

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

FILED

MAR 12 2003

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

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

**FINAL APPLICATION BY POYNER & SPRUILL, LLP
FOR 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 and final compensation and reimbursement of expenses for services rendered by the Applicant in connection with its representation of the Debtor for the period from January 1, 2003 through March 10, 2003 (the “Second 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 P&S as counsel for the Debtor.

3. This Application is submitted pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Procedures for Preparing and Submitting Applications for Compensation by Professionals by the Office of the United States Bankruptcy Administrator for the Eastern District of North Carolina (the “Local

407.

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Procedures”), and the Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered November 21, 2002 (the “Administrative Order”).

4. Your Applicant seeks approval of interim and final 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 Second Application Period, your Applicant provided approximately 129.40 hours of legal and paralegal services at an average hourly rate of approximately \$208.00 for a total amount of fees of \$26,953.50. For this same period, your Applicant incurred \$12,242.22 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. Extra-ordinary 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 January 1, 2003 through March 10, 2003. 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 January 1, 2003 through March 10, 2003 are as follows:

TLG (Attorney)	67.60	x	\$300.00	=	\$20,280.00
LPS (Attorney)	5.30	x	\$200.00	=	\$ 1,040.00
SPD (Attorney)	0.30	x	\$145.00	=	\$ 43.50
PD (Paralegal)	55.50	x	\$100.00	=	\$ 5,550.00
	.80	x	\$ 50.00	=	\$ 40.00

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 Second Application Period, your Applicant assisted lead

counsel Paul, Weiss, Rifkind, Wharton & Garrison (herein after “Paul Weiss”) of New York, New York in all issues involving administration of the 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 (the “Equity Committee Motion”) 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”) involving appointment of an equity holders committee and depositions of movants involving in seeking appointment of the committee.

(b) Applicant met with the Examiner to provide him with information needed to resolve the questions identified by the Examiner prior to confirmation. 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 and the Applicant 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.

(c) The Applicant prepared for and attended hearings to represent the Debtor on (a) the Equity Committee Motion and (b) confirmation of the Plan (the “Confirmation Hearing”). The Applicant assisted Paul Weiss in preparing for the Confirmation Hearing and met with the Debtor’s management and its financial advisors to discuss testimony on, among other things, the

statutory elements of Plan confirmation and valuation of the Debtor for purposes of both these hearings.

- (d) Applicant represented the Debtor in obtaining approval of its Plan and final approval of its Disclosure Statement. In such capacity, the Applicant 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.
- (e) The Applicant prepared its first application for interim compensation and assisted professionals from outside the Eastern District in filing their applications;
- (f) The Applicant coordinated in filing additional notices of stay and worked with the Debtor's counsel in the stayed litigation to provide information as needed;
- (g) Applicant coordinated with the Altman Group regarding its service of documents and the filing of appropriate certificates of service;
- (h) The First and Second Omnibus Objections to Claims have been filed. The Applicant assisted in this effort, including discussions with claimants subject to objection, and obtaining a hearing on a response filed by counsel for Welsh Carson claimants;
- (i) Applicant prepared the monthly report as required by the court in its order modifying the local rules in the Debtor's case;

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. By Order entered on February 6, 2003 P&S was allowed interim compensation of \$24,822.50 and reimbursement of expenses in the amount of \$5,206.36, which fees and expenses subject to a 20% holdback, have been paid from the retainer being held in trust by P&S for application of court approved fees and expenses.

14. Your applicant seeks the entry of an order approving compensation for the period January 1, 2003 through March 10, 2003 and approving as final compensation all previously allowed interim compensation and expenses including the 20% holdback.

WHEREFORE, your Applicant respectfully requests that the court enter an order allowing this application for interim and final compensation in the amount of \$26,953.50 and reimbursement of expenses in the amount of \$12,242.22. Furthermore, P&S seeks final allowance and payment of all previously allowed interim compensation and expenses totaling \$30,028.26.

This the 12th day of March, 2003.

A handwritten signature in black ink, appearing to read "Terri L. Gardner", written over a horizontal line.

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 Board of Certification; former 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 2002-2005; Member of Tenth Judicial District Fee Arbitration Committee; President-Elect of the Wake County/ Tenth Judicial District Bar Associations.

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.

SCOTT P. DILL: Scott P. Dill is an associate with Poyner & Spruill, LLP. He attended The University of North Carolina at Chapel Hill: B.A., 1996; Juris Doctor, 2002 Magna Cum Laude from the University of Tennessee. Mr. Dills primary areas of practice include assisting in organizing businesses and representation of parties in mergers and acquisitions, including reverse triangular merges and asset acquisitions.

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

March 10, 2003

Invoice# 242689

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

RE: CHAPTER 11

Fees for Professional Services Through 03/10/03	26,953.50
Expense Advances Through 03/10/03	12,242.22

Amount Due For This Invoice	\$39,195.72

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

PARTNER			
TLG TERRI L. GARDNER	67.60 hrs @	300.00 per hour	20,280.00
ASSOCIATE			
LPS LISA P. SUMNER	5.20 hrs @	200.00 per hour	1,040.00
SPD SCOTT P. DILL	.30 hrs @	145.00 per hour	43.50
PARALEGAL			
PXD PATRICIA DUCHARME	55.50 hrs @	100.00 per hour	5,550.00
PXD PATRICIA DUCHARME	.80 hrs @	50.00 per hour	40.00

