

SPECTRASITE INC
Form S-1/A
February 02, 2004

As filed with the Securities and Exchange Commission on February 2, 2004

Registration No. 333-112154

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SpectraSite, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

4899
*(Primary Standard Industrial
Classification Code Number)*

56-2027322
(IRS Employer Identification No.)

400 Regency Forest Drive
Cary, North Carolina 27511
919-468-0112
*(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)*

John H. Lynch

Vice President, General Counsel & Secretary
SpectraSite, Inc.
400 Regency Forest Drive
Cary, North Carolina 27511
919-468-0112
*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

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Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated February 2, 2004.

8,000,000 Shares
SpectraSite, Inc.
Common Stock

This is a public offering of shares of common stock of SpectraSite, Inc. All of the 8,000,000 shares of common stock are being sold by the selling stockholders. We will not receive any of the proceeds from the shares being sold by these selling stockholders.

On January 30, 2004, the last reported sale price of our common stock, which is quoted on the New York Stock Exchange under the ticker symbol SSI, was \$36.60 per share. See Price Range of Common Stock.

See Risk Factors on page 10 to read about factors you should consider before buying shares of the common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial price to public	\$	\$
Underwriting discount	\$	\$
Proceeds to the selling stockholders	\$	\$

To the extent that the underwriters sell more than 8,000,000 shares of common stock, the underwriters have the option to purchase up to an additional 1,200,000 shares from the selling stockholders at the public offering price less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on _____, 2004.

Goldman, Sachs & Co.

Bear, Stearns & Co. Inc.

Citigroup

Lehman Brothers

Raymond James

Prospectus dated _____, 2004.

PROSPECTUS SUMMARY

You should read this entire prospectus carefully, especially the Risk Factors section and the consolidated financial statements.

SpectraSite

Overview

We are one of the largest, in terms of number of towers, and fastest growing, in terms of revenue growth, wireless tower operators in the United States. Our business is owning, leasing and licensing antenna sites on wireless and broadcast towers, owning and licensing in-building shared infrastructure systems and managing access to rooftop telecommunications on commercial real estate. For the nine months ended September 30, 2003, 100% of our revenues came from our leasing and licensing operations.

We have a portfolio of over 7,500 towers, primarily located in the top 100 basic trading area, or BTA, markets in the United States. We believe that the growing use of wireless communications services together with capacity constraints in the top 100 BTA markets will continue to increase the demand for tower assets located in these markets and drive the growth of our business.

We emerged from bankruptcy on February 10, 2003. Under our plan of reorganization, we extinguished \$1.76 billion of indebtedness. Our reorganization is discussed in greater detail in other sections of this prospectus.

Our business is characterized by stable and recurring revenues, predictable operating costs and a low level of capital expenditures. We expect to continue to increase our revenues by adding new customers to our towers and by providing additional space to our existing customers. Revenues from our existing customers are expected to grow because of contractual provisions that increase our customers' payments to us on an annual basis. We also experience minimal customer turnover due to long-term customer contracts, the quality of our assets and the significant relocation costs for our existing customers. Approximately 83% of our revenues from our site leasing and licensing operations are derived from the six largest wireless service providers and their affiliates. For the nine months ended September 30, 2003, two of these wireless service providers and their affiliates were responsible for 51% of our revenues from our site leasing and licensing operations. In addition, we currently operate with the lowest levels of debt and leverage among publicly traded tower companies.

We incurred a net loss of approximately \$6.1 million in the eight months ended September 30, 2003 and generated net income of \$345.0 million in the one month ended January 31, 2003. Our net income for the one month ended January 31, 2003 includes non-recurring amounts related to our reorganization, including a gain on debt discharge of approximately \$1.03 billion and reorganization expense items of \$668.6 million. We incurred net losses of approximately \$775.0 million in 2002, \$654.8 million in 2001 and \$157.6 million in 2000. As of December 31, 2002, prior to our emergence from bankruptcy, we had an accumulated deficit of \$1.7 billion and a stockholders' deficit of \$75.1 million.

Our Business

Our business consists of site leasing and licensing operations. As of September 30, 2003, we owned or operated 7,437 wireless towers and in-building systems and 72 broadcast towers. We have major metropolitan market clusters in Los Angeles, Chicago, San Francisco, Philadelphia, Detroit and Dallas. Our principal business is the leasing of space on our antenna sites to wireless carriers, which represents more than 93% of our monthly revenues. Additionally, we have the exclusive rights to provide in-building systems to wireless carriers in over 300 retail

shopping malls, casino/hotel resorts and office buildings. We are also the exclusive site manager for over 10,000 rooftop real estate properties in the United States. Because the costs of operating a tower are largely fixed, we believe that our highest returns will be achieved by leasing and licensing additional space on our existing sites.

Recent Developments

Unaudited Fourth Quarter 2003 Results. On February 2, 2004, we reported unaudited results for the fourth quarter ended December 31, 2003. As a result of the implementation of fresh start accounting as of January 31, 2003, our financial statements after that date are not comparable to our financial statements for prior periods because of the differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company.

Total revenues for the fourth quarter of 2003 were \$81.6 million, compared to \$74.9 million for the fourth quarter of 2002, representing an increase of 8.9%. Net of the revenues contributed by the 545 SBC towers that we sold in February, 2003, revenues increased 16.6% from the fourth quarter of 2002 to the fourth quarter of 2003. Operating income for the fourth quarter of 2003 was \$16.6 million, an increase from an operating loss of \$11.8 million for the same period in 2002.

Other expense during the fourth quarter of 2003 was \$0.8 million as compared to \$1.7 million during the fourth quarter of 2002. Other expense items during the fourth quarter of 2003 primarily related to losses incurred on disposal of property, plant and equipment.

Our net loss was \$13.6 million for the fourth quarter of 2003 versus a net loss of \$60.3 million during the fourth quarter of 2002. Basic net loss per share was \$0.29 during the fourth quarter of 2003 as compared to a basic net loss of \$0.39 per share during the fourth quarter of 2002.

Adjusted EBITDA increased 29.6% to \$41.5 million during the fourth quarter of 2003 from \$32.0 million during the same period in the prior year. Net of the contribution from 545 SBC towers sold by us in February 2003, Adjusted EBITDA increased 45.2% from the fourth quarter of 2002 to the fourth quarter of 2003. Other expense items in the amount of \$0.8 million during the fourth quarter of 2003 and \$1.7 million during the fourth quarter of 2002 are included in the Adjusted EBITDA calculations.

Net cash provided by operating activities decreased to \$29.5 million during the fourth quarter of 2003 as compared to net cash provided by operating activities of \$34.8 million during the fourth quarter of 2002, primarily due to normal fluctuations in working capital. Purchases of property and equipment during the fourth quarter of 2003 were \$11.6 million, an increase from \$8.8 million for the same period in 2002. Free cash flow, defined as net cash provided by operating activities less purchases of property and equipment, during the fourth quarter of 2003 was \$18.0 million as compared to free cash flow of \$26.0 during the prior year's period. At December 31, 2003, we had \$60.4 million of cash on hand and \$639.6 million of long term debt. During the fourth quarter of 2003, we leased or subleased 56 SBC towers, for which we paid approximately \$15.6 million in cash.

Adjusted EBITDA for periods after January 31, 2003 consists of net income (loss) before depreciation, amortization and accretion, interest, income tax expense (benefit) and, if applicable, before discontinued operations and cumulative effect of change in accounting principle. For periods prior to January 31, 2003, Adjusted EBITDA also excludes gain on debt discharge, reorganization items, and write-offs of investments in and loans to affiliates. We use a different definition of Adjusted EBITDA for the fiscal periods prior to our reorganization to enable investors to view our operating performance on a consistent basis before the impact of the items discussed above on the predecessor company. Each of these historical items was incurred prior

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to, or in connection with, our reorganization and is excluded from Adjusted EBITDA to reflect the results of our core operations. Adjusted EBITDA may not be comparable to a similarly titled measure employed by other companies and is not a measure of performance calculated in accordance with accounting principles generally accepted in the United States. For a discussion of non-GAAP financial measures, including their usefulness to investors and material limitations, please see Management's Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures.

Adjusted EBITDA for the three months ended December 31, 2002 and 2003, was calculated as follows:

	Predecessor Company Three Months Ended December 31, 2002	Reorganized Company Three Months Ended December 31, 2003
(in thousands)		
Net loss	\$(60,293)	\$(13,634)
Depreciation, amortization and accretion expense	45,580	25,794
Interest income	(330)	(177)
Interest expense	39,026	10,435
Reorganization expense	2,475	
Income tax expense	637	1,486
Loss from operations of discontinued segment, net of income tax expense	3,578	643
Loss on disposal of discontinued segment	1,357	16,977
Adjusted EBITDA	\$ 32,030	\$ 41,524

Free cash flow for the three months ended December 31, 2002 and 2003, was calculated as follows:

	Predecessor Company Three Months Ended December 31, 2002	Reorganized Company Three Months Ended December 31, 2003
(in thousands)		
Net cash provided by operating activities	\$34,753	\$ 29,540
Less: Purchases of property and equipment	(8,750)	(11,569)
Free cash flow	\$26,003	\$ 17,971

Amendments to Credit Facility. Effective October 24, 2003, we completed an amendment to our credit facility to replace the existing term loan with a new term loan that is substantially the same as the existing term loan, except that the interest rate was reduced from, at our option, Canadian Imperial Bank of Commerce's base rate plus 2.75% per annum or the Eurodollar rate plus 4.00% per annum to Canadian Imperial Bank of Commerce's base rate plus 1.75% per annum or the Eurodollar rate plus 3.00% per annum.

We have asked our lenders to approve an amendment to our credit facility which, if completed, would replace the term loan portion of our credit facility with a new term loan that is substantially the same as the existing term loan, except that the interest rate will be reduced from, at our option, Canadian Imperial Bank of Commerce's base rate plus 1.75% per annum or the Eurodollar rate plus 3.00% per annum to Canadian Imperial Bank of Commerce's base rate

plus 1% per annum or the Eurodollar rate plus 2.25% per annum. The proposed amendment would also provide that the interest rate margins would automatically be further reduced if our credit ratings improve. There can be no assurance that the lenders will agree to complete the amendment.

Secondary Offering and NYSE Listing. On October 8, 2003, we completed an underwritten public offering of our common stock, whereby 10.35 million shares of common stock were sold by four of our existing stockholders, including an over-allotment option exercised by the underwriters. The selling stockholders received net proceeds of \$292.0 million from the offering. In connection with this offering, we incurred costs of approximately \$1.2 million in the three months ended September 30, 2003, which are included in Other income (expense). In connection with the offering, on October 3, 2003, our common stock began trading on the New York Stock Exchange under the symbol SSI .

Discontinuation of Broadcast Services Division. On December 16, 2003, we decided to discontinue our broadcast services division, after evaluating the broadcast services sector and the continuing trend of declining sales and profitability. The assets and liabilities associated with this division have been classified as held for sale. The results of broadcast services operations have been reported separately as discontinued operations in the balance sheets and statements of operations. Prior period financial statements have been restated to present the operations of the division as a discontinued operation.

Reorganization. The financial difficulties experienced by the telecommunications and broadcast industries in recent years have severely impacted capital availability within the wireless telecommunications and broadcast sectors. Many of our customers were forced to reduce scheduled capital expenditures, which in turn impeded our revenue and earnings growth and, therefore, our ability to service our long-term debt. In November 2002, after a review of our business and our prospects, we concluded that recoveries to creditors and equity holders would be maximized by a consensual restructuring implemented under chapter 11 of the Bankruptcy Code. In connection with this restructuring, we extinguished \$1.76 billion of indebtedness in return for issuing approximately 47.5 million shares of our common stock. Also, in connection with this restructuring, all of our common stock outstanding prior to our bankruptcy was cancelled in exchange for warrants to purchase an aggregate of approximately 2.5 million shares of our common stock.

