.60	x	\$ 50.00	=	\$ 80.00

10. As can be determined from a review of Exhibit B, your Applicant has recorded in detail the necessary services that it has performed as counsel for the Debtor. The services rendered included the following:

(a) During the First Application Period, your Applicant assisted lead counsel Paul, Weiss, Rifkind, Wharton & Garrison (herein after "Paul Weiss") of New York, New York in the preparation and filing of First Day Pleadings.

(b) Your Applicant attended the First Day Hearings and represented the Debtor in obtaining the relief requested in its First Day Pleadings. Such relief included, among other things, entry of orders by this Court (a) conditionally approving the Disclosure Statement, and setting a hearing on the Disclosure Statement and confirmation of the Plan; (b) fixing the deadline for filing proofs of claims; (c) approving employment of the Debtor's professionals; and (d) establishing procedures for interim compensation for professionals. Your Applicant also helped prepare the Debtor's management for testifying at the First Day Hearing, and coordinated procedural activity with Paul Weiss regarding scheduling and notice of the First Day Hearing.

(c) P&S has monitored the filing of proofs of claim and provided information regarding the claims to The Altman Group, a professional employed by the Debtor to assist in the service of the Plan of Reorganization and Disclosure Statement. Also P&S has worked with The Altmans Group to assure the proper service of the Plan of Reorganization and Disclosure Statement;

(d) P&S has worked with Paul Weiss to respond to issues involving the Motion for appointment of an Equity Committee and has coordinated hearings and conferences with the court and proposed counsel for the Equity Committee;

(e) P&S has responded to numerous creditor inquiries regarding the chapter 11 case and the Plan of Reorganization;

(f) P&S attended the section 341 meeting of creditors for the Debtor and participated with the Debtor in the status conference with the Bankruptcy Administrator;

(g) P&S drafted a motion to modify the requirements of the local rules

of this court to recognize the Debtor's legal status as a holding company and the inapplicability of certain rules which apply to operating companies;

(h) (h) Your Applicant drafted a motion to limit service of certain pleadings in the case and prepared and filed notices of stay in litigation pending against the Debtor;

(i) Your Applicant has been involved in the filing and serving of almost all pleadings filed in the case other than the Plan of Reorganization and Disclosure Statement;

(j) P&S has assisted Paul Weiss in complying with the local rules of this court;

(k) Your Applicant assisted in the filing of the application by the Debtor for employment of Ernst & Young, the Debtor's tax provider and auditors.

11. No agreement or understanding exists between your Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with the case, except as authorized by the Bankruptcy Code and by agreement among the members of the law firm of P&S.

12. No previous allowance of compensation for services rendered or reimbursement of proper costs and expenses has been made to the firm or any other attorney for the particular services and expenses set out in Exhibit "B".

13. Prior to the filing of the chapter 11, P&S was paid a retainer of \$100,000.00. A total of \$26,026.05 was applied to pay pre-petition fees and expenses. The remaining balance of \$73,973.95 is being held in trust for application of court approved fees and expenses. Pursuant to the Order entered on November 21, 2002 establishing procedures for interim compensation

and reimbursement of professionals, P&S will only receive payment of 80% of allowed fees and expenses, with the balance held in trust pending final approval of fees/expenses by the Court.

WHEREFORE, your Applicant respectfully requests that the court enter an order allowing this application for interim compensation in the amount of \$24,822.50 and reimbursement of expenses in the amount of \$5,206.36 for the First Application Period.

This the 7th day of January, 2003.


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

EXHIBIT A
BIOGRAPHICAL INFORMATION
BY POYNER & SPRUILL LLP

TERRI L. GARDNER: Terri L. Gardner is a partner with Poyner & Spruill, LLP. She graduated from Wake Forest University, B.A., Magna Cum Laude, Phi Beta Kappa, 1978; Wake Forest University School of Law, J.D. 1981; Wake Forest Law Review; Law Clerk to the Honorable Rufus W. Reynolds, United States Bankruptcy Judge for the Middle District of North Carolina, August, 1981 through February, 1983; Partner, Smith Debnam Narron Wyche Story & Myers, L.L.P., Raleigh, North Carolina February, 1983 through December, 2001;

Ms. Gardner has practiced bankruptcy law exclusively since February, 1983; North Carolina Certified Bankruptcy Specialist; Certified as Business Bankruptcy Specialist by the American Bankruptcy Board of Certification; Chapter 7 trustee, Raleigh Division United States Bankruptcy Court, Eastern District of North Carolina; Chairman of Bankruptcy Section of North Carolina Bar Association from June, 2000 through June, 2001; member of North Carolina Bar Association, American Bankruptcy Institute and Turnaround Management Association; Member of Bankruptcy Council from 1986 to 1991, 1996 to present; Chairman of Bankruptcy Law Specialization Committee of North Carolina State Bar Board of Legal Specialization 2001-2002; Member of N. C. State Board of Specialization 2002; Member of Tenth Judicial District Fee Arbitration Committee and is President-Elect for the Wake County Bar Association.

Ms. Gardner has attended many state, regional, and national bankruptcy seminars. She has served as a lecturer at several seminars and was a contributing author to the North Carolina Bankruptcy Practice Manual. Ms. Gardner has represented creditors and publicly and privately held debtors in workouts and chapter 11 reorganizations.

LISA P. SUMNER: Lisa P. Sumner is an associate with Poyner & Spruill LLP and has been engaged in the practice of law since 1994. She received her B.A. from the University of Chapel Hill in 1991 and her J.D. from Duke University in 1994. She concentrates her practice in the areas of bankruptcy and commercial litigation. She has experience representing creditors, as well as, debtors with respect to issues including relief from stay, asset sales, reclamation, executory contract disputes, confirmation, objections to claims and discharge issues. She has represented numerous banks and corporate entities. Before joining Poyner & Spruill LLP Lisa practiced law in South Carolina and Virginia, where she is also licensed.