TOTAL FEES: \$ 26,953.50

TOTAL FEES AND EXPENSES: \$39,195.72

INVOICES ARE PAYABLE UPON RECEIPT

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/02/03	TLG	Talked to Andy Rosenberg and Jim Millar regarding motion to substitute parties in motion to appoint Equity Committee.	.30	90.00
01/02/03	TLG	Call court to discuss a conference call on Equity Committee issues (2 calls).	.30	90.00
01/02/03	TLG	Talked to Jason Hendren regarding lack of service of motion for substitution; received motion and sent to Paul Weiss and reviewed same.	.40	120.00
01/02/03	TLG	Talked to Paul Weiss firm regarding filing a response to motion for substitution and need to do so to get hearing; discussed strategy.	.40	120.00
01/02/03	TLG	Review documents regarding counsel handling IOS defense for Holdings.	.30	90.00
01/02/03	PXD	Review of responses to motion to reduce mailing matrix and began preparing shorten matrix	1.70	170.00
01/02/03	PXD	Review of application to employ Ernst & Young and terms; drafting Order Allowing Retention and Employment of Ernst & Young LLP as Accountant, Auditor and Tax Services Provider for the Debtor	.60	60.00
01/02/03	PXD	Began drafting order waiving and modifying certain requirements of Local Rule 4002(b)	.50	50.00
01/03/03	TLG	Several calls with Paul Weiss regarding response to motion for substitution and hearing.	.40	120.00
01/03/03	TLG	Called court about conference call and coordinated with all parties regarding call.	.70	210.00
01/03/03	TLG	Talked to the Bankruptcy Administrator regarding conference call and issues related to Equity Committee.	.30	90.00
01/03/03	TLG	Revise drafted first interim fee application.	.50	150.00
01/03/03	TLG	Conference call with Judge Small and interested parties regarding hearing on January 7 on Equity Committee.	.50	150.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/03/03	TLG	Tried to reach Stubbs regarding depositions (.1); contacted Paul Weiss regarding Hendren report on witnesses to be produced (.2); discussed need for court reporter with paralegal (.2)	.50	150.00
01/03/03	TLG	Talked to Lisa Sumner regarding need to get COS on Plan and Disclosure Statement; also discussed lawsuit and need to contact counsel for Debtor regarding employment.	.20	60.00
01/03/03	TLG	Review and revision of proposed orders allowing modification of local rules on monthly reports, etc.; review of E&Y order.	.30	90.00
01/03/03	LPS	Conference call with Judge Small re motion to appoint Equity Committee and discovery related thereto.	.30	60.00
01/03/03	LPS	Review service procedure for plan and call Mr. Altman to obtain information regarding service of plan and disclosure statement for use in preparation of Certificate of Service.	.20	40.00
01/03/03	LPS	Review notice of stay and notice to IS Capital and Pruetts re disputed nature of claim and proof of claim register.	.10	20.00
01/03/03	LPS	Telephone conference with and draft correspondence to Mr. Akmajian re representation of third-party defendants and status of case and conference with Mr. Rohan re same.	.20	40.00
01/03/03	LPS	Review third party complaint by the Pruetts against Spectrasite Holdings.	.30	60.00
01/03/03	PXD	Completed drafting ex parte order waiving and modifying certain requirements of Local Rule 4002(b)	.50	50.00
01/03/03	PXD	Conference with Ms. Gardner regarding adequate service of Debtor's Response to Motion for Order Allowing Substitution of Movant (Equity Committee) and instructions regarding scheduling conference call	.20	20.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/03/03	PXD	Review and revision to time entries through December, 2002 for legal sufficiency and conference with Ms. Gardner regarding revisions	1.80	180.00
01/03/03	PXD	Preparation of professionals biography as exhibit to application for interim compensation and reimbursement of expenses by Poyner & Spruill	.30	30.00
01/03/03	PXD	Initial drafting of first application for interim compensation and reimbursement of expenses for Poyner & Spruill	.80	80.00
01/03/03	PXD	Review of order entered on 11/21/02 regarding procedures for filing applications for compensation and conference with Ms. Gardner regarding terms of order and 20% holdback	.20	20.00
01/03/03	PXD	Drafting Notice of First Application for Interim Compensation and Reimbursement of Expenses for Poyner & Spruill, LLP	.50	50.00
01/03/03	PXD	Research of debtor's files regarding law suit Evolution vs. Pruitt vs. Debtor and report to Ms. Sumner regarding same	.20	20.00
01/03/03	PXD	Review claims register and obtain copies of filed claims for review	.50	50.00
01/03/03	PXD	Review of claim numbers 41-55 for classification and basis for objection and update to claims analysis	.80	80.00
01/04/03	TLG	Provided response to Steve Clark and status of hearing on Equity Committee appointment.	.30	90.00
01/04/03	TLG	Drafted discussion of services performed on first interim application for fees.	.50	150.00
01/06/03	TLG	Talked to Millar and Rosenberg regarding scheduling deposition (several calls) .7; talked to Jason Hendren (several calls) about brief, availability of witnesses for deposition (.6); worked with paralegal to schedule and reschedule deposition (.4)	1.70	510.00
01/06/03	TLG	Corresponded with Steve Clark regarding hearing on Equity Committee and bar date.	.30	90.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/06/03	TLG	Talked to counsel for Equity Committee and counsel for SBC Cingular regarding timing of hearing; deposition.	.40	120.00
01/06/03	TLG	Final review of fee applications of Poyner and Paul Weiss and discussed service of same with paralegal.	.50	150.00
01/06/03	TLG	Review of brief submitted in conjunction with motion for appointment of Equity Committee.	.70	210.00
01/06/03	TLG	Continued communications with counsel for declarants regarding deposition of witnesses.	.50	150.00
01/06/03	TLG	Worked with associates on getting cases cited in briefs filed in Equity Committee matter.	.60	180.00
01/06/03	TLG	Reviewed pleadings and brief of Equity Committee to prepare for hearing and depositions.	.50	150.00
01/06/03	SPD	Office conference with Terri Gardner regarding case research. Pulled case law from Lexis for attorneys at office.	.30	43.50
01/06/03	PXD	Drafting notice of first fee application of Paul Weiss for interim compensation and reimbursement of expenses	.50	50.00
01/06/03	PXD	Final revisions to P&S first interim application for compensation and reimbursement of expenses pursuant to instructions from Ms. Gardner	.30	30.00
01/06/03	PXD	Verification of mailing matrix for accuracy of service by comparison of schedules and discovery of error	.40	40.00
01/06/03	PXD	Research debtor's records regarding civil action by Technasource and respond to inquiry from Ms. Gardner regarding Notice of Stay of proceeding	.30	30.00
01/06/03	PXD	Numerous conferences with Court Reporting Service regarding deposition on Equity Committee and with Ms. Gardner regarding same	.30	30.00