Our operating subsidiaries, including SpectraSite Communications, Inc., or Communications, were not part of the bankruptcy reorganization. Our senior management team remained with us through the reorganization. After our emergence from bankruptcy, our largest stockholders are affiliates of Apollo Management V, L.P. and certain funds managed by Oaktree Capital Management, LLC.

The Offering

Common stock offered by the selling stockholders	8,000,000 shares
Common stock outstanding before and after this offering	47,750,453 shares
Dividend policy	We have not paid any cash dividends on our common stock in the past and currently do not expect to pay dividends or make any other distributions on our common stock in the immediate future.
Use of proceeds	We will not receive any proceeds from the sale of shares by the selling stockholders.
New York Stock Exchange symbol	SSI

All of the shares of common stock in this offering are being sold by the selling stockholders.

The number of shares of common stock outstanding before and after this offering excludes 5,222,799 shares of common stock issuable upon exercise of outstanding stock options, an additional 393,978 shares of common stock available for future awards under our equity incentive plan, 2,496,854 shares of common stock issuable upon exercise of outstanding warrants and 135,866 shares of common stock issuable in connection with further distributions pursuant to our plan of reorganization.

Except as otherwise indicated, information regarding the number of shares of our common stock reflects amounts outstanding as of December 31, 2003 and gives effect to our two-for-one stock split that was effected on August 21, 2003.

As of December 31, 2003, the selling stockholders held approximately 47.0% of our outstanding common stock. After giving effect to this offering and assuming the full exercise of the underwriters' option to purchase 1,200,000 additional shares, the selling stockholders will own approximately 27.7% of our outstanding common stock.

Unless otherwise indicated, the information in this prospectus assumes that the underwriters will not exercise the over-allotment option granted to them by the selling stockholders.

Risk Factors

See Risk Factors following this summary for a discussion of some of the risks relating to investing in our common stock.

Information About SpectraSite

We were incorporated in Delaware in 1997. Our principal executive offices are located at 400 Regency Forest Drive, Cary, North Carolina 27511, and our telephone number at that address is (919) 468-0112. Our World Wide Web site address is www.spectrasite.com. The information in our website is not part of this prospectus.

Summary Consolidated Financial and Other Data

The following table sets forth summary historical consolidated financial and other data. We refer to the periods prior to our emergence from chapter 11 as predecessor company and to the periods subsequent to that date as reorganized company. The balance sheet data as of December 31, 2000, 2001 and 2002 and the statement of operations data for the years ended December 31, 2000, 2001 and 2002 are derived from our audited consolidated financial statements. The balance sheet data as of September 30, 2002, January 31, 2003 and September 30, 2003 and the statement of operations data for the nine months ended September 30, 2002 and for the one month ended January 31, 2003 for the predecessor company and for the eight months ended September 30, 2003 for the reorganized company are derived from our unaudited financial statements. In our opinion, the unaudited financial data include all adjustments (consisting only of normal recurring adjustments for the predecessor company for the nine months ended September 30, 2002 and normal recurring adjustments and fresh start accounting adjustments for the predecessor company for the one month period ended January 31, 2003 and for the reorganized company for the eight months ended September 30, 2003) necessary to present fairly the information set forth therein.

On December 31, 2002, we sold our network services division. On December 16, 2003, we decided to discontinue our broadcast services division. The results of the network and broadcast services divisions' operations have been reported separately as discontinued operations in the balance sheets and statements of operations. Prior period information has been restated to present the operations of the network and broadcast services divisions as discontinued operations.

As a result of the implementation of fresh start accounting as of January 31, 2003, our financial statements after that date are not comparable to our financial statements for prior periods because of the differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company. Operating results for the one month ended January 31, 2003 for the predecessor company and for the eight months ended September 30, 2003 for the reorganized company are not necessarily indicative of the results that may be expected for the year ending December 31, 2003.

The information set forth below should be read in conjunction with Use of Proceeds, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

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	Predecessor Company(1)					Reorganized Company(1)
	Year Ended December 31,			Nine Months Ended	One Month Ended	Eight Months Ended
	2000	2001	2002	September 30, 2002(2)	January 31, 2003(2)	September 30, 2003(2)
(dollars in thousands)						
Statement of Operations Data:						
Revenues	\$ 117,970	\$ 221,735	\$ 282,525	\$ 207,615	\$ 25,626	\$ 208,173
Operating expenses:						
Costs of operations (excluding depreciation, amortization and accretion expense)	\$ 46,667	\$ 91,694	\$ 108,540	\$ 79,675	\$ 8,901	\$ 68,859
Selling, general and administrative expenses	42,977	65,540	54,812	42,543	4,003	33,027
Depreciation, amortization and accretion expense(3)	76,986	163,628	188,176	142,596	15,930	67,404
Restructuring and non-recurring charges		140,871	27,394	27,394		
Total operating expenses	166,630	461,733	378,922	292,208	28,834	169,290
Operating income (loss)	\$ (48,660)	\$ (239,998)	\$ (96,397)	\$ (84,593)	\$ (3,208)	\$ 38,883
Gain on debt discharge					1,034,764	
Income (loss) from continuing operations	\$ (163,812)	\$ (658,935)	\$ (338,558)	\$ (283,200)	\$ 1,026,474	\$ (4,112)
Statement of Cash Flows Data:						
Net cash provided by (used in) operating activities	\$ 11,365	\$ (12,133)	\$ 36,286	\$ 1,533	\$ 5,892	\$ 67,422
Net cash provided by (used in) investing activities	(1,108,690)	(984,724)	(69,966)	(54,465)	(2,737)	63,543
Net cash provided by (used in) financing activities	1,612,200	475,751	83,094	85,631	(10,884)	(148,347)
Purchases of property and equipment	658,283	958,945	71,248	52,431	2,737	10,143
Balance Sheet Data (at end of period):						
Cash and cash equivalents	\$ 552,653	\$ 31,547	\$ 80,961	\$ 64,246	\$ 73,442	\$ 55,850
Total assets	3,054,105	3,203,425	2,578,456	2,622,633	2,577,575	1,527,471
Total long-term obligations	1,708,273	2,326,012	791,992	796,110	849,240	677,516
Liabilities subject to compromise			1,763,286		1,763,286	
Total stockholders equity (deficit)	1,224,800	719,345	(75,127)	(16,450)	(96,678)	682,092
Selected Operating Data:						
Adjusted EBITDA(4)	\$ 19,752	\$ (143,227)	\$ 80,959	\$ 48,929	\$ 12,229	\$ 104,351
Number of owned or operated towers (at end of period)	5,030	7,925	8,036	7,999	8,036	7,509

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- (1) On February 10, 2003, we emerged from chapter 11. In accordance with AICPA Statement of Position 90-7 *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code* (SOP 90-7), we adopted fresh start accounting as of January 31, 2003 and our emergence from chapter 11 resulted in a new reporting entity. Under fresh start accounting, the reorganization value of the entity is allocated to the entity's assets based on fair values, and liabilities are stated at the present value of amounts to be paid determined at appropriate current interest rates. The net effect of all fresh start accounting adjustments resulted in a charge of \$644.7 million, which is reflected in the statement of operations for the one month ended January 31, 2003. The effective date is considered to be the close of business on January 31, 2003 for financial reporting purposes. The periods presented prior to January 31, 2003 have been designated predecessor company and the periods subsequent to January 31, 2003 have been designated reorganized company. As a result

of the implementation of fresh start accounting as of January 31, 2003, our financial statements after the effective date are not comparable to our financial statements for prior periods because of differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company.

- (2) On February 10, 2003, we sold 545 SBC towers to Cingular. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Tower Acquisitions and Dispositions for a discussion of the impact of the sale of these towers on our results of operations and financial position.
- (3) Depreciation, amortization and accretion expense for the one-month and eight-month periods are not proportional because the predecessor company and the reorganized company used different bases of accounting.
- (4) Adjusted EBITDA consists of net income (loss) before depreciation, amortization and accretion, interest, income tax expense (benefit) and, if applicable, before discontinued operations and cumulative effect of change in accounting principle. For the periods prior to January 31, 2003, Adjusted EBITDA also excludes gain on debt discharge, reorganization items and writeoffs of investments in and loans to affiliates. We use a different definition of Adjusted EBITDA for the fiscal periods prior to our reorganization to enable investors to view our operating performance on a consistent basis before the impact of the items discussed above on the predecessor company. Each of these historical items was incurred prior to, or in connection with, our bankruptcy and is excluded from Adjusted EBITDA to reflect, as accurately as possible, the results of our core operations. Management does not expect any of our pre-reorganization items to have a material financial impact on our operations on a going-forward basis because none of these pre-reorganization items is expected to occur in the foreseeable future. Investors may use both of these definitions of Adjusted EBITDA to evaluate and compare the results of our operations from period to period before the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation and amortization) on our operating results. We more fully discuss Adjusted EBITDA and the limitations of this financial measure under Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Financial Measures - Adjusted EBITDA.

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Adjusted EBITDA was calculated as follows for the periods indicated:

	Predecessor Company			Reorganized Company		
	Year Ended December 31,			Nine Months Ended	One Month Ended	Eight Months Ended
	2000	2001	2002	September 30, 2002	January 31, 2003	September 30, 2003
	(in thousands)					
Net income (loss)	\$ (157,616)	\$ (654,769)	\$ (774,984)	\$ (714,691)	\$ 344,970	\$ (6,052)
Depreciation, amortization and accretion expense	76,986	163,628	188,176	142,596	15,930	67,404
Interest income	(28,391)	(17,037)	(855)	(525)	(137)	(639)
Interest expense	134,664	212,174	226,536	187,510	4,721	40,428
Gain on debt discharge					(1,034,764)	
Writeoff of investments in affiliates		129,404		1,854		
Writeoff of loans to affiliates		26,980				
Income tax expense	305	559	1,331	694	5	1,270
Reorganization items:						
Adjust accounts to fair value					644,688	
Professional and other fees			4,329		23,894	
Loss (income) from operations of discontinued divisions, net of income taxes	(6,196)	(4,166)	12,689	9,111	686	1,344
Loss on disposal of discontinued divisions			46,984	45,627		596
Cumulative effect of change in accounting principle			376,753	376,753	12,236	
Adjusted EBITDA	\$ 19,752	\$ (143,227)	\$ 80,959	\$ 48,929	\$ 12,229	\$ 104,351

RISK FACTORS

Investing in our common stock involves substantial risks. In addition to the other information in this prospectus, you should carefully consider the following factors before investing in our common stock.

We recently emerged from a chapter 11 bankruptcy reorganization, have a history of losses and may not achieve and maintain profitability.

Because we recently emerged from bankruptcy and have a history of losses, we cannot assure you that we will achieve and maintain profitability in the future. We emerged from our chapter 11 bankruptcy reorganization as a new reporting entity on February 10, 2003, approximately three months after filing a voluntary petition for bankruptcy reorganization. Prior to our reorganization, we incurred net losses of approximately \$157.6 million in 2000, \$654.8 million in 2001 and \$775.0 million in 2002. In connection with our reorganization, we adopted fresh start accounting as of January 31, 2003. The net effect of all fresh start accounting adjustments resulted in a charge of \$644.7 million, which is reflected in the statement of operations for the one month ended January 31, 2003. If we cannot achieve and maintain profitability, the value of your investment in our company may decline.

You may not be able to compare our historical financial information to our current financial information, which will make it more difficult to evaluate an investment in our company.

As a result of our emergence from bankruptcy, we are operating our business with a new capital structure, and are subject to the fresh start accounting prescribed by generally accepted accounting principles. Accordingly, unlike other companies that have not previously filed for bankruptcy protection, our financial condition and results of operations are not comparable to the financial condition and results of operations reflected in our historical financial statements contained in this prospectus. Without historical financial statements to compare to our current performance, it may be more difficult for you to assess our future prospects when evaluating an investment in our common stock.