MELISSA E. LITTLE: Melissa E. Little is an associate with Poyner & Spruill, LLP. She attended The University of North Carolina at Chapel Hill: B.A., 1980; M.B.A. 1984; Juris Doctor, 2000. Ms. Little has practiced law at Poyner & Spruill LLP since September, 2000, in the areas of corporate and real estate law, financial services law, and bankruptcy/creditors' rights, with a special emphasis on government-guaranteed transactions. In addition to closing numerous commercial loans and real estate transactions, she has led classes for lenders on Revised Article 9 of the Uniform Commercial Code.

Ms. Little is admitted to practice in North Carolina and in the U.S. Courts for Eastern, Middle, and Western Districts of North Carolina. She is a member of the American Bar Association, the North Carolina Bar Association, the Wake County Bar Association, and the American Bankruptcy Institute. Since joining Poyner & Spruill LLP she has completed over 80 hours of continuing legal education in bankruptcy and business law.

PATSY DUCHARME: Patsy Ducharme is a paralegal with Poyner & Spruill, LLP. She attended the University of Southwestern Louisiana, 1967; She has been legal assistant to chapter 7 bankruptcy trustee for the Eastern District of North Carolina for over 22 years. Regularly attends workshops sponsored by the Clerk's Office and Bankruptcy Administrator's Office, as well as, the North Carolina State Bankruptcy Institute and the Bankruptcy Institute for the Eastern District of North Carolina. She is a member of the North Carolina Bar Association.

POYNER SPRUILL LLP
ATTORNEYS-AT-LAW

PHONE: (919) 783-6400
FED. ID # 56-1493995

Post Office Box 10096
Raleigh, North Carolina 27605-0096

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.
ATTN: DAVID P. TOMICK
100 REGENCY FOREST DRIVE, SUITE 400
CARY, NC 27511

RE: CHAPTER 11

Fees for Professional Services Through 12/31/02	24,822.50
Expense Advances Through 12/31/02	5,206.36

Amount Due For This Invoice	\$30,028.86

----- S E R V I C E S S U M M A R Y -----

PARTNER

TLG TERRI L. GARDNER	63.40 hrs @ 300.00 per hour	19,020.00
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ASSOCIATE

LPS LISA P. SUMNER	.30 hrs @ 200.00 per hour	60.00
MEL MELISSA E. LITTLE	.70 hrs @ 150.00 per hour	105.00
MEL MELISSA E. LITTLE	1.70 hrs @ 75.00 per hour	127.50

PARALEGAL

PXD PATRICIA DUCHARME	54.30 hrs @ 100.00 per hour	5,430.00
PXD PATRICIA DUCHARME	1.60 hrs @ 50.00 per hour	80.00