March 10, 2003

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/06/03	PXD	Drafting Notice of Stay of Civil Action Technasource vs. Evolution et al	.40	NO CHARGE
01/07/03	TLG	Attended deposition of Mr. Selley and assisted Debtor in preparing for hearing on appointment of Equity Committee (1.5); reviewed cases cited by Stubbs/O'Flaherty (.5); meeting with Stubbs and O'Flaherty regarding additional declarations (.3)	2.30	690.00
01/07/03	TLG	Attended hearing on appointment of Equity Committee.	2.50	750.00
01/07/03	TLG	Talked to Bankruptcy Administrator regarding appointment of examiner; and provided information on choice to Paul Weiss.	.30	90.00
01/07/03	LPS	Conference with Mr. Altman re certificate of service.	.10	20.00
01/07/03	PXD	Preparation of draft of outline of argument of Mr. Rosenberg for hearing on motion to appoint Equity Committee	2.00	200.00
01/07/03	PXD	Travel to Bankruptcy Court and return (1/2 rate) - Equity Committee hearing	.80	40.00
01/07/03	PXD	Assist in preparation of hearing on Equity Committee	.20	20.00
01/07/03	PXD	Finalize notices of interim compensation and reimbursement of expenses of Poyner & Spruill and Paul Weiss for filing and instructions to copy center regarding service of same	.50	50.00
01/08/03	TLG	Three calls with David Boone regarding his appointment, order of the court and issues to be investigated; set up conference call.	1.00	300.00
01/08/03	TLG	Talked to James Johnston regarding examiners concerns and participation in conference call (.3); called Bill Boone, counsel for Cingular, regarding examiner and Debtor's position on same (.3).	.60	180.00
01/08/03	TLG	Review of draft of objections to claims prepared by Paul Weiss firm.	.30	90.00

March 10, 2003

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/08/03	TLG	Communicated with Paul Weiss about order entered by court on examiner and reviewed order.	.40	120.00
01/08/03	TLG	Talked to local counsel for Creditors Committee regarding examiner appointment and strategy.	.20	60.00
01/08/03	TLG	Review of Disclosure Statement on issues raised by examiner.	1.00	300.00
01/08/03	LPS	Follow up with defense counsel re stay of third party action filed by Pruettts.	.10	20.00
01/08/03	LPS	Follow up with Mr. Altman re preparation of Certificate of Service for Plan and Disclosure Statement.	.10	20.00
01/08/03	PXD	Review of correspondence from creditors regarding inclusion on shorten mailing matrix and update to same	.30	30.00
01/08/03	PXD	Telephone conference with Claudia Toler at Paul Weiss regarding omnibus objection to claims	.10	10.00
01/08/03	PXD	Update of Claims Register and e-mail to Ms. Toler regarding same	.20	20.00
01/09/03	TLG	Proceeded to establish conference call with examiner, Johnson, and Dimauro.	.30	90.00
01/09/03	TLG	Participated in conference call with examiner, James Johnston, Houlihan representative.	.80	240.00
01/09/03	TLG	Worked with Paul Weiss regarding changes to objection to claims and need for hearing on voting rights of claimants subject to objection; (1.30) discussed service of objection with paralegal and Jim Millar. (0.2)	1.50	450.00
01/09/03	TLG	Called court to discuss hearing on voting rights of claimants.	.20	60.00
01/09/03	TLG	Communicated with Rosenberg and client regarding conference call with Boone.	.30	90.00