Consolidation in the wireless industry could decrease the demand for our sites and may lead to reductions in our revenues.

Various wireless service providers, which are our primary existing and potential customers, could enter into mergers, acquisitions or joint ventures with each other over time. These consolidations could reduce the size of our customer base and have a negative impact on the demand for our services. Recent regulatory developments have made consolidation in the wireless industry easier and more likely. For example, the Federal Communications Commission, or FCC, has recently eliminated the spectrum aggregation cap in a geographic area in favor of a case-by-case review of spectrum transactions, enabled the ownership by a single entity of interests in both cellular carriers in an overlapping cellular service area and authorized spectrum leasing for a variety of wireless radio services. See Business Regulatory and Environmental Matters. It is possible that at least some wireless service providers may take advantage of this relaxation of spectrum and ownership limitations and consolidate their businesses. Any industry consolidation could decrease the demand for our sites, which may lead to reductions in our revenues.

A decrease in the demand for our wireless communications sites and our ability to secure additional customers could negatively impact our ability to achieve and maintain profitability.

Our business depends on demand for communications sites from wireless service providers, which in turn, depends on consumer demand for wireless services. A reduction in demand for our communications sites or increased competition for additional customers could

have an adverse effect on our business. Our wireless service provider customers lease and license communications sites on our towers based on a number of factors, including the level of demand by consumers for wireless services, the financial condition and access to capital of those providers, the strategy of providers with respect to owning, leasing or sharing communications sites, available spectrum and related infrastructure, competitive pricing, consolidation among our customers and potential customers, government regulation of communications licenses, changes in telecommunications regulations, the characteristics of each company's technology and geographic terrain. Any decrease in the demand for our communications sites from current levels or in our ability to secure additional customers could decrease our ability to become and remain profitable and could decrease the value of your investment.

The financial and operating difficulties in the wireless telecommunications sector, which have negatively affected some of our customers, could adversely impact our revenues and profitability.

The slowdown and intense competition in the wireless and telecommunications industries over the past several years have impaired the financial condition of some of our customers. The financial uncertainties facing our customers could reduce demand for our communications sites, increase our bad debt expense and reduce prices on new customer contracts. In addition, we may be negatively impacted by our customers' limited access to debt and equity capital, which may constrain their ability to conduct business with us. As a result, our growth strategy, revenues and profitability may be adversely affected.

An increase in the spectrum available for wireless services may impact the demand for our communication towers, which may negatively impact our operating results.

It is expected that additional spectrum for the provision of wireless services will be made available over the next few years. For example, the FCC is required to make available for commercial use a portion of the frequency spectrum currently reserved for government use. Some portion of this spectrum may be used to create new land mobile services or to expand existing offerings. Further, the FCC has auctioned or announced plans to auction large blocks of spectrum that will in the future be used to expand existing wireless networks and to create new or advanced wireless services. This additional spectrum could be used to replace existing spectrum and could be deployed in a manner that reduces the need for communications towers to transmit signals over existing spectrum. Any increased spectrum could have an adverse impact on our business and may impair our operating results.

Because a significant portion of our revenues depends on a small number of customers, the loss of any of these customers could decrease our revenues.

A significant portion of our revenues is derived from a small number of customers. For example, Nextel (including its affiliates) and Cingular represented approximately 31% and 22%, respectively, of our revenues for the year ended December 31, 2002 and 30% and 20%, respectively, of our revenues for the eight months ended September 30, 2003. If Nextel, Cingular or any of our other customers were to suffer financial difficulties or were unwilling or unable to perform their obligations under their agreements with us, our revenues could be adversely affected.

In addition, from time to time in the ordinary course of our business, we have experienced conflicts or disputes with some of our customers and lessors. Most of these disputes relate to the interpretation of terms in our contracts. While we seek to resolve conflicts amicably and have generally resolved customer disputes on commercially reasonable terms, these disputes could lead to increased tensions and damaged relationships with these entities. In some cases, a dispute could result in a termination of our contracts with customers or lessors, some of whom

are key to our business. In addition, if we are unable to resolve these differences amicably, we may be forced to litigate these disputes in order to enforce or defend our rights. Damaged or terminated relationships with our key customers, or any related litigation, could hurt our business and lead to decreased revenues (including as a result of losing a customer or lessor) or increased costs, any of which may have a negative impact on our operating results.

If we are unable to successfully compete, our business will suffer.

We believe that tower location and capacity, price, quality of service and density within a geographic market historically have been, and will continue to be, the most significant competitive factors affecting our site operations business. We compete for customers with:

wireless service providers that own and operate their own towers and lease, or may in the future decide to lease, antenna space to other providers;

other independent tower operators; and

owners of non-tower antenna sites, including rooftops, water towers and other alternate structures.

Some of our competitors have significantly more financial resources than we do. The intense competition in our industry may make it more difficult for us to attract new customers, increase our gross margins or maintain or increase our market share.

Competing technologies and other service options offer alternatives to ground-based antenna systems and allow our customers to increase wireless capacity without increased use of ground-based facilities, both of which could reduce the demand for our sites.

Most types of wireless and broadcast services currently require ground-based network facilities, including communications sites for transmission and reception. The development and growth of communications and other new technologies that do not require ground-based sites could reduce the demand for space on our towers. For example, the growth in delivery of video, voice and data services by satellites, which allow communication directly to users' terminals without the use of ground-based facilities, could lessen demand for our sites. Moreover, the FCC has issued licenses for several additional satellite systems (including low earth orbit systems) that are intended to provide more advanced, high-speed data services directly to consumers. These satellite systems compete with land-based wireless communications systems, thereby reducing the demand for the services that we provide. Technological developments are also making it possible for carriers to expand their use of existing facilities to provide service without additional tower facilities. The increased use by carriers of signal combining and related technologies, which allow two or more carriers to provide services on different transmission frequencies using the communications antenna and other facilities normally used by only one carrier, could reduce the demand for tower-based broadcast transmissions and antenna space. In addition to sharing transmitters, carriers are sharing (or considering the sharing of) telecommunications infrastructure in ways that might adversely impact the growth of our business. Furthermore, wireless service providers frequently enter into agreements with competitors allowing them to utilize one another's wireless communications facilities to accommodate customers who are out of range of their home providers' services, so that the home providers do not need to lease space for their own antennas on communications sites we own. Any of the conditions and developments described above could reduce demand for our ground-based antenna sites, and may have an adverse effect on our business and revenues.

We may be unable to modify towers and add new customers, which could negatively impact our growth strategy and our business.

Our business depends on our ability to modify towers and add new customers as they expand their tower network infrastructure. Regulatory and other barriers could adversely affect our ability to modify towers in accordance with the requirements of our customers, and, as a result, we may not be able to meet our customers' requirements. Our ability to modify towers and add new customers to towers may be affected by a number of factors beyond our control, including zoning and local permitting requirements, Federal Aviation Administration, or FAA, considerations, FCC tower registration procedures, availability of tower components and construction equipment, availability of skilled construction personnel, weather conditions and environmental compliance issues. In addition, because public concern over tower proliferation has grown in recent years, many communities now restrict tower modifications or delay granting permits required for adding new customers. In addition, we may not be able to overcome the barriers to modifying towers or adding new customers. Our failure to complete the necessary modifications could have an adverse effect on our growth strategy and our business.

We may encounter difficulties in integrating acquisitions with our operations, which could limit our revenue growth and our ability to achieve or sustain profitability.

We have agreed to complete the lease or sublease of up to 485 towers from affiliates of SBC Communications (SBC) through August 2004. The process of integrating acquired operations into our existing operations may result in unforeseen operating difficulties, divert managerial attention or require significant financial resources. These leases or subleases and other future acquisitions may require us to incur additional indebtedness and contingent liabilities, which may limit our revenue growth and our ability to achieve or sustain profitability. Alternatively, these acquisitions may be financed through the issuance of additional equity, which would dilute your interest as a stockholder. Moreover, any future acquisitions may not generate any additional income for us or provide any benefit to our business.

Your ability to influence corporate matters may be limited because a small number of stockholders beneficially own a substantial amount of our common stock.

After giving effect to the offering, affiliates of Apollo Management V, L.P. will own approximately 5.1 million shares, or 10.6%, of our common stock and certain funds managed by Oaktree Capital Management, LLC will own approximately 4.4 million shares, or 9.2%, of our common stock. Two of our directors are associated with these stockholders. As a result, Apollo and Oaktree could exert significant influence over our management and policies and may have interests that are different from yours.

We may be unable to attract and retain key personnel, which would adversely affect our ability to effectively manage our business.

Our future performance depends largely on the continued services of senior executive officers, including, but not limited to, our Chief Executive Officer, Stephen H. Clark, our Chief Operating Officer, Timothy G. Biltz, and our Chief Financial Officer, David P. Tomick. This dependence is particular to our business because the skills, knowledge, technical experience and customer relationships of our senior executive officers are essential to obtaining and maintaining these relationships and executing our business plan. Although Messrs. Clark, Biltz and Tomick each has an employment agreement with SpectraSite, the loss of any of these key employees would likely have a detrimental effect on our ability to effectively manage our business.

Our failure to comply with federal, state and local laws and regulations could result in our being fined, liable for damages and, in some cases, losing our right to conduct some of our business.

We are subject to a variety of regulations, including those at the federal, state and local levels. Both the FCC and the FAA regulate towers and other sites used for wireless communications transmitters and receivers. See Business Regulatory and Environmental Matters. In addition, under the FCC's rules, we are fully liable for the acts or omissions of our contractors. We generally indemnify our customers against any failure by us to comply with applicable standards. Our failure to comply with any applicable laws and regulations (including as a result of acts or omissions of our contractors, which may be beyond our control) may lead to monetary forfeitures or other enforcement actions, as well as civil penalties, contractual liability and tort liability and, in some cases, losing our right to conduct some of our business, any of which could have an adverse impact on our business.

We also are subject to local regulations and restrictions that typically require tower owners to obtain a permit or other approval from local officials or community standards organizations prior to tower construction or modification. Local regulations could delay or prevent new tower construction or modifications, as well as increase our costs, any of which could adversely impact our ability to implement or achieve our business objectives.

Because we generally lease, sublease, or license the land under our towers, our business may be adversely affected if we fail to protect our rights under our contracts.

Our real property interests relating to towers primarily consist of leasehold and sub-leasehold interests, private easements and licenses, and easements and rights-of-way granted by governmental entities. A loss of these interests for any reason, including losses arising from the bankruptcy of a significant number of our lessors, from the default by a significant number of our lessors under their mortgage financing or from a challenge to our interest in the real property, would interfere with our ability to conduct our business and generate revenues. Our ability to protect our rights against persons claiming superior rights in towers or real property depends on our ability to:

recover under title insurance policies, the policy limits of which may be less than the purchase price of a particular tower;

in the absence of title insurance coverage, recover under title warranties given by tower sellers, which warranties often terminate after the expiration of a specific period, typically one to three years;

recover from landlords under title covenants contained in lease agreements; and

obtain so-called non-disturbance agreements from mortgagees and superior lienholders of the land under our towers.

Our inability to protect our rights to the land under our towers could have a material adverse affect on our business and operating results.

Our failure to comply with environmental laws could result in liability and claims for damages.

We are subject to environmental laws and regulations that impose liability without regard to fault. These laws and regulations place responsibility on us to investigate potential environmental and other effects of operations and to disclose any significant effects in an environmental assessment prior to constructing a tower or adding a new customer on a tower. In the event the FCC determines that one of our towers would have a significant environmental impact, the FCC would be required to prepare an environmental impact statement. This regulatory process could be costly to us and could significantly delay our registration of a particular tower. In addition, we

are subject to environmental laws that may require investigation and clean up of any contamination at facilities we own or operate or at third-party waste disposal sites. These laws could impose liability even if we did not know of, or were not responsible for, the contamination. Although we believe that we currently have no material liability under applicable environmental laws, the costs of complying with existing or future environmental laws, responding to petitions filed by environmental protection groups, investigating and remediating any contaminated real property and resolving any related liability could have a material adverse effect on our business.