TOTAL FEES:		\$ 24,822.50

TOTAL FEES AND EXPENSES:		\$30,028.86

INVOICES ARE PAYABLE UPON RECEIPT

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/05/02	TLG	Review of Disclosure Statement draft.	1.50	450.00
11/14/02	TLG	Drafted documents and discussions with Paul Weiss firm regarding Schedules and SOFA and, informational requests to complete documents. (3.0). Meeting with CEO to obtain execution of documents. (2.0)	5.00	1500.00
11/14/02	LPS	Conferences with Ms. Gardner re coordinating execution of documents, filing with court and revisions to schedules.	.30	60.00
11/14/02	PXD	Continued revisions to schedules per information received from Paul Weiss and statement of financial affairs. (3.5) Revisions to list of executory contracts and leases. (1.5) Conferences with Ms. Gardner re revisions. (0.8) Revisions and assisting in preparation of all first day motions and applications. (1.7)	7.50	750.00
11/15/02	TLG	Final preparation of documents for filing. (1.20) Discussed several issues with documents with Paul Weiss attorneys. (0.8)	2.00	600.00
11/15/02	TLG	Coordinated filing of documents and discussed motion to shorten time with deputy clerk.	1.00	300.00
11/15/02	TLG	Discussed filing of documents and service with Paul Weiss (several calls). (.7) Discussed service of documents on Committee with Jim Johnson. (.3) Talked to Greg Crampton about service as counsel for Committee/Noteholders. (.3) Sent documents to Johnston and Crampton. (.2)	1.50	450.00
11/15/02	TLG	Review and revision of Notice to be sent with documents.	.30	90.00
11/15/02	MEL	Travel to SpectraSite office in Cary and Bankruptcy Court. (1.2) Travel to Bankruptcy Court to deliver additions to petitions to Clerk and Bankruptcy Administrator. (.5)	1.70	127.50
11/15/02	MEL	Meet with Steve Clark re resolution.	.70	105.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/15/02	PXD Telephone conference with Paula Gill at Equiserve regarding filing of chapter 11 and notice issues.	.30	30.00
11/15/02	PXD Telephone conference with Clerk's Office regarding attachment to statement of financial affairs.	.20	20.00
11/15/02	PXD Telephone call from Court regarding entry of order shortening notice and service.	.10	10.00
11/15/02	PXD Travel to and from clerk's office (2 trips) for filing of petition and first day motions.	1.60	80.00
11/15/02	PXD Call from Clerk's Office regarding setup of matrix and revisions to diskette.	.10	10.00
11/15/02	PXD Revisions to address entries on schedules to comply with matrix rules.	.50	50.00
11/15/02	PXD Preparation of Notice of Hearing of First Day Motions.	.50	50.00
11/15/02	PXD E-mail with Paul Weiss regarding service issues of first day motions and drafting of revised service list, revisions to same.	.60	60.00
11/15/02	PXD Office conference with Clerk's Office regarding filing, hearing dates, order shortening notice, substitution of original affidavits of professionals.	.50	50.00
11/15/02	PXD Office conference with Bankruptcy Administrator's Office and service of pleadings by hand delivery.	.30	30.00
11/15/02	PXD Continued assisting attorneys with preparation and assimilation of documents and exhibits for filing of chapter 11 petition and schedules and first day motions.	2.20	220.00
11/15/02	PXD Conference and instructions to secretary and messenger center regarding service of documents by overnight delivery and requirements thereof.	.50	50.00
11/15/02	PXD Review of e-mail from Mr. Millar regarding providing documents to Equiserve and respond to Ms. Gill.	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/15/02	PXD	Review of e-mail from David Tomick regarding assignment by The Bank of New York to HSBC Bank of USA; review of assignment; conference with Ms. Gardner regarding effective service.	.30	30.00
11/15/02	PXD	Conference with copy center regarding additional service by Federal Express of HSBC Bank of USA.	.20	20.00
11/15/02	PXD	Preparation of certificate of service of first day motions, order shortening notice and notice of hearing.	.30	30.00
11/15/02	PXD	Organization of filed schedules and pleadings for docketing and deadline entries.	1.20	120.00
11/17/02	TLG	Review of most recent draft of Disclosure Statement and financial information prepared by Lazard.	1.50	450.00
11/18/02	TLG	Communicated with Paul Weiss regarding status of Plan and Disclosure Statement filing; coordinated in sending and execution of documents.	.50	150.00
11/18/02	TLG	Meeting with client to obtain execution of Plan and Disclosure Statement filed.	1.60	480.00
11/18/02	TLG	Talked to Steven Lilly about changes needed to Disclosure Statement and compensation for local counsel for Committee.	.30	90.00
11/18/02	TLG	Called local counsel for Committee regarding status. (.4) Worked with paralegal on proper service of SpectraSite Plan and Disclosure Statement. (.2).	.60	180.00
11/18/02	TLG	Review and preparation of the Plan and Disclosure Statement for filing with the court; discussed same with Ben Kaplan.	1.00	300.00
11/18/02	PXD	Review of e-mail from Mr. Millar regarding revisions to service list and revisions to certificate of service to reflect service on additional parties in interest of first day motions.	.40	40.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/18/02	PXD	Review of e-mail from Ms. Guill at Equiserve regarding filing and additional information regarding Court and Bankruptcy Administrator.	.20	20.00
11/18/02	PXD	Conference with Ms. Gardner regarding instructions on filing and service of Disclosure Statement and Plan.	.20	20.00
11/18/02	PXD	Telephone conference with Mr. Altman, proposed claims agent, regarding first day orders and duties of claims agent	.20	20.00
11/18/02	PXD	Assisting in preparation of exhibits and finalizing Disclosure Statement and Plan of Reorganization for filing.	.90	90.00
11/18/02	PXD	Telephone conference with Ms. Gardner regarding service issue of first day motions on Mr. Johnston, research of Federal Express tracking and e-mail to Mr. Johnston.	.20	20.00