March 10, 2003

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/09/03	PXD	Telephone conference with Court Reporting Service regarding exhibit to transcript of depositions and conference with Ms. Gardner regarding same	.20	20.00
01/09/03	PXD	E-mail to Joe Madden, paralegal, regarding Notice of Stay of Civil Action involving Technasource	.10	10.00
01/09/03	PXD	Instructions from Ms. Gardner regarding debtor's first omnibus objection to claims	.10	10.00
01/09/03	PXD	Review of Bankruptcy Rules regarding service requirements on objections to claims	.30	30.00
01/09/03	PXD	Telephone conference with clerk's office regarding 2 claims filed and docketed without addresses and request for additional information on claims	.20	20.00
01/09/03	PXD	Drafting Notice of Debtor's First Omnibus Objection to Claims and notice of response	.50	50.00
01/09/03	PXD	Preparation of Exhibit A to certificate of service of notice and objection to claims	.60	60.00
01/09/03	PXD	Instructions to secretary and copy center regarding service by Federal Express and service on managing agent/officer of corporations	.20	20.00
01/10/03	TLG	Several calls to Boone regarding report and possible conference; (0.4) Talked to Andy Rosenberg about meeting and draft report of examiner; (0.2) Review of report. (0.4)	1.00	300.00
01/10/03	TLG	Worked in Paul Weiss on filing of Voting Motion; (0.5) Revised Voting Motion, and revised Motion to Shorten Time; (1.2) Discussed service with paralegal. (0.3)	2.00	600.00
01/10/03	TLG	Called Steve Clark to discuss meeting with examiner, left lengthy message.	.20	60.00
01/10/03	PXD	E-mail to Ken Altman regarding research of records for address of Mr. Dalton and Mr. Ratliff for service of omnibus objection to claims	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/10/03	PXD	Return call to Federal Express regarding service of IS Capital of objection to claims (NO CHARGE)	.10	NO CHARGE
01/10/03	PXD	Research debtor's records and schedules, law suits pending and claim filed by IS Capital regarding service issue of objection to claim	.70	70.00
01/10/03	PXD	Drafting Motion for Entry of Order Setting Amount of Claims for Voting on the Plan of Reorganization	.80	80.00
01/10/03	PXD	Drafting Notice of Hearing on Motion for Entry of Order Setting Amount of Claims	.40	40.00
01/10/03	PXD	Telephone conference with clerk's office regarding motion to shorten notice on setting amount of claims	.10	10.00
01/10/03	PXD	Conference with Ms. Gardner regarding Local Rules on notice of motion on voting vs. notice of hearing	.20	20.00
01/10/03	PXD	Drafting Notice of Motion for Entry of Order Setting Claims and certificate of service	.50	50.00
01/10/03	PXD	Review and revised exhibits to Voting Motion	.20	20.00
01/10/03	PXD	Finalize and prepare exhibits to Voting Motion and instructions to copy center regarding service by Federal Express	.50	50.00
01/13/03	TLG	Meeting with Jim Millar regarding examiner issue and hearing.	.50	150.00
01/13/03	TLG	Attended hearing on examiner's report and met with examiner, Jim Johnston, Jim Millar and Greg Crampton to discuss meetings and procedures.	1.50	450.00
01/13/03	TLG	Two calls with Steve Clark regarding examiner report, E&Y order and meeting with examiner.	.40	120.00
01/13/03	TLG	Called the bankruptcy court to determine status of E&Y order.	.30	90.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/13/03	PXD	Instructions from Ms. Gardner regarding revisions to motion to shorten notice on Voting Motion and revisions to Voting Motion	.50	50.00
01/13/03	PXD	Revisions to Order Shorting Notice on Voting Motion (2 revisions)	.30	30.00
01/13/03	PXD	Preparation of Exhibits to certificate of service of Voting Motion	.30	30.00
01/13/03	PXD	Review of notice requesting inclusion on shortened matrix and update to same	.20	20.00
01/13/03	PXD	Research court docket regarding order allowing shortening of matrix and telephone call to clerk's office regarding same	.20	20.00
01/13/03	PXD	Telephone conference with Jack Samford regarding notice of compensation; discussion of filing by SpectraSite Holding, not SpectraSite Communications	.20	20.00
01/14/03	JDT	Attention to issues surrounding appointment of Examiner. (NO CHARGE)	.20	NO CHARGE
01/14/03	TLG	Corresponded with Paul Weiss on Plan Supplement filing.	.30	90.00
01/14/03	TLG	Coordinated with E&Y and client on meeting with examiner.	.30	90.00
01/15/03	TLG	Meeting with examiner and Ernst & Young.	1.00	300.00
01/15/03	TLG	Meeting with examiner and Steve Clark/David Tomick.	2.00	600.00
01/15/03	TLG	Review of draft of examiner's report prepared by Paul Weiss.	1.20	360.00
01/15/03	TLG	Review of Plan Supplement prepared by Paul Weiss and instructed paralegal on service of same.	1.50	450.00
01/15/03	TLG	Talked with two stockholders regarding the effect of the Plan on their stock.	.30	90.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/15/03	LPS	Follow up with Mr. Altman re preparation of affidavit for Certificate of Service for Disclosure Statement.	.20	40.00
01/15/03	PXD	Instructions from Ms. Gardner regarding filing of supplement to Debtor's Plan of Reorganization	.10	10.00
01/15/03	PXD	Review of correspondence from attorneys for CIBC regarding shorten matrix and update to debtor's schedules and shorten matrix	.80	80.00
01/15/03	PXD	Telephone conference with officer of Gately regarding filing; review of debtor's schedules and discussion of debt and stock	.20	20.00
01/15/03	PXD	Telephone conference with Carmella Trocola regarding debtor's plan and re-issuance of stock; discussion of service issues	.20	20.00
01/15/03	PXD	E-mail to Ken Altman at Altman Group regarding service of pleadings on Mr. Trocola and Dean Whitter	.20	20.00
01/15/03	PXD	Research of claims filed by Andrew Paul and Kenneth Melkus regarding sufficiency of service of Omnibus Objection to Claims and conference with Ms. Gardner regarding same; Welsh Carson was served and service was complete	.50	50.00
01/16/03	TLG	Attended meeting of examiner and Paul, Weiss firm, Lazard representative, and Houlihan representative.	2.50	750.00
01/16/03	PXD	Review of format of time entries for Ernst & Young for legal sufficiency and conference with Ms. Gardner regarding same	.10	10.00
01/16/03	PXD	Research of claims register and late filed claims; update to claims analysis and memo to Ms. Gardner regarding claim numbers 56 & 57.	.60	60.00
01/17/03	TLG	Corresponded with Paul Weiss on Houlihan Lukey request and examiner meeting (.3); review of recently filed claims (.3)	.60	180.00