Our towers may be damaged by disaster and other unforeseen damage for which our self-insurance may not provide adequate coverage.

Our towers are subject to risks associated with natural disasters, such as ice and wind storms, tornadoes, floods, hurricanes and earthquakes, as well as other unforeseen damage. We self-insure almost all of our towers against these risks. Since our inception, two of our towers have been destroyed by high wind, one has collapsed due to unknown causes, resulting in fatalities, and approximately 25 tower sites have suffered minor damage due to flooding. In addition, we own, lease and license a large number of towers in geographic areas, including Texas, California, Illinois and Ohio, that have historically been subject to natural disasters, such as high winds, floods, earthquakes and severe weather. A tower accident for which we do not have adequate insurance reserves or have no insurance, or a large amount of damage to a group of towers, could decrease the value of our assets and have an adverse effect on our operating results.

If radio frequency emissions from our towers are demonstrated, or perceived, to cause negative health effects, our business and revenues may be adversely affected.

The safety guidelines for radio frequency emissions from our sites require us to undertake safety measures to protect workers whose activities bring them into proximity with the emitters and to restrict access to our sites by others. If radio frequency emissions are found, or perceived, to be harmful, our customers and possibly our company could face lawsuits claiming damages from these emissions, and demand for wireless services and new towers, and thus our business and revenues could be adversely affected. Although we have not been subject to any claims relating to radio frequency emissions, we cannot assure you that these claims will not arise in the future or that they will not negatively impact our business.

Our substantial indebtedness could impair our financial condition and make it more difficult for us to fund our operations.

Even after our recent restructuring, we are, and may continue to be, highly leveraged. As of September 30, 2003, we had \$640.2 million of consolidated indebtedness. Our high level of indebtedness could have important negative consequences for us. For example, it could:

increase our vulnerability to general adverse economic and industry conditions;

limit our ability to obtain additional financing;

require the dedication of a substantial portion of our cash flow from operations to the payment of principal of, and interest on, our indebtedness, reducing available cash flow to fund other projects;

limit our flexibility in planning for, or reacting to, changes in our business and the industry; and

place us at a competitive disadvantage relative to less leveraged competitors.

Our ability to generate sufficient cash flow from operations to pay the principal of, and interest on, our indebtedness is uncertain. In particular, we may not meet our anticipated revenue

growth and operating expense targets, and, as a result, our future debt service obligations, including our obligations on our senior notes, could exceed cash available to us. Further, we may not be able to refinance any of our indebtedness on commercially reasonable terms or at all.

In addition, we may be able to incur significant additional indebtedness in the future. To the extent new debt is added to our current debt levels, the risks described above would increase, which could make a material adverse effect on our operations and our ability to run our business more likely.

Repayment of the principal of our outstanding indebtedness, including our senior notes, may require additional financing that we cannot assure you will be available to us.

We have historically financed our operations primarily with indebtedness. Our ability to generate sufficient cash flow from operations to make scheduled payments on our debt obligations, including our senior notes, will continue to depend on our future financial performance. In addition, we currently anticipate that, in order to pay the principal of our outstanding indebtedness, including our senior notes, or to repay such indebtedness upon a change of control as defined in the instruments governing our indebtedness, we may be required to adopt one or more alternatives, such as refinancing our indebtedness or selling our equity securities or the equity securities or assets of our subsidiaries. We cannot assure you that we could affect any of the foregoing alternatives on terms satisfactory to us, that any of the foregoing alternatives would enable us to pay the interest or principal of our indebtedness or that any of such alternatives would be permitted by the terms of our credit facility and other indebtedness then in effect.

The terms of our credit facility and the indenture relating to our senior notes may restrict our current and future operations, which would adversely affect our ability to respond to changes in our business and to manage our operations.

Our credit facility and the indenture relating to our senior notes contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

incur additional debt;

pay dividends and make other restricted payments;

create liens;

make investments;

engage in sales of assets and subsidiary stock;

enter into sale-leaseback transactions;

enter into transactions with affiliates;

transfer all or substantially all of our assets or enter into merger or consolidation transactions; and

make capital expenditures.

The credit facility also requires us to maintain certain financial ratios. A failure by us to comply with the covenants or financial ratios contained in the credit facility could result in an event of default under the facility which could adversely affect our ability to respond to changes in our business and manage our operations. In the event of any default under our credit facility, the lenders under our credit facility will not be required to lend any additional amounts to us. Our lenders also could elect to declare all amounts outstanding, to be due and payable, require us to

apply all of our available cash to repay these amounts or prevent us from making debt service payments on our senior notes, any of which could result in an event of default under our senior notes. If the indebtedness under our credit facility or our senior notes were to be accelerated, there can be no assurance that our assets would be sufficient to repay this indebtedness in full.

If Communications is unable to distribute cash to us, we may be unable to pay dividends or satisfy our outstanding debt obligations.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our common stock in the immediate future. In addition, our credit facility and the indenture governing our senior notes restrict our ability to pay dividends. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then existing conditions, including our financial condition and results of operations, capital requirements, contractual restrictions, business prospects and other factors that our Board of Directors considers relevant. Furthermore, Communications' credit facility imposes restrictions on our subsidiaries' ability to distribute cash to us. As a holding company, we are dependent on our subsidiaries, including primarily Communications, for our cash flow. If Communications is unable to distribute cash to us for any reason, including due to restrictions in the credit facility, we would be unable to pay dividends or possibly to satisfy our obligations under our debt instruments.

Sales of our common stock could adversely affect our stock price and could impair our future ability to raise capital.

Sales of a substantial number of shares of our common stock into the public market, or the perception that these sales could occur, could adversely affect our stock price and could impair our future ability to raise capital through an offering of our equity securities. As of December 31, 2003, we had 47,750,453 shares of common stock outstanding. We have reserved an additional 135,866 shares of common stock for further distribution in connection with our plan of reorganization. We have also reserved an additional 5,616,777 shares of common stock for issuance under our stock option plan and 2,496,854 shares of common stock for issuance upon the exercise of warrants. All of our outstanding shares of common stock, as well as the shares of common stock issuable in connection with our emergence from bankruptcy and upon exercise of outstanding stock options and warrants, are or will be freely tradable without restriction or further registration under the federal securities laws, except to the extent they are held by one of our affiliates, as that term is defined in Rule 144 under the Securities Act. Upon the completion of this offering, the selling stockholders will together hold approximately 30.2% of the outstanding shares of our common stock, or approximately 27.7% if the underwriters' over-allotment option is exercised in full.

We, the selling stockholders and our current directors and executive officers have agreed with the underwriters not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except sales to us by the selling stockholders and sales pursuant to certain pre-arranged trading plans adopted by certain of our executive officers under Rule 10b5-1 promulgated by the Securities and Exchange Commission, or with the prior written consent of Goldman, Sachs & Co.

After the expiration of the 90 day lock-up period set forth in the agreement pursuant to which all of the selling stockholders and our directors and executive officers are parties, and subject to certain exceptions set forth therein, these individuals and entities will be entitled to dispose of their remaining shares, although the shares of common stock held by our affiliates will continue to be subject to the volume and other restrictions of Rule 144 under the Securities Act. In addition, Goldman, Sachs & Co. may, in its sole discretion and at any time without notice,

release all or a portion of the shares subject to the lock-up. The shares that are released from the lock-up will be freely tradable without restriction or further registration under the federal securities laws, except to the extent they are held by one of our affiliates.

After giving effect to the sale of common stock in this offering (and assuming that the underwriters do not exercise the over-allotment option granted to them by the selling stockholders), three stockholders holding an aggregate of approximately 12.5 million shares of our common stock (including shares issuable upon the exercise of outstanding options) have the right (subject to limited conditions) to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. Sales by these stockholders in a registered public offering would not be subject to the limitations of Rule 144 under the Securities Act. In addition, in October 2003, certain of our executive officers entered into Rule 10b5-1 trading plans with respect to their anticipated sales of our common stock upon the exercise of stock options held by such officers. These sales are expected to begin in February 2004. Assuming that sales are made at \$36.60, the closing price of our common stock on January 30, 2004, these officers will sell not more than 190,000 shares in the aggregate pursuant to such plans during the 90 day lock-up period.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as may, believe, expect, anticipate, intend, plan, estimate or similar expressions. These statements are based on assumptions that we have made in light of our industry experience as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this prospectus, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include but are not limited to:

substantial leverage and capital requirements, even after our emergence from chapter 11;

market conditions;

dependence on demand for wireless communications and related infrastructure;

our ability to add customers on our towers;

consolidation in the wireless industry;

material adverse changes in economic conditions in the markets we serve;

future regulatory actions and conditions in our operating areas;

competition from others in the communications tower industry, including the impact of technological developments;

technological innovation;

the integration of our operations with those of towers or businesses we have acquired or may acquire in the future and the realization of the expected benefits;

dependence upon a small number of significant customers;

disputes with our current and prospective customers and lessors;

the need for additional financing to provide operating and growth capital; and

other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings.

You should keep in mind that any forward-looking statement made by us in this prospectus, or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements in this prospectus after the date of this prospectus. In light of these risks and uncertainties, you should keep in mind that any forward-looking statement made in this prospectus or elsewhere might not occur.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares by the selling stockholders.

PRICE RANGE OF COMMON STOCK

On October 3, 2003, our common stock began trading on the New York Stock Exchange under the symbol SSI. Our common stock previously traded on the Pink Sheets and on the OTC Bulletin Board.

The following table sets forth on a per share basis the high and low sales for consolidated trading in our common stock as reported on the New York Stock Exchange, OTC Bulletin Board or Pink Sheets, as applicable, through January 30, 2004. Historical prices are adjusted to give effect to our two-for-one stock split effected August 21, 2003.

	Common Stock	
	High	Low
2003		
First quarter (beginning February 11, 2003)	\$ 16.00	\$ 12.25
Second quarter	\$ 27.05	\$ 14.00
Third quarter	\$ 34.50	\$ 24.88
Fourth quarter	\$ 39.30	\$ 30.00
2004		
First quarter (through January 30, 2004)	\$ 39.80	\$ 34.05

As of January 30, 2004, there were approximately 15 holders of record of our common stock, including record holders on behalf of an indeterminate number of beneficial owners. On January 30, 2004, the last reported sale price of our common stock price was \$36.60.

DIVIDEND POLICY

We have never declared or paid any cash dividends on our common stock. For the foreseeable future, we intend to retain any earnings and we do not anticipate paying any cash dividends on our common stock. In addition, our credit facility and the indenture governing our senior notes restrict our ability to pay dividends. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then existing conditions, including our financial condition and results of operations, capital requirements, contractual restrictions, business prospects and other factors that our Board of Directors considers relevant. Furthermore, as a holding company, we depend on the cash flow of our subsidiaries. Our credit facility imposes restrictions on our subsidiaries' ability to distribute cash to us.

CAPITALIZATION

The following table sets forth our cash and capitalization as of September 30, 2003.