11/18/02	PXD	Instructions to copy center re organization of plan and disclosure statement.	.50	50.00
11/18/02	PXD	Review of service requirements and drafting certificate of service of plan and disclosure statement.	.20	20.00
11/18/02	PXD	Assisting and supervising the preparation of plan and disclosure statement for service.	.60	60.00
11/19/02	TLG	Two calls with client regarding bank accounts being opened.	.30	90.00
11/19/02	TLG	Coordinated with Paul Weiss about hearing on Thursday, Nov. 21 and procedure.	.50	150.00
11/19/02	TLG	Called Crampton about meeting and discussed creditors committee formation. (.2) Call from Bankruptcy Administrator regarding formation of Committee. (.2)	.40	120.00
11/19/02	TLG	Talked to claims and balloting agent regarding bar date and claims. (.3) Called court regarding proofs of claim. (.1)	.40	120.00
11/19/02	TLG	Review of First Day Motions to prepare for meeting with Paul Weiss and hearing.	1.00	300.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/19/02	PXD	Continued assisting in preparation and proper service of Plan of Reorganization and Disclosure Statement.	.70	70.00
11/19/02	PXD	Review and organization of filed documents and instructions to secretary regarding preparation of docket books.	.40	40.00
11/19/02	PXD	Drafting Order Approving Employment of Poyner & Spruill, LLP as Attorneys for the Debtor.	.60	60.00
11/19/02	PXD	Revision to certificate of service of Plan and Disclosure Statement.	.30	30.00
11/20/02	TLG	Meeting with Jim Millar to discuss hearing and preparation.	1.50	450.00
11/20/02	TLG	Meeting with client and Paul Weiss to review issues and prepare for hearing. (1.5) Outlined motions and other pleadings. (1.2) Called BA to discuss any objections. (.3)	3.00	900.00
11/20/02	TLG	Call from Verizons counsel about treatment of Verizon in the Plan; review of Plan terms and treatment.	.20	60.00
11/20/02	TLG	Review of SpectraSite issues with Millar.	.20	60.00
11/20/02	PXD	Review of Schedules D, E and F and Executory Contracts and identification of contingent, disputed and unliquidated claims; preparation of Notice of same.	1.10	110.00
11/20/02	PXD	Review information in civil action Felipe Lopez vs. SpectraSite Holdings, Inc. and drafting notice of stay.	.50	50.00
11/20/02	PXD	Drafting Notice of Stay in IS Capital, LLC vs. Evolution Communications, et al.	.40	40.00
11/20/02	PXD	Drafting Notice of Stay in civil action by Technasource, Inc. vs. Evolution Communications, Inc. et al.	.40	40.00
11/20/02	PXD	Drafting Notice of Stay in Oaktree Capital Management, et al vs. Debtor, et al.	.40	40.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/20/02	PXD	Drafting Notice of Stay in civil action Generation Capital Associates vs. Debtor.	.40	40.00
11/20/02	PXD	Review of e-mail from Blank Rome regarding proposed Disclosure Statement and responding with e-mail re same.	.20	20.00
11/20/02	PXD	Preparation of motion to appear pro hac vice for Mr. Rosenberg, Millar and Ms. Tobler for filing.	.30	30.00
11/20/02	PXD	Instructions from Ms. Gardner regarding amendment to Plan and Disclosure Statement and preparation of signature pages for execution.	.20	20.00
11/20/02	MSG	Document Transmittal	.50	NO CHARGE
11/21/02	TLG	Prepared orders and discussed hearing with Paul Weiss counsel. (1.0) Outlined issues and hearing procedures. (.5)	1.50	450.00
11/21/02	TLG	Attended hearing on various pleadings filed by Debtor. (1.1) Met with parties prior to and after hearing. (.9)	2.00	600.00
11/21/02	TLG	Prepared revised order in keeping with objections and concerns raised at the hearing on November 21, 2001. (1.7) Call from court on Disclosure Statement Order and bar date issues. (.3)	2.00	600.00
11/21/02	TLG	Replied to clerk of court regarding bar date issue and removal of Spectrasite Communications from Web site/Pacer.	.30	90.00
11/21/02	PXD	Review of notice of appearance of Gregory B. Crampton and James Johnston and verification that they are included on service list and matrix.	.30	30.00
11/21/02	PXD	Review of notice of appearance of Michael Weinstock on behalf of Quadrangle Group, LLC and adding to service list and matrix.	.30	30.00
11/21/02	PXD	Instructions from Ms. Gardner regarding Altman Group and service of proof of claim.	.10	10.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/21/02	PXD	Discussion with Ms. Gardner regarding requirement by Bankruptcy Rules of Service of Plan and Disclosure Statement on Securities and Exchange and following through on same.	.10	10.00
11/21/02	PXD	Letter to Mr. Altman, service agent, regarding service of proofs of claims and providing information in disc format for use of same.	.30	30.00
11/21/02	PXD	Instructions from Ms. Gardner regarding case administration, notice of contingent, dispute claims and withdrawal of motion for payment of professionals in ordinary course of business.	.30	30.00
11/22/02	TLG	Talked to Equiserve regarding executory contract.	.20	60.00
11/22/02	TLG	Drafted special notice about Bar Date. (.7) Revised notice of listing as Contingent, Disputed, Unliquidated. (.2) Provided same to Paul Weiss for comment. (.1)	1.00	300.00
11/22/02	TLG	Talked to Wood of Ernst and Young regarding fee application process and employment.	.30	90.00
11/22/02	PXD	Telephone call from Patrice Chisholm regarding filing and schedules and return call regarding same.	.20	20.00
11/22/02	PXD	Preparation of withdrawal of motion for order establishing procedures for interim compensation and reimbursement of expenses of professionals.	.40	40.00
11/22/02	PXD	Telephone conference with David Delgoti regarding debtor's Disclosure Statement.	.30	30.00
11/24/02	TLG	Prepared important notices for creditors on matrix and instructed paralegal on proper service. (.3) Contacted client regarding insurance and bank account information. (.2)	.50	150.00
11/25/02	PXD	Review of Notice Pursuant to Local Rules 2.04 and 2.05 filed by Alston and Bird, LLP on behalf of Cingular Wireless LLC and update to debtor's mailing matrix.	.30	30.00