March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/17/03	TLG	Provided client copy of monthly report form and order regarding local rules; sent note to accompany documents.	.40	120.00
01/17/03	PXD	E-mail to Ken Altman regarding correction to address for Matthew Brown, stockholder.	.10	10.00
01/19/03	TLG	Review of Johnston letter and affidavit to David Boone in response to issues raised by examiner; (0.8) Review of certificate of service of Plan and Disclosure Statement. (0.2)	1.00	300.00
01/20/03	TLG	Talked to client regarding the monthly report form and information required.	.30	90.00
01/20/03	PXD	Research files regarding service of notice of bar date by Altman Group and report to Ms. Gardner on same.	.30	30.00
01/21/03	PXD	Comparison of returned mail to chart for additional returns regarding service issues.	.20	20.00
01/21/03	PXD	Telephone conference with Dottie Buchanan at SpectraSite Communications regarding preparation of Monthly Report and e-mail to Ms. Gardner regarding same	.20	20.00
01/21/03	PXD	Instructions from Ms. Gardner regarding request for Warrant sample by Mr. Booe.	.10	10.00
01/21/03	PXD	Telephone conference with Ms. Gardner regarding supplement to Plan and form of warrant agreement.	.10	10.00
01/21/03	PXD	Review of supplement to Plan and e-mail to Mike Booe, attorney, regarding proposed warrant form.	.20	20.00
01/22/03	TLG	Talked to Paul Weiss and BA regarding motion filed for extension of time to object to Plan and Disclosure Statement.	.40	120.00
01/22/03	TLG	Talked to Joe Klutz regarding objection to Welch Carson claim and provided copy.	.30	90.00
01/22/03	TLG	Worked with Paul Weiss regarding filing Plan Supplement; and attendant details.	.30	90.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/22/03	PXD	Telephone call to Christine Castelloe at clerk's office regarding hearing on setting claims.	.10	10.00
01/23/03	TLG	Talked to Jim Millar about filing documents in conjunction with confirmation hearing.	.40	120.00
01/23/03	TLG	Review of Altman Group affidavit and Confirmation Order proposed by Debtor and provided Paul Weiss comments on Confirmation Order.	1.50	450.00
01/23/03	PXD	Instructions from Ms. Gardner regarding confirmation hearing and information to provide to Mr. Millar.	.10	10.00
01/23/03	PXD	Review of suggested Outline for Confirmation Hearing and e-mail to Mr. Millar regarding same.	.20	20.00
01/23/03	PXD	Drafting Order Determining Claims for Voting on Plan of Reorganization.	.70	70.00
01/24/03	TLG	Talked to David Boone regarding Final Examiner's Report status and filing; (0.4) Review of report. (0.6)	1.00	300.00
01/24/03	TLG	Review of Claims Designation, executed same and coordinated service.	.50	150.00
01/24/03	TLG	Review of Memorandum in Support of Confirmation, prepared same for filing and coordinated service with Paul Weiss.	1.50	450.00
01/24/03	TLG	Several discussions with Paul Weiss regarding filing and service of documents; provided file stamped copies to counsel for Debtor and Unsecured Creditors' Committee.	1.10	330.00
01/24/03	TLG	Two calls with the Altman Group regarding ballot report and need to file actual ballots.	.40	120.00
01/24/03	TLG	Located Plan and Disclosure Statement filed with the court and provided information to Paul Weiss on wp location.	.30	90.00
01/24/03	PXD	Conference with Ms. Gardner and instructions regarding summary of voting/ballots	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/24/03	PXD	Telephone conference with Mona Ellis in Clerk's Office regarding filing Affidavit of Tabulation of Votes in lieu of filing original ballots.	.10	10.00
01/24/03	PXD	Review of draft of Nov. and Dec. monthly report prepared by SpectraSite Communications; call to Ms. Buchana regarding additional information.	.20	20.00
01/24/03	PXD	Telephone conferences (2) with Ms. Gonzales regarding monthly report and explanation of distributions.	.20	20.00
01/24/03	PXD	Revisions to debtor's draft monthly report for period November 15, 2002 through January 15, 2003.	.40	40.00
01/24/03	PXD	Preparation of Affidavit of Shulman, Designation of Claims, Memorandum in Support of Approval of Disclosure Statement and Plan for filing	1.90	190.00
01/24/03	PXD	Instructions to secretary regarding service requirements and preparation of Federal Express labels and certificates of service	.20	20.00
01/25/03	TLG	Review of Haack affidavit and coordinated filing of same with Paul Weiss.	.50	150.00
01/27/03	TLG	Worked with and assisted Paul Weiss attorneys in preparing for confirmation hearing.	2.00	600.00
01/27/03	PXD	Finalize Declaration of Mr. Haack for filing and instructions to secretary regarding service	.50	50.00
01/27/03	PXD	Telephone conference with Clerk's Office regarding filing of Declaration of Mr. Haack and copy to Judge Small for review prior to confirmation hearing.	.20	20.00
01/27/03	PXD	Assisting attorneys from Paul Weiss and Ms. Gardner in preparation/revision of documents and exhibits for confirmation hearing.	2.90	290.00
01/28/03	TLG	Prepared for and attended confirmation hearing on SpectraSite; (3.5) Coordinated service of confirmation order on parties requesting same. (0.5)	4.00	1200.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/28/03	PXD	Review of pleadings regarding objections to plan and fax of letter from M/M Heifner to Judge Small's office.	.20	20.00
01/28/03	PXD	Conference with Ms. Gardner and assist in final preparation of documents to submit at confirmation hearing.	.50	50.00
01/29/03	TLG	Worked with paralegal on service of Confirmation Order.	.20	60.00
01/29/03	PXD	Drafting Notice of Order Allowing Motion to Reduce Mailing Matrix Pursuant to Rule 2002.	.40	40.00
01/29/03	PXD	Conference with Ms. Gardner regarding effective date of Plan and service of order confirming plan; instructions to copy center regarding service.	.30	30.00
01/31/03	TLG	Coordinated with paralegal regarding sending claims register to Millar; (0.2) Called Cook on consent order on fees. (0.1)	.30	90.00
01/31/03	PXD	Telephone call (message only) to Bankruptcy Administrator's office regarding consent order on Poyner & Spruill application for interim compensation.	.10	10.00
01/31/03	PXD	Review of claims register per instructions from Ms. Gardner and email of same to Mr. Millar.	.40	40.00
02/03/03	TLG	Coordinated with Paul Weiss on execution and filing of notice of administrative and contract bar date.	.30	90.00
02/03/03	TLG	Coordinated with Cook on entry of consent order and inquired on Paul Weiss fee order.	.30	90.00
02/03/03	PXD	Review of e-mail from Mr. Millar regarding service of Notice of Rejection of Executory Contracts and Deadline for Filing Proofs of Claims; brief review of notice and exhibit.	.30	30.00
02/03/03	PXD	Revise matrix per instructions from Mr. Millar and prepare notice of rejection for service; instructions to copy center regarding service.	.50	50.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/05/03	TLG	Review of Second Omnibus Objection to Claims and discussed service and possible hearing date with Paul Weiss.	.50	150.00
02/05/03	PXD	Review of returned mail and update to service list.	.30	30.00
02/05/03	PXD	Review of second omnibus objection to claims and service requirements.	.20	20.00
02/05/03	PXD	Preparation of Notice of Second Omnibus Objection to Claims.	.50	50.00
02/06/03	TLG	Talked to Bill Boone regarding notice of entry of confirmation order and administrative bar date (.3); review of notice and revised same (.3); called Jim Millar to discuss service of notice (.2); reviewed and revised second omnibus objection to claims and worked with paralegal on proper service and need for notice date of responses filed (.3); review of consent order on fees and determined payable amount (.2).	1.30	390.00
02/06/03	PXD	E-mail from Ms. Gardner and Mr. Millar regarding appeal of confirmation order and telephone call to clerk's office regarding same.	.20	20.00
02/06/03	PXD	Memo to Ms. Gardner regarding Notice/Service of Second Omnibus Objection to Claims and additional instructions regarding same.	.20	20.00
02/06/03	PXD	Drafting Exhibits A and B to Second Omnibus Objection to Claims.	.50	50.00
02/06/03	PXD	Telephone conferences with clerk's office regarding hearing on Second Omnibus Objection to Claims and scheduling hearing on First Omnibus Objection	.30	30.00
02/06/03	PXD	Review of Rule 3007 regarding hearing on Objection to Claims and conference with Ms. Gardner regarding same.	.20	20.00
02/06/03	PXD	Drafting notice of Objection to Claims and notice of hearing.	.50	50.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/06/03	PXD	Telephone conference with Mr. Millar regarding notice of entry of order confirming Plan and service; memo to Ms. Gardner regarding same.	.10	10.00
02/06/03	PXD	Return call to David Degatty regarding effective date of Plan of Reorganization; review of Order Confirming Plan and notification of effective date.	.20	20.00
02/07/03	TLG	Communicated with Paul Weiss regarding that no appeals to confirmation order filed.	.50	150.00
02/07/03	PXD	Telephone calls (2) to clerk's office regarding appeal period on order confirming Plan.	.20	20.00
02/10/03	TLG	Talked to Hunter Wyche regarding warrants and called Jim Millar to inquire regarding issuance of same; confirmed that no appeal taken to confirmation order.	.50	150.00
02/10/03	PXD	Review of correspondence from Mr. Wolf regarding inclusion on shortened matrix; update to reduced matrix.	.20	20.00
02/10/03	PXD	Telephone conference with stockholder regarding stock and warrants.	.20	20.00
02/10/03	PXD	Call to clerk's office to verify no appeal of order confirming Plan had been received.	.10	10.00
02/11/03	TLG	Responded to inquiry from Paul Weiss firm regarding objection to claims; called Wyche to respond to inquiry regarding warrants.	.40	120.00
02/11/03	TLG	Talked to client regarding continuation of DIP accounts.	.20	60.00
02/11/03	TLG	Review of response to objection to claim of Welsh Carson group and provided comments to Paul Weiss firm regarding hearing on same.	.50	150.00
02/12/03	TLG	Discussed with Jim Miller the hearing on Welsh Carson objection.	.30	90.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/13/03	TLG	Review of order allowing objection to claims in First Omnibus Objection, other than Welsh Carson and provided response on order to Tobler.	.30	90.00
02/13/03	TLG	Talked to Steven Horowitz of Altman Group regarding mailing list for service of confirmation order and Administrative Bar Date; coordinated with paralegal the providing of mailing matrix.	.30	90.00
02/13/03	TLG	Talked to client about fee application draft received from Ernst & Young and discussed same.	.30	90.00
02/13/03	PXD	Instructions from Ms. Gardner regarding service of notice by Altman Group.	.10	10.00
02/13/03	PXD	Prepare debtor's matrix and e-mail to Altman Group for service of Notice regarding Confirmation of Plan, effective date, etc.	.70	70.00
02/14/03	TLG	Responded to Tobler on submission of order on objection to claims; received response from Johnston on Welsh Carson claims.	.40	120.00
02/14/03	TLG	Talked to representative of Lazard regarding procedure for filing final fee application.	.20	60.00
02/14/03	PXD	Review and revise time entries of Poyner & Spruill for second interim application for compensation and reimbursement of expenses.	.80	80.00
02/14/03	PXD	Review of 11/21/02 order regarding procedures for interim compensation and consent order allowing first interim application and drafting second interim application of P&S for compensation and reimbursement of expenses.	.60	60.00
02/16/03	TLG	Review of inquiry from client on what is needed to effectuate dismissal of pre-petition suits v. the Debtor after plaintiff's failed to file claims; reviewed documents in the case supporting discharge of claims and presented to associate to prepare affidavit for Holdings counsel.	1.00	300.00
02/17/03	TLG	Communicated with Jones on Debtor's objection to IS claim.	.20	60.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/17/03	TLG	Review of basis for IS Capital complaint and inquired of Jones whether IS has claim v. Debtor; informed Paul Weiss of IS Capital issue.	.20	60.00
02/17/03	TLG	Contacted Ernst & Young regarding filing of fee application and notice requirements.	.20	60.00
02/17/03	PXD	Research files regarding civil action by IS Capital; claim filed by IS Capital; and conference with Ms. Gardner regarding same.	.50	50.00
02/18/03	LPS	Review status of stayed litigation matters and advise Mr. Madden and Ms. Gardner re same.	.40	80.00
02/18/03	PXD	Review of correspondence from Mary Russi, stockholder, regarding case and change of address; update to creditors' matrix.	.30	30.00
02/18/03	PXD	Telephone call to clerk's office (message only) regarding Order Allowing First Omnibus Objection to Claims.	.10	10.00
02/18/03	PXD	Lengthly telephone conversation with Albert Sobanyo, stockholder, regarding plan confirmation and treatment of stockholders.	.30	30.00
02/19/03	TLG	Communicated with Jones and determine his client has claim v. Communications.	.30	90.00
02/19/03	LPS	Review pleadings related to four stayed litigation cases against debtor and draft letters requesting dismissal of same.	1.40	280.00
02/19/03	LPS	Telephone conference with Mr. Madden re IS Capital claim and dismissal of other stayed litigation cases.	.10	20.00
02/19/03	PXD	Research debtor's filed schedules regarding IOS Capital; review of notice of appearance filed by IOS Capital and conference with Ms. Gardner regarding same.	.30	30.00
02/20/03	LPS	Review and edit draft letters to plaintiff's counsel re stayed litigation cases.	.20	40.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/20/03	PXD	Telephone conference with Wake County Sheriff's Office regarding claim and delivery for service on Denise Baker, employee; discussion of filing of chapter 11 by SpectraSite Holdings; discussion of difference between debtor and SpectraSite Communications.	.20	20.00
02/20/03	PXD	Review of claims register and review of claim nos. 58-62; update to claims analysis and memo to Ms. Gardner regarding same.	.50	50.00
02/20/03	PXD	Revisions to second interim application for compensation by Poyner & Spruill and memo to Ms. Gardner regarding same.	.50	50.00
02/20/03	PXD	Telephone call from clerk's office regarding order on first omnibus objection to claims and request to revise order to include attached exhibits.	.20	20.00
02/20/03	PXD	Research debtor's records regarding pending lawsuits at filing; review of notice of disputed, contingent and unliquidated claims and certificate of service of same; review of Schedule F; review of notice of claims procedures and revisions to form letter regarding stay/dismissal of proceedings.	.80	80.00
02/20/03	PXD	Conference with Ms. Sumner regarding revisions and information to complete letter to various plaintiffs in state court actions and review of pleadings.	.20	20.00
02/21/03	LPS	Revise correspondence to plaintiff's attorneys re dismissal of stayed litigation and obtain additional records re same.	1.50	300.00
02/21/03	PXD	Revise order granting debtor's first omnibus objection to claims; revise exhibits to order; comparison of exhibits with objection exhibits for accuracy.	.60	60.00
02/21/03	PXD	Continued drafting letters to attorneys for plaintiffs in civil litigation regarding dismissal of pending actions.	.90	90.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/21/03	PXD	Research files regarding amendment to Schedule F and adding of additional pending law suit by Whitman; review of docket and notice of contingent, disputed and unliquidated claims; drafting letter to Mr. King, attorney for Whitman, regarding dismissal of action.	.50	50.00
02/24/03	TLG	Reviewed revised order allowing First Omnibus Objection (.2); drafted language for Second Interim Fee Application on services provided (.3).	.50	150.00
02/25/03	TLG	Revised order allowing first omnibus objection to claims.	.30	90.00
02/25/03	PXD	Return call to Mr. Boone regarding application for compensation and notice requirements (message only).	.10	10.00
02/26/03	TLG	Talked to Ernst & Young regarding fee application process and amount of fees billed.	.30	90.00
02/26/03	PXD	E-mail with Mona Ellis at clerk's office regarding revised first order on objection to claims and Exhibit D.	.20	20.00
02/26/03	PXD	Review of order allowing reduction to mailing matrix and notice to creditors; obtain copies of notices and requests for service; preparation of reduced mailing matrix per Order.	1.50	150.00
02/26/03	PXD	E-mail to Mr. Boone regarding procedure for noticing application for fees and expenses of examiner.	.10	10.00
02/27/03	TLG	Finalized order and called Paul Weiss regarding meeting.	.30	90.00
02/27/03	PXD	Final revision to 1st order allowing objection to claims and finalize exhibits for filing.	.20	20.00
02/28/03	TLG	Returned call from representative of equity security holder regarding warrants.	.20	60.00
02/28/03	PXD	Telephone conference with Mr. Poole regarding issuance of warrants; conference with Ms. Gardner and return call to Mr. Poole.	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