The information set forth below should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

	As of September 30, 2003(1)
	(in thousands)
Cash and cash equivalents	\$ 55,850
Long-term debt:	
Credit facility(2)	\$ 439,955
8 1/4% senior notes due 2010	200,000
Other debt	191
Total long-term debt	640,146
Stockholders' equity:	
Common Stock, \$0.01 par value, 250,000,000 shares authorized, 47,548,475 issued and outstanding(3)	475
Additional paid-in-capital	687,669
Accumulated deficit	(6,052)
Total stockholders' equity	\$ 682,092
Total capitalization	\$ 1,322,238

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- (1) Our capitalization as of September 30, 2003 does not give effect to the estimated expenses of \$875,000 payable by us in connection with this offering.
- (2) The credit facility includes a revolving credit facility, a multiple draw term loan and a term loan. As of September 30, 2003, the revolving credit facility was undrawn, and the term loans were fully drawn with outstanding balances of \$187.8 million under the multiple draw term loan and \$252.2 million under the term loan. The weighted average interest rate on outstanding borrowings under the credit facility was 4.55% as of September 30, 2003. After giving effect to the October 24, 2003 amendment to the credit facility, the weighted average interest rate on outstanding borrowings under the credit facility as of September 30, 2003 would have been 3.97%.
- (3) As of September 30, 2003, we had 47,548,475 shares outstanding. An additional 135,866 shares are reserved for issuance pursuant to further distributions under our plan of reorganization. In addition, as of September 30, 2003, we had 2,498,476 million shares of common stock reserved for issuance upon exercise of warrants at an exercise price of \$16.00 per share. As of September 30, 2003, options to purchase 5,423,155 shares of our common stock were outstanding and 393,978 shares were available for future awards under our equity incentive plan.

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following table sets forth selected historical consolidated financial and other data. We refer to the periods prior to our emergence from chapter 11 as predecessor company and to the periods subsequent to that date as reorganized company. The balance sheet data as of December 31, 1998, 1999, 2000, 2001 and 2002 and the statement of operations data for the years ended December 31, 1998, 1999, 2000, 2001 and 2002 are derived from our audited consolidated financial statements. The balance sheet data as of September 30, 2002, January 31, 2003 and September 30, 2003 and the statement of operations data for the nine months ended September 30, 2002 and for the one month ended January 31, 2003 for the predecessor company and for the eight months ended September 30, 2003 for the reorganized company are derived from our unaudited financial statements. In our opinion, the unaudited financial data include all adjustments (consisting only of normal recurring adjustments for the predecessor company for the nine months ended September 30, 2002 and normal recurring adjustments and fresh start accounting adjustments for the predecessor company for the one month period ended January 31, 2003 and for the reorganized company for the eight months ended September 30, 2003) necessary to present fairly the information set forth therein.

On December 31, 2002, we sold our network services division. On December 16, 2003, we decided to discontinue our broadcast services division. The results of the network and broadcast services divisions' operations have been reported separately as discontinued operations in the balance sheets and statements of operations. Prior period information has been restated to present the operations of the network and broadcast services divisions as discontinued operations.

As a result of the implementation of fresh start accounting as of January 31, 2003, our financial statements after that date are not comparable to our financial statements for prior periods because of the differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company. Operating results for the one month ended January 31, 2003 for the predecessor company and for the eight months ended September 30, 2003 for the reorganized company are not necessarily indicative of the results that may be expected for the year ending December 31, 2003.

Net loss per share (basic and diluted) and weighted average common shares outstanding (basic and diluted) of the reorganized company for the eight months ended September 30, 2003, gives effect to our two-for-one stock split, effected August 21, 2003. Net loss per share (basic and diluted) and weighted average common shares outstanding (basic and diluted) of the predecessor company reflect share amounts of our Old Common Stock and do not reflect the stock split.

The information set forth below should be read in conjunction with Use of Proceeds, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

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	Predecessor Company(1)					Reorganized Company(1)		
	Year Ended December 31,					Nine Months Ended	One Month Ended	Eight Months Ended
	1998	1999	2000	2001	2002	September 30, 2002(2)	January 31, 2003(2)	September 30, 2003(2)
(dollars in thousands)								
Statement of Operations Data:								
Revenues	8,798	59,139	\$ 117,970	\$ 221,735	\$ 282,525	\$ 207,615	\$ 25,626	\$ 208,173
Operating expenses:								
Costs of operations (excluding depreciation, amortization and accretion expense)	\$ 2,791	\$ 23,397	\$ 46,667	\$ 91,694	\$ 108,540	\$ 79,675	\$ 8,901	\$ 68,859
Selling, general and administrative expenses	9,690	31,243	42,977	65,540	54,812	42,543	4,003	33,027
Depreciation, amortization and accretion expense(3)	1,268	32,038	76,986	163,628	188,176	142,596	15,930	67,404
Restructuring and non-recurring charges		7,727		140,871	27,394	27,394		
Total operating expenses	13,749	94,405	166,630	461,733	378,922	292,208	28,834	169,290
Operating income (loss)	\$ (4,951)	\$ (35,266)	\$ (48,660)	\$ (239,998)	\$ (96,397)	\$ (84,593)	\$ (3,208)	\$ 38,883
Gain on debt discharge							1,034,764	
Income (loss) from continuing operations	\$ (9,079)	\$ (94,282)	\$ (163,812)	\$ (658,935)	\$ (338,558)	\$ (283,200)	\$ 1,026,474	\$ (4,112)
Reorganization items:								
Adjust accounts to fair value							(644,688)	
Professional and other fees							(23,894)	
Income (loss) from discontinued operations		(3,386)	6,196	4,166	(59,673)	(54,738)	(686)	(1,940)
Cumulative effect of change in accounting principle					(376,753)	(376,753)	(12,236)	
Net income (loss)	\$ (9,079)	\$ (97,668)	\$ (157,616)	\$ (654,769)	\$ (774,984)	\$ (714,691)	\$ 344,970	\$ (6,052)
Net income (loss) applicable to common stockholders	\$ (11,235)	\$ (98,428)	\$ (157,616)	\$ (654,769)	\$ (774,984)	\$ (714,691)	\$ 344,970	\$ (6,052)
Net income (loss) per share (basic and diluted)	\$ (11.98)	\$ (12.48)	\$ (1.31)	\$ (4.36)	\$ (5.03)	\$ (4.64)	\$ 2.24	\$ (0.13)
Weighted average common shares outstanding (basic and diluted)	938	7,886	120,731	150,223	153,924	153,894	154,014	47,325
Statement of Cash Flows Data:								
Net cash provided by (used in) operating activities	\$ (2,347)	\$ 17,555	\$ 11,365	\$ (12,133)	\$ 36,286	\$ 1,533	\$ 5,892	\$ 67,422
Net cash provided by (used in) investing	(45,002)	(813,225)	(1,108,690)	(984,724)	(69,966)	(54,465)	(2,737)	63,543

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activities									
Net cash provided by (used in) financing activities	144,663	733,900	1,612,200	475,751	83,094	85,631	(10,884)	(148,347)	
Purchases of property and equipment	26,598	644,778	658,283	958,945	71,248	52,431	2,737	10,143	
Balance Sheet Data (at end of period):									
Cash and cash equivalents	\$ 114,962	\$ 37,778	\$ 552,653	\$ 31,547	\$ 80,961	\$ 64,246	\$ 73,442	\$ 55,850	
Total assets	161,946	1,219,953	3,054,105	3,203,425	2,578,456	2,622,633	2,577,575	1,527,471	
Total long-term obligations	132,913	716,639	1,708,273	2,326,012	791,992	796,110	849,240	677,516	
Liabilities subject to compromise					1,763,286		1,763,286		
Redeemable convertible preferred stock	40,656								
Total stockholders equity (deficit)	(14,067)	457,756	1,224,800	719,345	(75,127)	(16,450)	(96,678)	682,092	
Selected Operating Data:									
Adjusted EBITDA(4)	\$ (3,210)	\$ (3,682)	\$ 19,752	\$ (143,227)	\$ 80,959	\$ 48,929	\$ 12,229	\$ 104,351	
Number of owned or operated towers (at end of period)	106	2,765	5,030	7,925	8,036	7,999	8,036	7,509	

- (1) On February 10, 2003, we emerged from chapter 11. In accordance with AICPA Statement of Position 90-7 *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code* (SOP 90-7), we adopted fresh start accounting as of January 31, 2003, and our emergence from chapter 11 resulted in a new reporting entity. Under fresh start accounting, the reorganization value of the entity is allocated to the entity's assets based on fair values, and liabilities are stated at the present value of amounts to be paid determined at appropriate current interest rates. The net effect of all fresh start accounting adjustments resulted in a charge of \$644.7 million, which is reflected in the statement of operations for the one month ended January 31, 2003. The effective date is considered to be the close of business on January 31, 2003 for financial reporting purposes. The periods presented prior to January 31, 2003 have been designated predecessor company, and the periods subsequent to January 31, 2003 have been designated reorganized company. As a result of the implementation of fresh start accounting as of January 31, 2003, our financial statements after the effective date are not comparable to our financial statements for prior periods because of differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company.
- (2) On February 10, 2003, we sold 545 SBC towers to Cingular. See Management's Discussion and Analysis of Financial Condition and Results of Operations Tower Acquisitions and Dispositions for a discussion of the impact of the sale of these towers on our results of operations and financial position.
- (3) Depreciation, amortization and accretion expense for the one-month and eight-month periods are not proportional because the predecessor company and the reorganized company used different bases of accounting.
- (4) Adjusted EBITDA consists of net income (loss) before depreciation, amortization and accretion, interest, income tax expense (benefit) and, if applicable, before discontinued operations and cumulative effect of change in accounting principle. For the periods prior to January 31, 2003, Adjusted EBITDA also excludes gain on debt discharge, reorganization items and writeoffs of investments in and loans to affiliates. We use a different definition of Adjusted EBITDA for the fiscal periods prior to our reorganization to enable investors to view our operating performance on a consistent basis before the impact of the items discussed above on the predecessor company. Each of these historical items was incurred prior to, or in connection with, our bankruptcy and is excluded from Adjusted EBITDA to reflect, as accurately as possible, the results of our core operations. Management does not expect any of our pre-reorganization items to have a material financial impact on our operations on a going-forward basis because none of these pre-reorganization items is expected to occur in the foreseeable future. Investors may use both of these definitions of Adjusted EBITDA to evaluate and compare the results of our operations from period to period before the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation and amortization) on our operating results. We more fully discuss Adjusted EBITDA and the limitations of this financial measure under Management's Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures Adjusted EBITDA.

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Adjusted EBITDA was calculated as follows for the periods indicated:

	Predecessor Company					Nine Months Ended September 30, 2002	One Month Ended January 31, 2003	Reorganized Company
	Year Ended December 31,							Eight Months Ended September 30, 2003
	1998	1999	2000	2001	2002			
	(in thousands)							
Net income (loss)	\$ (9,079)	\$ (97,668)	\$ (157,616)	\$ (654,769)	\$ (774,984)	\$ (714,691)	\$ 344,970	\$ (6,052)
Depreciation, amortization and accretion expense	1,268	32,038	76,986	163,628	188,176	142,596	15,930	67,404
Interest income	(3,569)	(8,951)	(28,391)	(17,037)	(855)	(525)	(137)	(639)
Interest expense	8,170	67,513	134,664	212,174	226,536	187,510	4,721	40,428
Gain on debt discharge							(1,034,764)	
Writeoff of investments in affiliates				129,404		1,854		
Writeoff of loans to affiliates				26,980				
Income tax expense			305	559	1,331	694	5	1,270
Reorganization items:								
Adjust accounts to fair value							644,688	
Professional and other fees					4,329		23,894	
Loss (income) from operations of discontinued divisions, net of income taxes		3,386	(6,196)	(4,166)	12,689	9,111	686	1,344
Loss on disposal of discontinued divisions					46,984	45,627		596
Cumulative effect of change in accounting principle					376,753	376,753	12,236	
Adjusted EBITDA	\$ (3,210)	\$ (3,682)	\$ 19,752	\$ (143,227)	\$ 80,959	\$ 48,929	\$ 12,229	\$ 104,351

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion in conjunction with Selected Consolidated Financial and Other Data, Risk Factors and our consolidated financial statements included elsewhere in this prospectus. Some of the statements in the following discussion are forward-looking statements. See Forward-Looking Statements.