December 31, 2002

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/25/02	PXD	Telephone conference and instructions from Ms. Gardner regarding filing notice of contingent, disputed and unliquidated claims; memorandum to creditors regarding claims bar date and Notice of Order.	.30	30.00
11/25/02	PXD	Telephone conference with Mr. Millar regarding service of notice of contingent, disputed and unliquidated claims; review of filed schedules with Mr. Millar.	.30	30.00
11/25/02	PXD	Instructions from Mr. Millar regarding revisions to Memorandum to Parties on Mailing Matrix and revising same.	.30	30.00
11/25/02	PXD	E-mail to Mr. Millar regarding revised Memorandum and approval of same.	.10	10.00
11/25/02	PXD	Comparison of Schedules D, E and F to mailing matrix of notice of contingent, disputed and unliquidated claims and revisions to certificate of service.	.50	50.00
11/25/02	PXD	Review of revised Notice to Holders of Disputed, Contingent or Unliquidated Claims and preparation of exhibits to same; instructions to secretary regarding service.	.40	40.00
11/25/02	PXD	Office conference and instructions to office messenger center regarding service of Memorandum and Notice of Order Establishing Procedures and Deadline for Filing Proofs of Claim Against Spectrasite Holdings, Inc.	.20	20.00
11/25/02	PXD	Telephone call from Clerk's Office regarding filing withdrawal of motion regarding ordinary course of payment of professionals.	.20	20.00
11/25/02	PXD	Review of court docket and filed motions.	.20	20.00
11/25/02	PXD	Preparation of Withdrawal of Motion Authorizing Retention, Employment and Payments of Professionals in Ordinary Course of Business.	.30	30.00
11/25/02	PXD	Telephone conference with Ken Altman regarding service of ballots; discussion of procedure for review and objection to claims; e-mail to Mr. Altman regarding same.	.20	20.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/25/02	PXD	Telephone call from Ms. Gardner regarding depository report.	.10	10.00
11/25/02	PXD	Review of e-mail from Steven Lilly at Spectrasite regarding information for depository report and respond to same.	.10	10.00
11/25/02	PXD	Telephone call to Ms. Lynch, Bankruptcy Administrator, regarding compliance with Local Rules on depository and insurance reports.	.10	10.00
11/25/02	PXD	Review of case docket and obtaining copies of Notices of Appearance.	.30	30.00
11/25/02	PXD	Update of service list to add additional parties who have filed notice of appearance.	.30	30.00
11/26/02	TLG	Drafted letter to Paula Gill of Equiserve regarding executory contract; called Gill to discuss.	.40	120.00
11/26/02	TLG	Communicated with Paul Weiss regarding amendment to Schedules and provided comments to Millar on discussions with Bankruptcy Administrator.	.50	150.00
11/26/02	TLG	Talked to Bankruptcy Administrator regarding appointment of Equity Holders Committee and Indenture Trustee request for appointment to UCreditors Committee.	.30	90.00
11/26/02	TLG	Drafted motion for review by Millar regarding expunding website of SpectraSite Communications name.	.80	240.00
11/26/02	TLG	Discussed with paralegal the service of notice on new bar date and need to withdraw the motion on ordinary course professionals.	.30	90.00
11/26/02	TLG	Reviewed notices of stay and discussed providing to Millar.	.30	90.00
11/26/02	TLG	Talked to party from New York regarding his clients desire to dispose of stock and securities issues; referred to Paul Weiss.	.30	90.00
11/26/02	PXD	Preparation of Deposit Report for operating and tax accounts.	.50	50.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/26/02	PXD	Conference with Ms. Gardner regarding instructions on filing pleadings and memorandum to creditors served with withdrawal.	.20	20.00
11/26/02	PXD	Instructions from Ms. Gardner regarding debtors Depository Report and e-mail to Steven Lilly at SpectraSite regarding same.	.20	20.00
11/26/02	PXD	Review of notice of appearance filed by Daily Insights and update to debtor's mailing matrix and short matrix.	.40	40.00
11/26/02	PXD	Telephone conference with Mary Ann Waters at SpectraSite Communications, Inc. regarding filing proof of claim and discussion of any possible claim by Communications, Inc. against the Debtor.	.30	30.00
11/26/02	PXD	Conference with Ms. Gardner regarding intercompany account/claims and respond to Ms. Waters.	.20	20.00
11/26/02	PXD	Conference with Ms. Gardner regarding verification and response to letter from Securities & Exchange Commission.	.20	20.00
11/26/02	PXD	Preparation of certificate of service of Plan and Disclosure Statement by Federal Express on the Securities and Exchange Commission.	.20	20.00
11/26/02	PXD	Respond to inquiry from Mr. Millar regarding Notice of Stay to be filed in various pending civil actions.	.10	10.00
11/26/02	PXD	Finalize withdrawal of motion for payment of professionals in ordinary course of business and update to service list.	.40	40.00
11/26/02	PXD	Review of e-mail from Jim Millar and Ms. Gardner regarding revisions to Schedule F; review of attached spreadsheet regarding amounts due to note holder; conference with Ms. Gardner regarding same.	.30	30.00
11/27/02	TLG	Review of documents from Paul Weiss to be filed. (.3) Talked to Alex Rohan regarding changes to Plan and Disclosure Statement. (.2)	.50	150.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/27/02	TLG	Talked to Ken Altman regarding balloting and solicitation issues.	.30	90.00
11/27/02	TLG	Worked with Paul Weiss to finalize Plan and Disclosure Statement and instructed paralegal on service of same.	.50	150.00
11/27/02	PXD	Telephone call from Mr. Millar regarding filing plan and disclosure statement and exhibits to same.	.20	20.00
11/27/02	PXD	Review of returned mail for insufficient address; review of schedules to determine classification of creditor and update to list of same.	.30	30.00
11/27/02	PXD	Assisting in preparation of Plan and Disclosure Statement for filing and supervision of same.	1.00	100.00
11/27/02	PXD	Review of instructions from Mr. Millar regarding service of Plan and Disclosure Statement; review of schedules and identification of parties to serve and preparation of certificate of service.	.50	50.00
12/02/02	TLG	Prepared memorandum to Altman Group involving balloting and service issues. (1.4) Contacted Paul Weiss regarding same. (.2) Reviewed Plan and Disclosure Statement Order. (.4)	2.00	600.00
12/02/02	TLG	Talked to Millar about report to BA on insurance issues and bank accounts.	.30	90.00
12/02/02	PXD	Review of list of additional parties having filed notice of appearance and forward same to Ms. Gardner regarding service of plan and disclosure statement.	.10	10.00
12/02/02	PXD	Instructions from Ms. Gardner regarding drafting amendment to Schedule F.	.10	10.00
12/02/02	PXD	Comparison of Schedule F filed with petition with notices of appearance and revisions to same for filing of amendment to Schedule F - Unsecured Creditors and Amended Summary of Schedules.	.90	90.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/02/02	PXD	Instructions from Ms. Gardner regarding e-mail to Michael Weinstock of Quadrangle Group regarding claim in case.	.20	20.00
12/02/02	PXD	Review of response from Mr. Weinstock of Quadrangle Group regarding holding claim as bondholder and memo to Ms. Gardner.	.10	10.00
12/02/02	PXD	Review of returned mail and update to list of same for service purposes.	.50	50.00
12/02/02	PXD	Telephone message from the Altman Group regarding service of ballots, plan and disclosure statement.	.10	10.00
12/03/02	TLG	Revised motion to have website revised and changed. (.4) Advised paralegal on filing of document. (.1)	.50	150.00
12/03/02	TLG	Talked to client regarding new lawsuit filed and email with Paul Weiss regarding listing in Schedules.	.30	90.00
12/03/02	TLG	Communicated with the Altman Group regarding service of stock holders.	.30	90.00
12/03/02	TLG	Worked on reformatting and sending Notice of Bar Date to Paul Weiss.	.20	60.00
12/03/02	TLG	Called utility company to discuss letter on deposit and that Spectra SiteCommunications has not filed.	.20	60.00
12/03/02	PXD	Conference with Ms. Gardner regarding filing notice of stay in civil action and amendment to schedules and review of e-mail from Mr. Millar regarding same.	.20	20.00
12/03/02	PXD	Review of e-mail from Mr. Millar regarding changes to draft amendment.	.10	10.00
12/03/02	PXD	E-mail to Joe Madden, paralegal, regarding information on civil action Whitman vs. SpectraSite Holdings, Inc., et al.	.20	20.00
12/03/02	PXD	E-mail with Mr. Madden, paralegal, regarding additional information needed for amendment to debtor's schedules.	.20	20.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/03/02	PXD	Revisions to amendment to Schedule F and Summary and amendment to Statement of Financial Affairs; comparison of amendment with original filed schedules.	.60	60.00
12/03/02	PXD	Preparation of Notice to Holders of Disputed, Contingent or Unliquidated Claims and certificate of service to serve on newly added creditor.	.40	40.00
12/03/02	PXD	Review of e-mail from Mr. Millar regarding adding party for noticing purposes only for Class 4 creditors and revisions to matrix.	.20	20.00
12/03/02	MSG	Document Transmittal	.50	NO CHARGE
12/04/02	TLG	Two calls with Altman regarding service of Solicitation Package. (.3) Called Paul Weiss to discuss issues. (.2) Sent revised Memorandum to Altman. (.5)	1.00	300.00
12/04/02	TLG	Reviewed and executed notices of stay for various litigation.	.50	150.00
12/04/02	PXD	Drafting notice of stay and certificate of service in civil action Whitman vs. SpectraSite Holdings, Inc., et al.	.40	40.00
12/04/02	PXD	Conference with Ms. Gardner regarding amendment to schedules and review of information used for amendment with her.	.20	20.00
12/09/02	TLG	Responded to Paul Weiss regarding appointment of Equity Holders Committee.	.30	90.00
12/09/02	TLG	Review of revised Schedule F and sent to Paul Weiss for review.	.40	120.00
12/09/02	TLG	Review of Plan and Disclosure Statement service issues with Millar.	.30	90.00
12/09/02	TLG	Talked to IRS regarding filing proof of claim and instructed paralegal on letters to IRS and NCDR on appropriate debtor for claim filing.	.30	90.00
12/09/02	TLG	Review of motion for appointment of Equity Holders Committee.	.30	90.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/09/02	PXD	Finalize and prepare and attach exhibit to Notice of Stay in five pending civil actions	.30	30.00
12/09/02	PXD	Review of service of Notice of Stay (5 civil actions) for legal sufficiency.	.50	50.00
12/09/02	PXD	Instructions from Ms. Gardner regarding drafting letter to Internal Revenue Service regarding SpectraSite Communications, Inc. and Amendment to Schedules.	.10	10.00
12/09/02	PXD	Drafting letter to Ms. Keck at Internal Revenue Service regarding Debtor's motion to remove SpectraSite Communications, Inc. from website and reason for same.	.50	50.00
12/09/02	PXD	Letter to Ms. Fountain at N. C. Department of Revenue regarding explanation of listing of SpectraSite Communication, Inc. on debtor's petition and debtor's motion to remove same from website.	.40	40.00
12/09/02	PXD	Comparison of returned mail with debtor's schedules and revision to list of same for service purposes; e-mail of same to Ms. Gardner.	.40	40.00
12/09/02	PXD	Conference with Ms. Gardner regarding revision to Schedule F; discussion of Welsh Carson debt; discussion of executory contracts.	.20	20.00
12/09/02	PXD	Revisions to Amendment to Schedule F and Summary of Schedules to include contingent debt to Welsh Carson.	.30	30.00
12/10/02	TLG	Contacted clerk's office regarding possible continuance; called Stubb's to discuss need for continuance.	.60	180.00
12/10/02	TLG	Talked to Jim Millar regarding issues in appointment of Equity Holders Committee and need for deposition.	.50	150.00
12/10/02	TLG	Communicated with client on depository report, insurance and closing books.	.50	150.00