03/01/03	TLG	Completed second application for interim compensation.	.50	150.00
03/03/03	TLG	Communicated with Paul Weiss firm regarding motion to continue hearing on objection to claims.	.30	90.00
03/03/03	PXD	Review of court's claims register and determination of additional filed claims; update to claims analysis.	.40	40.00
03/03/03	PXD	Drafting Third Omnibus Objection to Claims; memo to Ms. Gardner regarding same.	.60	60.00
03/03/03	PXD	Review of court docket regarding deadline for filing administrative claims; review of Notice of Entry of Order Confirming Plan and deadlines; conference with Ms. Gardner regarding same.	.40	40.00
03/03/03	PXD	Review of Affidavit of Service of Kenneth Altman re: Order Confirming Plan.	.10	10.00
03/04/03	TLG	Discussed continuation of hearing on Welsh Carson claims with Paul Weiss.	.20	60.00
03/04/03	PXD	Telephone conference with clerk's office regarding continuance of hearing on objection to claim nos. 7-31.	.10	10.00
03/05/03	PXD	Telephone conference with Jo Ann King at North Carolina Department of Revenue regarding chapter 11 proceeding and claims by NCDR against subsidiaries.	.30	30.00
03/06/03	PXD	Review of claim filed by XL Specialty and attached documentation regarding indemnity agreement; e-mail to Ms. Gardner regarding parties to agreement and amount of claim.	.40	40.00
03/06/03	PXD	Telephone call with Ms. Fountain at N.C. Department of Revenue regarding claims bar date on Notice of Filing; discussion of order setting claims bar date; discussion of any claim by NC Dept. of Revenue against debtor.	.20	20.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