Executive Overview

We are one of the largest, in terms of number of towers, and fastest growing, in terms of revenue growth, wireless tower operators in the United States. Our business is owning, leasing and licensing antenna sites on wireless and broadcast towers, owning and licensing in-building shared infrastructure systems and managing rooftop telecommunications access on commercial real estate. We owned or operated 7,509 towers and in-building systems as of September 30, 2003, located primarily in the top 100 basic trading area markets in the United States.

The economic and industry-wide factors relevant to our business fall into two broad categories: growth of wireless communication services and growth of the physical network elements that support wireless communication. Historically, wireless networks primarily have supported voice communications. More recently, a variety of data applications have been introduced and are being supported on wireless networks. Some of the key performance indicators that we regularly monitor to evaluate growth trends affecting wireless network usage include gross wireless subscriber additions, wireless subscriber churn and minutes of use per wireless subscriber. Growth of the wireless network infrastructure is required to provide broader geographical wireless coverage and additional capacity for existing subscribers within coverage areas. To support this growth, the wireless service providers regularly deploy capital to improve and expand their networks. These wireless service providers largely comprise our customer base. In addition to tracking the capital expenditure activities and plans of our customers and other wireless providers, we monitor financial performance of each customer and the state of the financial markets on which our customers depend for access to new capital.

Our business consists of our wireless and broadcast segments. For the eight months ended September 30, 2003, all of our revenues came from our leasing and licensing operations within these segments. Factors affecting the growth in our site operations revenues include, among other things, the rate at which wireless carriers choose to deploy capital to improve and expand their wireless networks and variable contractual escalation clauses associated with existing site leasing and licensing agreements.

The material opportunities, challenges and risks of our business have changed significantly over the past two years. We have reshaped our business operations and reduced our debt levels in order to minimize the impact of short-term variabilities in market demand. Specifically, we discontinued a major program of building new towers in mid-2002, we completed the sale of our network services division in late 2002, we restructured our balance sheet through a bankruptcy process completed in early 2003 and we made a decision to discontinue operations of our broadcast services division in late 2003. Today, all of our revenues come from site leasing and licensing operations. Our growth opportunities are primarily linked to organic revenue growth on our existing portfolio of assets. We also see potential opportunities on a more limited basis with the development of new in-building neutral host assets.

Generally, our leasing and licensing agreements are specific to each site and are for an initial term of five to ten years and are renewable for additional pre-determined periods at the option of the customer. Payments under leasing and licensing agreements are generally made on a monthly basis, and revenue from each agreement is recorded monthly. Rate increases based on fixed escalation clauses included in certain lease and licensing agreements are recognized on a straight-line basis over the terms of the agreement. We also generate revenue by providing

engineering and site inspection services to our customers for a fee. Revenues from fees originate at the time the customer applies for space on our towers or we provide certain services required in order to process the customer's application. Additionally, we generate revenues related to the management of sites on rooftops. Under each site management agreement, we are entitled to a fee based on a percentage of the gross revenue derived from the rooftop site subject to the agreement. We recognize this fee as revenue when earned.

Costs of operations consist primarily of ground rent, maintenance, utilities and taxes. Because our tower operating expenses generally do not increase significantly as we add additional customers, once a tower is built for an anchor customer, additional customers provide significant incremental cash flow. Fluctuations in our profit margin are therefore directly related to the incremental number of customers on each site and the amount of fees generated in a particular period.

Selling, general and administrative expenses have two major components. The first component consists of expenses necessary to support our site leasing and licensing operations such as sales, marketing, and property management functions. The second component includes expenses that are incurred to support all of our business segments, such as legal, finance, human resources and other administrative support.

Discontinued Operations

We anticipate that, in the foreseeable future, the delay and uncertainty regarding the requirements of digital television multicasting will continue to restrict the amount of capital that broadcasters will invest in tower modification and construction. As a result of the trend of declining sales and profitability in our broadcast services division, we evaluated our alternatives to maximize stockholder value. On December 16, 2003, we decided to discontinue the operations of this division. The related assets and liabilities were reclassified as held for sale and recorded at estimated fair market value. The division is currently being marketed for sale. Broadcast services revenues were \$4.4 million and \$11.2 million for the three and eight months ended September 30, 2003, respectively. Revenues for broadcast services were \$1.2 million for the month ended January 31, 2003.

On December 31, 2002, we completed the sale of our network services division. Network services revenues were \$30.2 million and \$107.8 million for the three and nine months ended September 30, 2002, respectively. In conjunction with the sale, we recorded a loss on disposal of the network services division of \$47.0 million in the year ended December 31, 2002.

The results of operations for the broadcast and network services divisions have been reported separately as discontinued operations in the balance sheets and statements of operations. Prior period financial statements have been restated to present the operations of the divisions as discontinued operations.

Plan of Reorganization

The financial difficulties experienced by the telecommunications and broadcast industries in recent years have severely impacted capital availability within the wireless telecommunications and broadcast sectors. Many of our customers were forced to reduce capital expenditures, which in turn impeded our revenue and earnings growth and, therefore, our ability to service our long-term debt. We incurred net losses of approximately \$157.6 million in 2000, \$654.8 million in 2001 and \$775.0 million in 2002. After a review of our business and our prospects, we concluded that recoveries to creditors and equity holders would be maximized by a consensual restructuring.

On November 15, 2002, we filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of North

Carolina, Raleigh Division. On November 18, 2002, we filed a Proposed Plan of Reorganization with the Bankruptcy Court. A plan confirmation hearing was held on January 28, 2003, and the Proposed Plan of Reorganization, as modified on that date (the Plan of Reorganization), was confirmed by the Bankruptcy Court. All conditions precedent to the effectiveness of the Plan of Reorganization were met by February 10, 2003, thereby allowing us to emerge from bankruptcy. Our emergence from bankruptcy and adoption of fresh start accounting resulted in the extinguishment of \$1.76 billion of indebtedness and significantly reduced our interest expense and our depreciation, amortization, and accretion expense. In addition to our reorganization, we have taken a number of other measures to minimize the potential net losses in the future, including the sale of non-performing assets and the reduction of overhead and capital expenditures.

As a result of our reorganization, we expect to achieve profitability sooner than if we had not filed a voluntary petition for bankruptcy. We expect the portion of our significant customers' capital expenditures related to network improvements and coverage enhancements to remain at current levels for the foreseeable future. As customers continue to add antenna sites to our towers, we expect revenues associated with our tower assets to increase. Because a significant percentage of tower operating costs are fixed and do not increase with additional customers, we expect that our earnings will increase as we add additional customers on towers.

Our Plan of Reorganization provided for the distribution of 47.5 million shares of our common stock to our general unsecured creditors, including former noteholders, and new warrants to purchase an aggregate of 2.5 million shares of common stock at an exercise price of \$16.00 per share to the holders of our old common stock, par value \$0.001 per share (the Old Common Stock). These warrants expire on February 10, 2010. In addition, pursuant to the Plan of Reorganization, all outstanding shares of Old Common Stock and all outstanding options and warrants to purchase Old Common Stock that were outstanding on February 10, 2003 were cancelled. New options representing an aggregate of 10.0% of our fully diluted common stock were issued to our management.

Tower Acquisitions and Dispositions

Our portfolio has grown from 106 towers as of December 31, 1998, to 7,509 towers and in-building systems as of September 30, 2003. We have accomplished this growth through acquisitions and new construction (principally pursuant to build-to-suit arrangements). The majority of our towers were acquired from (or built under agreements with) affiliates of SBC and Nextel.

Our original agreement with SBC called for us to acquire leasehold and subleasehold interests in approximately 3,900 towers over approximately two years and to commit to build towers for Cingular, an affiliate of SBC. Subsequent amendments to these agreements have resulted in a reduction in the number of towers to be leased or subleased to approximately 3,306 towers and in the termination of the build-to-suit arrangement. See Note 5 to our unaudited consolidated financial statements, Acquisition Activities - SBC Transaction. We reduced our acquisition program and terminated our build-to-suit program in order to limit our required capital expenditures and to achieve additional financial flexibility. In November 2001, we paid a fee of \$35 million in connection with the first of these amendments. On February 10, 2003, we sold our interest in 545 SBC towers in California and Nevada to Cingular for an aggregate purchase price of \$81.0 million and paid SBC a fee of \$7.5 million related to the last of the reductions in the maximum number of towers that we will lease or sublease. In connection with these transactions, we received a net cash payment of \$73.5 million, which we used to repay a portion of the indebtedness outstanding under our credit facility, significantly reduced our capital expenditure commitments, extended the timeline to meet our remaining commitments and maintained a mutually profitable commercial relationship with a significant customer. The 545 towers sold represented approximately 7% of our owned and operated tower portfolio at December 31, 2002.

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and generally were characterized by lower revenues per tower than other towers in our portfolio. We do not expect the sale of our interest in the 545 towers to materially impact our future operating performance.

For the one month ended January 31, 2003, these towers represented \$1.2 million of a total of \$25.6 million of revenues and \$0.5 million of a total of \$8.9 million of costs of operations, excluding depreciation, amortization and accretion expense. For the eight months ended September 30, 2003, these towers represented \$0.4 million of a total of \$208.2 million of revenues and \$0.2 million of a total of \$68.9 million in costs of operations, excluding depreciation, amortization and accretion expense. For the nine months ended September 30, 2002 the same towers represented \$8.1 million of a total of \$207.6 million of revenues and \$4.3 million of a total of \$79.7 million in costs of operations, excluding depreciation, amortization and accretion expense.

The following table presents a comparison of the revenues and costs of operations (excluding depreciation, amortization and accretion expense) for the 545 SBC towers for the periods shown.

	Eight Months Ended September 30, 2003	One Month Ended January 31, 2003	Nine Months Ended September 30, 2002
	(dollars in thousands)		
Revenues attributed to 545 SBC Towers	\$ 368	\$ 1,202	\$ 8,123
Total Revenues	208,173	25,626	207,615
Percent of Total Revenues	0.2%	4.7%	3.9%
Costs of Operations (excluding depreciation, amortization and accretion expenses)	\$ 195	\$ 465	\$ 4,339
Total Cost of Operations (excluding depreciation, amortization and accretion expenses)	68,859	8,901	79,675
Percent of Total Cost of Operations (excluding depreciation, amortization and accretion expenses)	0.3%	5.2%	5.4%

We remain contractually obligated to acquire leasehold and subleasehold interests in up to an additional 485 towers from SBC through August 2004 for an aggregate purchase price of approximately \$126.1 million.

Unaudited Fourth Quarter 2003 Results

On February 2, 2004, we reported unaudited results for the fourth quarter ended December 31, 2003. Total revenues for the fourth quarter of 2003 were \$81.6 million, compared to \$74.9 million for the fourth quarter of 2002, representing an increase of 8.9%. Net of the revenues contributed by the 545 SBC towers that we sold in February, 2003, revenues increased 16.6% from the fourth quarter of 2002 to the fourth quarter of 2003. Operating income for the fourth quarter of 2003 was \$16.6 million, an increase from an operating loss of \$11.8 million for the same period in 2002.

Other expense during the fourth quarter of 2003 was \$0.8 million as compared to \$1.7 million during the fourth quarter of 2002. Other expense items during the fourth quarter of 2003 primarily related to losses incurred on disposal of property, plant and equipment.

Our net loss was \$13.6 million for the fourth quarter of 2003 versus a net loss of \$60.3 million during the fourth quarter of 2002. Basic net loss per share was \$0.29 during the fourth quarter of 2003 as compared to a basic net loss of \$0.39 per share during the fourth quarter of 2002.

Adjusted EBITDA increased 29.6% to \$41.5 million during the fourth quarter of 2003 from \$32.0 million during the same period in the prior year. Net of the contribution of 545 SBC towers sold by us in February 2003, Adjusted EBITDA increased 45.2% from the fourth quarter of 2002 to the fourth quarter of 2003. Other expense items in the amount of \$0.8 million during the fourth quarter of 2003 and \$1.7 million during the fourth quarter of 2002 are included in the Adjusted EBITDA calculations.