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Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/10/02	PXD	Review of notice of appearance filed by Bryan Cave on behalf of Glenview Capital and update to service list.	.20	20.00
12/10/02	PXD	Telephone call with Frank Morrissey, attorney, regarding filing notice of appearance and debtor's plan and disclosure statement.	.20	20.00
12/10/02	PXD	E-mail to Mr. Morrissey regarding service list.	.10	10.00
12/10/02	PXD	Telephone conference with stockholder regarding value of stock and reissuance of stock under plan.	.20	20.00
12/10/02	PXD	Review of debtor's schedules regarding correspondence received from Mendes & Mount and report to Ms. Gardner regarding listing as executory contract on behalf of Zurich Specialties.	.30	30.00
12/10/02	PXD	Research of debtor's schedules regarding Benake and Adrian Cherry and update to returned mail for service list.	.30	30.00
12/10/02	PXD	Review of e-mail from Ellen Sciaroni at A.G. Edwards regarding bar date for filing proof of claim and respond by forwarding claim form, memo and order.	.20	20.00
12/11/02	TLG	Communicated with counsel for proposed Equity Committee regarding hearing and continuance (3 calls). (.7) Called court (2 calls) to discuss continuance. (.3)	1.00	300.00
12/11/02	TLG	Drafted Consent Order allowing continuance of hearing; informed BA of continuance.	.80	240.00
12/11/02	TLG	Talked to counsel for Creditors Committee regarding continuance (2 calls).	.30	90.00
12/11/02	PXD	Telephone conference with Rhonda Whitley at Wachovia, warrant agent, regarding chapter 11 and effect; discussion by Ms. Whitley of withdrawing/resigning as warrant agent.	.20	20.00
12/12/02	TLG	Worked with Claudia Tobler to revise objection to Equity Committee Motion; and prepared for filing.	.50	150.00