03/06/03	PXD	Review of e-mail from Mr. Millar regarding claim number 60; review and e-mail of claim to Mr. Millar	.20	20.00
03/07/03	PXD	Telephone conference with Lazard regarding final application for compensation and reimbursement of expenses and noticing of same; discussion of filing deadlines.	.30	30.00
03/10/03	TLG	Review of final fee application and made revisions to same.	.50	150.00
03/10/03	TLG	Talked to Alan McGuinness regarding failure to notice IS Capital about objection to claim and setting aside of order allowing objection; discussed same with Paul Weiss firm - renewing objection with new notice.	.50	150.00
03/10/03	TLG	Communicated with Paul Weiss firm regarding procedure for payment of invoices following final fee application; review of confirmation order on deadlines for filing fee applications and discuss time included in Paul Weiss fee application.	.40	120.00
03/10/03	TLG	Review of Paul Weiss fee application and instructed paralegal on filing and notice.	.30	90.00
03/10/03	TLG	Review of Ernst & Young fee application and called David Hood regarding same.	.30	90.00
03/10/03	PXD	Review court docket regarding service of Order Granting Debtor's First Omnibus Objection to Claims and call to Clerk's Office regarding same.	.10	10.00
03/10/03	PXD	Final revisions to time entries for Poyner & Spruill for interim application for compensation and reimbursement of expenses.	.30	30.00
03/10/03	PXD	Review of files regarding pending law suits on petition date and preparation of copy of list for Ms. Sumner.	.20	20.00
03/10/03	PXD	Revisions to draft of second interim application of Poyner & Spruill for compensation and reimbursement of expenses and notice.	.50	50.00

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

03/10/03	PXD Preparation of Notice of Interim and Final Application for Compensation of Paul Weiss.	1.00	100.00
03/10/03	PXD Revise notice of interim and final application of Poyner & Spruill.	.40	40.00

TOTAL FEES: 26,953.50

EXPENSE ADVANCES:

01/28/03	Telephone Charges - PREMIERE CONFERENCING - 01/03/03,12/18/02 Conference calls	146.41
02/25/03	Telephone Charges - PREMIERE CONFERENCING - 01-09-03 Conference call for Pam Benfield	45.79
02/14/03	Parking - TERRI L. GARDNER - 01-13-03 Parking	5.00
01/13/03	Meals - BEAR ROCK CAFE & DELI - 01-07-03 (lunch meeting)	32.93
01/17/03	Meals - BEAR ROCK CAFE & DELI - 01-16-03 (lunch meeting)	36.76
01/30/03	Meals - BEAR ROCK CAFE & DELI - 01-27-03 (lunch meeting)	51.34
02/14/03	Meals - TERRI L. GARDNER - (lunch meeting)	20.00
01/29/03	Miscellaneous - COURT REPORTING SERVICES - 01-16-03 Original and one copy of transcripts on Stephen T. DiMarco and Gordon Selley	1,805.00
01/16/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-02-03 James Johnston with Hennigan, Bennet & Dorman in Los Angeles, CA	27.32
01/16/03	Express Services - FEDERAL EXPRESS CORPORATION - 12-31-02 Paul, Weiss, Rifkind, Wharton in New York, NY	23.62