Net cash provided by operating activities decreased to \$29.5 million during the fourth quarter of 2003 as compared to net cash provided by operating activities of \$34.8 million during the fourth quarter of 2002, primarily due to normal fluctuations in working capital. Purchases of property and equipment during the fourth quarter of 2003 were \$11.6 million, an increase from \$8.8 million for the same period in 2002. Free cash flow, defined as net cash provided by operating activities less purchases of property and equipment, during the fourth quarter of 2003 was \$18.0 million as compared to free cash flow of \$26.0 during the prior year's period. At December 31, 2003, we had \$60.4 million of cash on hand and \$639.6 million of long term debt. During the fourth quarter of 2003, we leased or subleased 56 SBC towers, for which we paid approximately \$15.6 million in cash.

Results of Operations

Eight Months Ended September 30, 2003, One Month Ended January 31, 2003 and the Nine Months Ended September 30, 2002

On January 28, 2003, our Plan of Reorganization was confirmed by the Bankruptcy Court, and we emerged from bankruptcy on February 10, 2003. As a result of the implementation of fresh start accounting as of January 31, 2003, our results of operations after that date are not comparable to results reported in prior periods because of differences in the bases of accounting and the capital structure for the Predecessor Company and the Reorganized Company. See Note 2 to the unaudited condensed consolidated financial statements for additional information on the consummation of the Plan of Reorganization and implementation of fresh start accounting.

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The following table provides a comparison of our revenues and expenses for the periods presented:

	Eight Months Ended September 30, 2003	One Month Ended January 31, 2003	Nine Months Ended September 30, 2002
(in thousands)			
Revenues:			
Wireless	\$ 193,188	\$ 23,913	\$ 192,253
Broadcast	14,985	1,713	15,362
	<u>208,173</u>	<u>25,626</u>	<u>207,615</u>
Operating expenses:			
Cost of operations, excluding depreciation, amortization and accretion expenses:			
Wireless	67,437	8,719	76,123
Broadcast	1,422	182	3,552
	<u>68,859</u>	<u>8,901</u>	<u>79,675</u>
Selling, general and administrative expenses:			
Wireless	15,669	2,115	19,697
Broadcast	1,400	111	1,327
Other	15,958	1,777	21,519
	<u>33,027</u>	<u>4,003</u>	<u>42,543</u>
Depreciation, amortization and accretion expenses:			
Wireless	64,733	15,516	139,085
Broadcast	2,671	414	3,511
	<u>67,404</u>	<u>15,930</u>	<u>142,596</u>
Restructuring and non-recurring charges			27,394
	<u>\$ 169,290</u>	<u>\$ 28,834</u>	<u>\$ 292,208</u>
Operating income (loss)	<u>\$ 38,883</u>	<u>\$ (3,208)</u>	<u>\$ (84,593)</u>
Other income (expense):			
Interest income	\$ 639	\$ 137	\$ 525
Interest expense	(40,428)	(4,721)	(187,510)
Gain on debt discharge		1,034,764	
Reorganization expense			(1,854)
Other income (expense)	(1,936)	(493)	(9,074)
	<u>\$ (41,725)</u>	<u>\$ 1,029,687</u>	<u>\$ (197,913)</u>
Income (loss) from continuing operations before income taxes	<u>\$ (2,842)</u>	<u>\$ 1,026,479</u>	<u>\$ (282,506)</u>
Income tax expense	1,270	5	694

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Income (loss) from continuing operations	(4,112)	1,026,474	283,200
Reorganization items:			
Adjust accounts to fair value		(644,688)	
Professional and other fees		(23,894)	
Total reorganization items	\$	\$ (668,582)	\$
Income (loss) before discontinued operations	\$ (4,112)	\$ 357,892	\$ (283,200)
Discontinued operations (net of income taxes):			
Income (loss) from operations of discontinued network services division			(8,305)
Loss on disposal of discontinued network services division	(596)		(45,627)
Loss from operations of discontinued broadcast services division	(1,344)	(686)	(806)
Loss before cumulative effect of change in accounting principle	\$ (6,052)	\$ 357,206	\$ (337,938)
Cumulative effect of change in accounting principle		(12,236)	(376,753)
Net income (loss)	\$ (6,052)	\$ 344,970	\$ (714,691)
Adjusted EBITDA:			
Wireless	110,707	12,586	73,084
Broadcast	9,602	1,420	7,730
Other:			
Corporate selling, general and administrative expenses, excluding corporate non-cash compensation charges	(15,958)	(1,777)	(20,881)
Corporate non-cash compensation charges			(638)
Corporate other expense			(10,366)
Total other	(15,958)	(1,777)	(31,885)
Total Adjusted EBITDA	\$ 104,351	\$ 12,229	\$ 48,929

Revenues. Revenues in 2003 were primarily affected by incremental revenue in 2003 from new customers on sites that were part of our portfolio on September 30, 2002, revenues derived from sites acquired or built subsequent to September 30, 2002 and increases in fee revenues, offset by reductions in revenues relating to the 545 SBC towers sold in February 2003. Based on trailing twelve-months revenue on the towers that we owned or operated as of September 30, 2002 and September 30, 2003, same tower revenue growth was 14%. After the sale of 545 towers to Cingular and the sale of WesTower Leasing Canada, Inc., we owned or operated 7,509 towers and in-building systems at September 30, 2003, as compared to 7,999 towers and in-building systems at September 30, 2002.

Accounts receivable, net of allowance, decreased by \$7.5 million from December 31, 2002 to September 30, 2003. The decrease in accounts receivable is primarily due to cash collections on account, offset by a decrease in the allowance for doubtful accounts, which decreased by \$1.7 million for the same period. We analyze the adequacy of our accounts receivable on a periodic basis to ensure that we appropriately reflect the amount we expect to collect. The economic factors affecting the wireless communications industry as a whole, our customers' ability to meet their financial obligations and the age of our outstanding accounts receivable are all factors we take into consideration when evaluating the adequacy of our estimate for the allowance for doubtful accounts. During 2002, numerous wireless carriers experienced financial difficulties and their balances owed to us continued to age; these circumstances caused us to increase our allowance at December 31, 2002. During 2003, due to increased collection efforts, we were able to recover receivable amounts which had previously been reserved and as a result, we decreased our allowance as of September 30, 2003.

Costs of Operations, Excluding Depreciation, Amortization and Accretion Expenses. Costs of operations, excluding depreciation, amortization and accretion expenses as a percentage of revenues were 33% for the eight months ended September 30, 2003, 35% for the one month ended January 31, 2003 and 38% for the nine months ended September 30, 2002. Costs of operations, excluding depreciation, amortization and accretion expenses, for the wireless segment as a percentage of wireless segment revenues were 35% for the eight months ended September 30, 2003, 36% for the one month ended January 31, 2003 and 40% for the nine months ended September 30, 2002. Broadcast leasing costs of operations, excluding depreciation, amortization and accretion expenses, as a percentage of broadcast leasing revenues were 9% for the eight months ended September 30, 2003, 11% for the one month ended January 31, 2003 and 23% for the nine months ended September 30, 2002. Costs of operations, excluding depreciation, amortization and accretion expenses, for the wireless and broadcast segments in 2003 were primarily affected by increased revenues generated from new customers on existing towers. As our wireless and broadcast leasing operations mature, we expect that additional customers on towers will generate increases in our margins for wireless and broadcast leasing operations and in cash flow because a significant percentage of tower operating costs are fixed and do not increase with additional customers.

Selling, General and Administrative Expenses. A significant portion of our selling, general and administrative expenses does not increase when we add incremental revenues to our sites. Selling, general and administrative expenses were 16% of total revenues for both the eight months ended September 30, 2003 and the one-month ended January 31, 2003. Selling, general and administrative expenses were 21% of total revenues for the nine months ended September 30, 2002. Selling, general and administrative expenses declined during 2003 as a percentage of revenues primarily due to increases in revenues generated from new customers on existing sites and as a result of cost cutting measures that we implemented in late 2002.

Selling, general and administrative expenses for our wireless segment were 8% and 9% of wireless revenues for the eight months ended September 30, 2003 and the one-month ended January 31, 2003, respectively. Selling, general and administrative expenses for this segment were 10% of wireless revenues for the nine months ended September 30, 2002. Selling, general

and administrative expenses for our broadcast segment as a percentage of broadcast leasing revenues were 9% and 6% for the eight months ended September 30, 2003 and the one-month ended January 31, 2003, respectively. Selling, general and administrative expenses for this segment as a percentage of broadcast leasing revenues were 9% for the nine months ended September 30, 2002.

Selling, general and administrative expenses not specific to the above business segments were 8% of total revenues for the eight months ended September 30, 2003 and 7% for the one-month ended January 31, 2003. Selling, general and administrative expenses not specific to the above business segments were 10% of total revenues for the nine months ended September 30, 2002.

Restructuring and Non-Recurring Charges. In May 2002, we announced that we would terminate our build-to-suit programs with Cingular and other carriers and implement other cost-cutting measures as a part of the curtailment of tower development activities. As a result of these actions, we recorded restructuring charges of \$23.1 million in the nine months ended September 30, 2002, consisting of \$20.3 million in our wireless segment and \$2.8 million in our broadcast segment. The restructuring charge for our wireless segment consisted of \$13.6 million related to the write-off of work in progress related to wireless sites in development that were terminated, \$3.2 million related to the costs of closing offices and \$3.5 million related to the costs of employee severance. The restructuring charge for the broadcast segment related to the write-off of work in progress related to broadcast sites in development that were terminated.

In addition, we recorded a non-recurring impairment charge in the wireless segment of our site leasing business of \$4.3 million in the nine months ended September 30, 2002 to write-down the carrying value of 21 towers that were not marketable. The charge was based on the difference between the carrying value and the estimated discounted cash flows of the towers.

Other Income (Expense). Other income (expense), net was an expense of \$1.9 million and \$0.5 million in the eight months ended September 30, 2003 and the one month ended January 31, 2003, respectively. The eight months ended September 30, 2003 included \$0.6 million of other income recorded in the wireless segment. This amount consisted primarily of \$3.8 million of gain on the sale of available-for-sale securities, \$0.4 million of gain on sale of subsidiary, \$1.4 million of loss on sale of assets, \$1.2 million of expenses related to the public offering of shares of our common stock and \$0.4 million related to the writedown of our interest rate cap to fair value. In addition, we recorded \$2.5 million of other expense in the broadcast segment related to the loss on disposal of a broadcast tower. For the one month ended January 31, 2003, this amount consisted of \$0.6 million related to losses from investments in affiliates accounted for under the equity method offset by a gain on sale of assets of \$0.1 million.

Other income (expense), net was an expense of \$9.1 million in the nine months ended September 30, 2002. Of this amount, other income related to the wireless segment was \$1.2 million for the nine months ended September 30, 2002, consisting of \$1.3 million related to gains from investments in affiliates accounted for under the equity method and \$0.1 million related to losses on sales of assets. Other expense not specific to any business segment for the nine months ended September 30, 2002 was \$10.3 million and was related to expenses associated with our proposed debt tender and exchange offers.

Adjusted EBITDA. As a result of the factors discussed above, Adjusted EBITDA was \$104.4 million and \$12.2 million for the eight months ended September 30, 2003 and the one month ended January 31, 2003, respectively. Adjusted EBITDA was \$48.9 million for the nine months ended September 30, 2002.

Depreciation, Amortization and Accretion Expenses. Depreciation, amortization and accretion expenses for 2003 were affected primarily by the implementation of fresh start accounting, which reduced the depreciable basis of property and equipment by \$957.2 million,

resulting in decreased depreciation expense, offset by an increase in amortization expense relating to customer contracts and an increase in accretion of the asset retirement obligation.