December 31, 2002

Invoice# 239186

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/12/02	TLG	Talked to Steve Clark and Dave Tomick regarding closing books, bank accounts, creditors meeting.	.50	150.00
12/12/02	TLG	Calls to counsel for Orr regarding deposition and reported to Millar.	.30	90.00
12/12/02	TLG	Talked to Dan Hunt regarding monthly reports and other local rule requirements.	.30	90.00
12/12/02	PXD	Instructions from Ms. Gardner regarding debtor's objection to appointment of equity members committee.	.10	10.00
12/12/02	PXD	Finalize debtor's objection to appointment of equity members committee for filing; review of service list for proper service and preparation of same.	.40	40.00
12/12/02	PXD	Return call to Ernest/Young (message only).	.10	10.00
12/12/02	PXD	Telephone conference with Kim Rayer at law firm of Blank Rome regarding request for notice; discussion of filing formal request.	.20	20.00
12/12/02	MSG	Document Transmittal	.50	NO CHARGE
12/13/02	TLG	Attended Creditors Meeting and Status Conference.	1.50	450.00
12/13/02	TLG	Talked to Paul Weiss regarding fee applications and procedures; sent example fee application.	.20	60.00
12/13/02	PXD	Review of returned mail due to insufficient/wrong addresses; update to mailing list and e-mail to Ms. Gardner regarding same.	.40	40.00
12/13/02	PXD	Telephone conference with Mr. Williamson at Hilliard regarding notice received by client regarding equity security interest.	.30	30.00
12/13/02	PXD	E-mail to Mr. Williamson of Proof of Claim Form 10 with instructions regarding deadline dates.	.10	10.00
12/13/02	PXD	Review of Rule 2002 and revisions to motion to reduce mailing matrix and order.	.60	60.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/16/02	TLG	Talked to Paul Weiss firm regarding deposition of Orr and need to send notice of deposition to Stubbs office; sent same with note.	.50	150.00
12/16/02	TLG	Talked to Jason Hendren regarding whether Orr will attend deposition, decided to discuss with court. (.4) Called clerk's office to determine court's availability. (.1)	.50	150.00
12/16/02	TLG	Several calls with Paul Weiss firm to discuss conference call with court. (.8) Set up conference call with Judge Small to consider Motion to Quash subpoena. (.2)	1.00	300.00
12/16/02	TLG	Numerous followup calls with counsel for proposed Equity Committee and Paul Weiss firm to consider continuance of deposition and hearing on appointment of Equity Committee.	1.20	360.00
12/16/02	TLG	Called AIG representative to discuss proper party to file claims against.	.20	60.00
12/16/02	TLG	Responded to Claudia Tobler regarding final order on Disclosure Statement.	.20	60.00
12/16/02	PXD	Telephone call from Mr. Morris regarding notice of appearance and respond to same.	.10	10.00
12/16/02	PXD	Review of e-mail from Mr. Millar regarding service on James O. Johnston as attorney for Fidelity.	.10	10.00
12/16/02	PXD	Research schedules regarding Fidelity and service issues and respond to Ms. Gardner.	.20	20.00
12/16/02	PXD	Review of application to appear pro hac vice by Joshua Morse and notice of appearance by Hutchins, Wheeler & Dittmar and update to debtor's matrix and short mailing matrix.	.30	30.00
12/16/02	PXD	Review of returned mail and update service list.	.30	30.00
12/16/02	PXD	Telephone call with Trent Williamson regarding completion of Proof of Claim and instructions from Ms. Gardner regarding same.	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/17/02	TLG	Call from court regarding status conference on Consent Order continuing hearing. (.1) Contacted Paul Weiss firm and Hendren regarding conference call. (.2)	.30	90.00
12/17/02	TLG	Review of affidavit on publication and contacted Altman Group regarding certificate of service.	.30	90.00
12/17/02	TLG	Review of motion to shorten mailing matrix and contacted Paul Weiss firm regarding same.	.30	90.00
12/17/02	TLG	Review of inquiry from shareholder on filing of claim; review of claims register and sent same to Altman and Paul Weiss for review.	.20	60.00
12/17/02	PXD	Telephone conference with Allyson McNeill at Clerk's Office regarding continuance of hearing on motion for appointment of equity security holder's committee.	.10	10.00
12/17/02	PXD	Review of motion by Orr for appointment of committee and debtor's response.	.20	20.00
12/17/02	PXD	Drafting consent order allowing continuance of hearing on motion by Orr for appointment of equity security holders committee.	.40	40.00
12/17/02	PXD	Revisions to consent order allowing continuance of hearing on Orr's motion for equity security committee and continuance deposition by debtor of Mr. Orr.	.20	20.00
12/17/02	PXD	Instructions from Ms. Gardner regarding research of claims filed in case.	.10	10.00
12/17/02	PXD	Review of Claims Register and obtaining and reviewing filed claims per Ms. Gardner.	.50	50.00
12/17/02	PXD	Instructions from Ms. Gardner regarding claims by stockholders.	.10	10.00
12/17/02	PXD	Return call to Trent Williamson regarding claim.	.10	10.00

December 31, 2002

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/17/02	PXD	Revise certificate of service of mailing matrix to include parties having filed notice of appearance and instructions to secretary regarding service of Motion to Reduce Matrix.	.30	30.00
12/17/02	PXD	Telephone conference with Mr. Fenton, stockholder, regarding treatment under Plan of Reorganization.	.20	20.00
12/18/02	TLG	Talked to Paul Weiss attorney regarding conference with Judge Small and issues to be discussed. (.5) Coordinated call with paralegal and office of Mr. Stubbs. (.2)	.70	210.00
12/18/02	TLG	Participated in conference call with Judge Small to discuss hearing on Equity Committee. (.3) Followup call with attorneys for Paul Weiss. (.2)	.50	150.00
12/18/02	TLG	Continued to revise and work on application for employment of E&Y in case.	.70	210.00
12/18/02	TLG	Called Stubbs to discuss information desired by attorneys for shareholders.	.20	60.00
12/18/02	PXD	Telephone conference with Mr. Stubbs' office regarding conference call with Judge Small on equity committee issues and conference with Ms. Gardner.	.10	10.00
12/18/02	PXD	Telephone calls with court regarding scheduling conference call.	.10	10.00
12/19/02	TLG	Continued work on E&Y application for employment. (.2) Call counsel for E&Y and E&Y local representatives. (.2)	.40	120.00
12/19/02	TLG	Drafted motion to modify locals rules. (.9) Revised and prepared a suggested monthly report. (.6)	1.50	450.00
12/19/02	PXD	Instructions from Ms. Gardner regarding analysis of claims for balloting purposes.	.20	20.00
12/19/02	PXD	Review of Claim Nos. 7 - 30 and supporting documentation and classification of claims.	2.00	200.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/19/02	PXD	Began drafting claims analysis for ballot information	1.10	110.00
12/20/02	TLG	Talked to Andy Rosenberg regarding equity committee concerns. (.2) Responded to Tobler regarding motion to modify local rule requirements. (.2) Reviewed revisions to motions, revised report sample, and sent motion to Cook for review. (.3) Received comments from Cook and coordinated service of motion. (.3)	1.00	300.00
12/20/02	TLG	Talked to BA regarding solicitation of creditors to be on equity committee.	.30	90.00
12/20/02	MSG	Document Transmittal	.50	NO CHARGE
12/26/02	MSG	Document Transmittal	.50	NO CHARGE
12/26/02	MSG	Document Transmittal	.50	NO CHARGE
12/27/02	TLG	Coordinated with office on report on claims to the Altman Group and filing of fee application for Paul Weiss. (.7) Called Claudia Tobler to discuss filing of fee application and reviewed same. (.3)	1.00	300.00
12/30/02	TLG	Talked to Jason Hendren regarding Orr's withdrawal from motion and amendment of pleadings. (.3) Informed Paul Weiss firm and counsel for Committee of developments. (.2)	.50	150.00
12/30/02	TLG	Returned call to party interested in claims.	.20	60.00
12/30/02	TLG	Review of claims filed in the Debtor's case and prepared analysis for Paul Weiss firm.	1.00	300.00
12/31/02	TLG	Provided declarations to Johnson and Paul Weiss. (.4) Review of docket to determine of motion filed by Orr was amended. (.1)	.50	150.00