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

01/22/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-10-03 Paula Gill, Carol Raksen, Bruce Isringhausen, Lawrence Mckenzie, Gerald Parker, Wisconsin Gullace, Michael Staggs, Carol Ann Welsh, Bruce Anderson, Robert Minicucci, Sean Traynor, Priscilla Newman, Laura Vanburen, Kenneth Melkus, Casey Mabry, Paula Gill, Jesse Austin, HSBC Bank, J. William Boone, Joseph Cralli, Patrick Welsh, Andrew Paul, Jonathan Rather, D. Scott Mackesy, John Clark, James Matthews, C. Woodsen Proctor, James Johnston, Pinney Allen, Howard Archer, Marilyn Peter, XL Specialty Insurance, Archcomm Inc., Welsh Carson Anderson Stowe, Russell Carson, Thomas Mcinerney, Lawrence Sorrel, Anthony De Nicola, John Almeida, Eric Lee, Paul Queally, Sanjay Swani, Irene Damaskos, E. Ruth Cunningham, James Inghram, Chris Molen, Blank Rome Comisky Mccauley, Michael J. Canning	661.53
01/29/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-09-03 IS Capital, LLC; Jonathon Rather; D. Scott Mackesy; Paul, Hastings, Janofsky & Walker; Hennigan, Bennett & Dorman; Alston & Bird, LLP; HSBC Bank USA; Alston & Boone; John Clark; Kenneth Melkus; Blank Rome Comisky & Mccauley; Arnold & Porter; James Matthews; KPMG; Sanjay Swani; Bruce Isringhausen; Gerald Parker; Archcomm, Inc.; Irene Damaskos; E. Ruth Cunningham; Michael Staggs; Welsh, Carson, Anderson, Stowe; Russell Carson; Bruce Anderson, Lawrence Sorrel; Anthony De Nicola; Eric Lee; Sean Traynor; Carol Raksen; Joseph Cralli; Howard Archer; Lawrence McKenzie; Frontier Communications; C. Woodson Proctor; Casey Mabry; James Inghram; Thomas l. Mcinerney; Robert Minicucci; John Almeida; Priscilla Newman; Paul Queally; Kenneth A. Peterson; XL Specialty Insurance; Patrick Welsh; Andrew Paul; Laura Vanburen	668.75
02/10/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-24-03 Nancy Sheridan with Credit Suisse First Boston in New York, NY	20.14

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SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

02/12/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-24-03 Paul, Weiss, Rifkind, Wharton in New York, NY; HSBC Bank in New York, NY; Blank Rome Comisky & Mccauley in Philadelphia, PA; Quadrangle Group, LLC in New York, NY; Alston & Boone in Atlanta, GA; Kelley Drye & Warren in New York, NY; Secretary of State in Atlanta, GA; Alston & Bird in Raleigh, NC; CIBC World Markets in New York, NY; Houlihan Lokey Howard in Los Angeles, CA; SBC Communications in San Antonio, TX; Primedia Business in Overland Park, KS; Cingular Wireless in Atlanta, GA; XL Specialty Insurance in Chicago, IL; Verizon Wireless in Bedminster, NJ; Apollo Management in New York, NY; Fidelity Investments in Boston, MA; Conesco Capital Management in Carmel, IN; Capital Research & Manage in Los Angeles, CA; Nichols & Crampton in Raleigh, NC; Hennigan, Bennett & Dorman in Los Angeles, CA; Arnold & Porter in New York, NY; SBC Wireless in Dallas, TX; Canadian Imperial Bank of Comm in Atlanta, GA; Oaktree Capital Management in Los Angeles, CA; Capital Research Co. in Los Angeles, CA; Daily Insights in New York, NY; Glenview Capital in New York, NY; Spectrasite Communications in Cary, NC; Hutchins, Wheeler & Dittmar in Boston, MA; IOS Capital in Macon, GA; Wisconsin Department of Revenue in Madison, WI	931.89
02/20/03	Express Services - FEDERAL EXPRESS CORPORATION - 01-24-03 Cellco Partnership in Westfield, NJ	22.12
03/10/03	Administrative Expenses	970.50
01/31/03	Postage - (526 x \$1.52)	799.52
02/03/03	Postage	170.94
01/06/03	Lexis Research - S. Dill	4.99
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March 10, 2003

Invoice# 242689

SPECTRASITE HOLDINGS, INC.

RE: CHAPTER 11

TOTAL EXPENSES:	12,242.22

TOTAL FEES AND EXPENSES THIS INVOICE:	\$39,195.72
AMOUNT DUE FOR THIS INVOICE:	\$39,195.72
	=====

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

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

CERTIFICATE OF SERVICE

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

Final Application for Compensation and Reimbursement of Expenses by 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

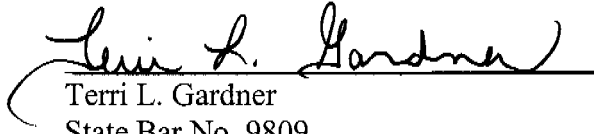
Andrew N. Rosenberg, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019

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: 3/12/03


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

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
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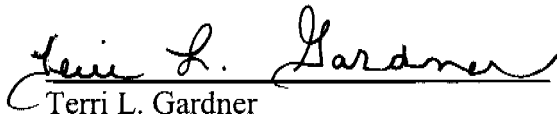
**NOTICE OF FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES BY POYNER & SPRUILL, LLP**

NOTICE IS HEREBY GIVEN of the Final Application for Compensation and Reimbursement of Expenses by Poyner & Spruill, LLP, for the period January 1, 2003 through March 10, 2003 for fees in the amount of \$26,953.50 and reimbursement of expenses in the amount of \$12,242.22. Counsel for the Debtor is also seeking an order allowing all previously allowed interim compensation and expenses totaling \$30,028.26 respectively as final compensation.

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

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

Dated: 3/12/03



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

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

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

CERTIFICATE OF SERVICE

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

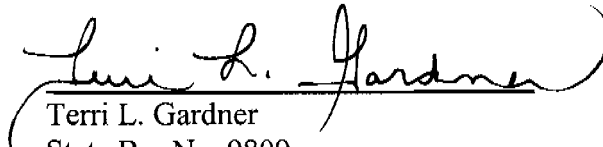
Notice of Final Application for Compensation and Reimbursement of Expenses by Poyner & Spruill, LLP

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

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

And see attached mailing matrix

Dated: 3/12/03


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