TOTAL FEES:

24,822.50

EXPENSE ADVANCES:

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/27/02	Mileage - TERRI L. GARDNER - 11-20-02 Mileage to airport and return	7.30
11/18/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-15-02 Capital Research Co in Los Angeles, CA; Houlihan Lokey Howard & Zulkin in Los Angeles, CA; Paul Hastings Janofsky Walker in Los Angeles, CA; HSBC Bank USA in New York, NY; Blank Rome Comisky Mccauley in Philadelphia, PA; Oaktree Capital Management in Los Angeles, CA; Capital Research & Management in Los Angeles, CA; Apollo Management LP in New York, NY; Fidelity Investments in Boston, MA; Canadian Imperial Bank of Com in New York, NY; The Bank of New York; Paul Weiss Rifkind Wharton in New York, NY; Nicholas & Crampton in Raleigh, NC; Conseo Capital Management in Carmel, IN; SBC Communications in San Antonio, TX; Credit Suisse First Boston in New York, NY; Alston and Byrd in Atlanta, GA; Welsh Carson Anderson & Stowe in New York, NY; Hennigan Bennett in Los Angeles, CA; Bankruptcy Administrator in Raleigh, NC	584.17
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 HSBC Bank in New York, NY	25.47
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Hennigan Bennett & Dorman in Los Angeles, CA	31.43
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Capital Research Co. in Los Angeles, CA	31.43
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Capital Research Co in Los Angeles, CA	31.43
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Canadian Imperial Bank of Comm in New York, NY	25.47
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Nichols & Crampton, Gregory in Raleigh, NC	16.43
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Houlihan lokey Howard in Los Angeles, CA	31.43
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Paul Hastings Janofsky Walker in Atlanta, GA	25.47
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Paul Weiss in New York, NY	25.47
11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Welsh Carson in New York, NY	25.47

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

11/19/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 SBC Communications in San Antonio, TX	29.37
11/25/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-21-02 Securities & Exchange Comm in Atlanta, GA	25.47
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-15-02 Eric Zinterhofer in New York, NY	10.00
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Margaret Ciesmeleski in New York, NY	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Nancy Sheridan in New York, NY	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Pinney Allen in Atlanta, GA	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Bankruptcy Administrated 412 in Raleigh, NC	14.79
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Managing Agent/Officer in New York, NY	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Regina Kelben in Philadelphia, PA	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Travis Rhodes in Boston, MA	26.08
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Rob Katz in Boulder, CO	31.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Eric Zinterhofer in New York, NY	26.70
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Kenneth Liang in Los Angeles, CA	23.62
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Eric Johnson in Carmel, IN	21.57
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-18-02 Jesse Austin in Atlanta, GA	10.00
12/03/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-21-02 Branch of Reorganization in Atlanta, GA	10.00
12/18/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-26-02	17.25
12/18/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-25-02 Ken Altman in New York, NY	8.55
12/18/02	Express Services - FEDERAL EXPRESS CORPORATION - 11-25-02 Poyner and Spruill from FDX/Ground OPS/Foot Courier	15.00
12/20/02	Express Services - LEGAL WHEELS, INC. - 11-18-02 US Bankruptcy Court per Patsy	15.00
12/20/02	Express Services - LEGAL WHEELS, INC. - 11-25-02 US Bankruptcy Court per Patsy Ducharme	

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

12/20/02 Express Services - LEGAL WHEELS, INC. -	15.00
11-26-02 US Bankruptcy Court per Patsy Ducharme	
12/30/02 Express Services - LEGAL WHEELS, INC. -	21.00
11-27-02 US Bankruptcy Court per Patsy Ducharme	
11/14/02 Filing Fees - CLERK, U.S. BANKRUPTCY COURT -	830.00
11-14-02 Filing fee for Chapter 11 Petition	
12/04/02 Filing Fees - CLERK, U.S. BANKRUPTCY COURT -	20.00
12-04-02 Filing fee - Amendment to Schedules - SpectraSite Holdings, Inc	
12/31/02 Administrative Expenses	915.00
11/15/02 Bulk Copies @.20 per page	669.00
11/25/02 Bulk Copies @.20 per page	649.60
12/13/02 Bulk Copies @.20 per page	28.00
12/18/02 Bulk Copies @.20 per page	290.40
12/20/02 Bulk Copies @.20 per page	413.40
12/30/02 Bulk Copies @.20 per page	79.60
 TOTAL EXPENSES:	 5,206.36 -----
 TOTAL FEES AND EXPENSES THIS INVOICE:	 \$30,028.86
 AMOUNT DUE FOR THIS INVOICE:	 \$30,028.86 =====

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

IN RE:

SPECTRASITE HOLDINGS, INC.

DEBTOR

CASE NO.:

02-03631-5-ATS

CHAPTER 11

CERTIFICATE OF SERVICE

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

First Application for Interim Compensation and Reimbursement of Expenses of Poyner & Spruill, LLP

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

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

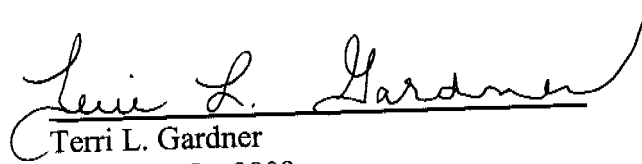
Andrew N. Rosenberg, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019

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

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

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

Dated: 1/7/03

A handwritten signature in cursive script that reads "Terri L. Gardner". The signature is written in black ink and is positioned above a horizontal line.

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