Interest Income. Interest income for 2003 was affected by higher cash balances on hand and lower interest rates. Interest expense in 2003 was affected by the extinguishment of indebtedness pursuant to our Plan of Reorganization and a reduction of amounts outstanding under our credit facility, offset by increases in interest expense as a result of the issuance of the 8 1/4% Senior Notes due 2010 and writeoffs of \$8.2 million of debt issuance costs resulting from prepayments of amounts outstanding under our credit facility.

Interest Expense. Interest expense for the eight months ended September 30, 2003 consisted of \$28.0 million of interest on our credit facility and our Senior Notes, amortization of debt issuance costs of \$3.5 million and writeoff of debt issuance costs of \$8.9 million. Interest expense for the one month ended January 31, 2003 consisted of \$4.3 million of interest on our credit facility and amortization of debt issuance costs of \$0.4 million. Interest expense for the nine months ended September 30, 2002 consisted of \$83.5 million of interest on our credit facility and our Senior Notes, amortization of senior discount notes of \$92.9 million, amortization of debt issuance costs of \$12.3 million less capitalized interest of \$1.2 million.

Gain on Debt Discharge. On February 10, 2003, we emerged from bankruptcy, and the holders of the indebtedness extinguished pursuant to our Plan of Reorganization received their pro rata share of 47.5 million shares of common stock in exchange for their notes. The excess of the carrying value of the extinguished indebtedness, net of the related debt issuance costs, over the reorganization value used in adopting fresh start accounting was recorded as a gain on debt discharge of \$1.03 billion in the one month ended January 31, 2003.

Reorganization Expense. Reorganization expense for the nine months ended September 30, 2002 was \$1.9 million and related to costs incurred in connection with our Plan of Reorganization.

Reorganization Items. In accordance with AICPA Statement of Position 90-7 *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code* (SOP 90-7), we adopted fresh start accounting as of January 31, 2003, and our emergence from bankruptcy resulted in a new reporting entity. Under fresh start accounting, the reorganization value of the entity is allocated to the entity's assets based on fair values, and liabilities are stated at the present value of amounts to be paid determined at appropriate current interest rates. The net effect of all fresh start accounting adjustments resulted in a charge of \$644.7 million, which is recorded in the one month ended January 31, 2003. In addition, we incurred costs directly associated with the chapter 11 proceedings of \$23.9 million in the one month ended January 31, 2003. These costs are included in reorganization items in the unaudited condensed consolidated statement of operations.

Discontinued Operations. On December 31, 2002, we sold our network services division. Loss from operations of this discontinued division was \$8.3 million for the nine months ended September 30, 2002. Loss on disposal of our discontinued network services division was \$45.6 million in the nine months ended September 30, 2002. Loss on disposal of our discontinued network services division was \$0.6 million in the eight months ended September 30, 2003. This amount consisted of the settlement of a disputed item related to the sale of the network services division.

On December 16, 2003, we decided to discontinue our broadcast services division. Losses from operations of this division were \$1.3 million, \$0.7 million and \$0.8 million for the eight months ended September 30, 2003, the one month ended January 31, 2003 and the nine months ended September 30, 2002, respectively.

Net Income (Loss). As a result of the factors discussed above, net loss for the eight months ended September 30, 2003 was \$6.1 million, and net income for the one month ended January 31, 2003 was \$345.0 million. Net loss for the nine months ended September 30, 2002 was \$714.7 million.

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Year Ended December 31, 2002 Compared to the Year Ended December 31, 2001

The following table provides a comparison of our revenues and expenses for the periods presented:

	Year Ended December 31, 2001	Year Ended December 31, 2002	\$ Change	% Change
(dollars in thousands)				
Revenues:				
Wireless	\$ 210,308	\$ 261,189	\$ 50,881	24%
Broadcast	11,427	21,336	9,909	87
Total Revenues	221,735	282,525	60,790	27
Operating expenses:				
Cost of operations, excluding depreciation, amortization and accretion expenses:				
Wireless	89,339	103,635	14,296	16
Broadcast	2,355	4,905	2,550	108
Total cost of operations, excluding depreciation, amortization and accretion expenses	91,694	108,540	16,846	18
Selling, general and administrative expenses:				
Wireless	33,035	24,691	(8,344)	(25)
Broadcast	637	1,683	1,046	164
Other	31,868	28,438	(3,430)	(11)
Total selling, general and administrative expenses	65,540	54,812	(10,728)	(16)
Depreciation, amortization and accretion expenses:				
Wireless	159,463	182,023	22,560	14
Broadcast	4,165	6,153	1,988	48
Total depreciation, amortization and accretion expenses	163,628	188,176	24,548	15
Restructuring and non-recurring charges	140,871	27,394	(113,477)	(81)
Total operating expenses	461,733	378,922	(82,811)	(18)
Operating loss	(239,998)	(96,397)	143,601	60
Other income (expense):				
Interest income	17,037	855	(16,182)	(95)
Interest expense	(212,174)	(226,536)	(14,362)	(7)
Reorganization expense	(4,329)	(4,329)	(4,329)	(100)
Other expense	(223,241)	(10,820)	212,421	95
Total other expense	(418,378)	(240,830)	177,548	42
Loss from continuing operations before income taxes	(658,376)	(337,227)	321,149	49
Income tax expense	559	1,331	772	138

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Loss from continuing operations	(658,935)	(338,558)	320,377	49
Discontinued operations (net of income taxes):				
Income (loss) from operations of discontinued network services division	5,858	(12,268)	(18,126)	(309)
Loss on disposal of discontinued network services division		(46,984)	(46,984)	(100)
Loss from operations of discontinued broadcast services division	(1,692)	(421)	1,271	75
Loss before cumulative effect of change in accounting principle	(654,769)	(398,231)	256,538	39
Cumulative effect of change in accounting principle		(376,753)	(376,753)	(100)
Net loss	<u>\$ (654,769)</u>	<u>\$ (774,984)</u>	<u>\$ (120,215)</u>	<u>(18)%</u>
Adjusted EBITDA:				
Wireless	\$ (53,044)	\$ 107,004	\$ 160,048	302%
Broadcast	8,537	11,993	3,456	40
Other:				
Corporate selling, general and administrative expenses, excluding corporate non-cash compensation charges	(29,743)	(27,743)	2,000	7
Corporate non-cash compensation charges	(66,852)	(9,600)	57,252	86
Corporate other expenses	(2,125)	(695)	1,430	67
Total Other	<u>(98,720)</u>	<u>(38,038)</u>	<u>60,682</u>	<u>61</u>
Total adjusted EBITDA	<u>\$ (143,227)</u>	<u>\$ 80,959</u>	<u>\$ 224,186</u>	<u>156%</u>

Revenues. The increase in revenues from 2001 to 2002 was primarily a result of incremental revenue in 2002 from new customers on towers that were part of our portfolio on December 31, 2001 and revenues derived from towers acquired in 2001 and 2002. Based on trailing twelve-months revenue on the towers that we owned or operated as of December 31, 2001, same tower revenue growth was 18%. We owned or operated 8,036 towers at December 31, 2002, as compared to 7,925 towers at December 31, 2001.

For the year ended December 31, 2002, one wireless customer, which was a significant stockholder at the time, and its affiliates accounted for \$88.0 million or 31% of our revenues. For the year ended December 31, 2001, this customer and its affiliates accounted for \$78.5 million or 35% of our revenues. In addition, another wireless customer, which was an affiliate of a significant stockholder at the time, accounted for \$63.2 million or 22% of our revenues in the year ended December 31, 2002 and \$33.9 million or 15% of our revenues in the year ended December 31, 2001. Both of these customers remain significant customers, but neither they nor their affiliates are significant stockholders following our reorganization and thus are no longer considered to be our related parties.

Accounts receivable, net of allowance, decreased by \$5.7 million from December 31, 2001 to December 31, 2002. This decrease is primarily due to an increase in the allowance for doubtful accounts, which grew by \$6.6 million for the same period. We analyze the adequacy of our accounts receivable on a periodic basis to ensure that we appropriately reflect the amount we expect to collect. The economic factors affecting the wireless communications industry as a whole, our customers' ability to meet their financial obligations and the age of our outstanding accounts receivable are all factors we take into consideration when evaluating the adequacy of our estimate for the allowance for doubtful accounts. During 2002, numerous wireless carriers experienced financial difficulties and their balances owed to us continued to age; these circumstances caused us to increase our allowance.

Costs of Operations, Excluding Depreciation, Amortization and Accretion Expenses. Costs of operations, excluding depreciation, amortization and accretion expenses, increased primarily due to towers acquired or constructed during 2001 and 2002. Costs of operations, excluding depreciation, amortization and accretion expenses, for wireless operations as a percentage of wireless revenues decreased to 40% for the year ended December 31, 2002 from 42% for the year ended December 31, 2001. Costs of operations, excluding depreciation, amortization and accretion expenses, for broadcast leasing as a percentage of broadcast leasing revenues increased to 23% for the year ended December 31, 2002 from 21% for the year ended December 31, 2001. Overall, costs of operations, excluding depreciation, amortization and accretion expenses, as a percentage of revenues decreased to 38% for the year ended December 31, 2002 from 41% for the year ended December 31, 2001. The decrease was primarily due to increased revenues generated from new customers on existing towers. As our operations mature, we expect that additional customers on towers will generate increases in our margins and in cash flow because a significant percentage of tower operating costs are fixed and do not increase with additional customers.

Selling, General and Administrative Expenses. Selling, general and administrative expenses as a percentage of revenues decreased to 19% for the year ended December 31, 2002 from 30% for the year ended December 31, 2001. Selling, general and administrative expenses decreased in amount and as a percentage of revenues as a result of significant cost cutting measures implemented in the second half of 2001 and early 2002. In addition, for the year ended December 31, 2002, we recorded non-cash compensation charges of \$0.7 million related to the issuance of stock options and restricted shares of common stock to employees compared to \$2.1 million in the year ended December 31, 2001.

Selling, general and administrative expenses for wireless operations as a percentage of wireless revenues decreased to 9% for the year ended December 31, 2002 from 16% for the year

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ended December 31, 2001. Selling, general and administrative expenses for broadcast leasing as a percentage of broadcast leasing revenues increased to 8% for the year ended December 31, 2002 from 6% for the year ended December 31, 2001. This increase is due to the additional integration cost of recent tower purchases.

Selling, general and administrative expenses not specific to the above business segments as a percentage of total revenues decreased to 10% for the year ended December 31, 2002 from 14% for the year ended December 31, 2001.

Restructuring and Non-Recurring Charges. In the years ended December 31, 2002 and 2001, we recorded restructuring and non-recurring charges of \$27.4 and \$140.9 million, respectively. The details of these charges are discussed below:

In May 2002, we announced the termination of our build-to-suit programs with Cingular and other carriers and recorded restructuring charges of \$23.1 million;

In December 2002, we wrote-down 21 wireless towers that were deemed not marketable and therefore impaired. We recorded a non-recurring charge based on the carrying value and the estimated discounted cashflow of the towers of \$4.3 million;

In May 2001, we announced the consolidation of our rooftop management operations and recorded non-recurring charges of \$35.8 million;

In June 2001, we announced that we would divest our operations in Mexico and recorded non-recurring charges of \$32.2 million;

In June 2001, we announced that we would close the Vertical Properties operations and recorded non-recurring charges of \$4.3 million all relating to the broadcast division; and

In November 2001, we announced that we would reduce our planned new tower construction and acquisition programs for 2002 and recorded restructuring charges of \$68.6 million. These charges include \$35.0 million in fees paid to SBC in considerations for modification to our agreement.

The following tables summarize the restructuring and non-recurring charges for the years ended December 31, 2002 and 2001.

	Writeoff of goodwill	Writedown of assets	Employee severance	Other	Total
(in thousands)					
Termination of build-to-suit Cingular contract May 2002	\$	\$ 16,400	\$ 3,500	\$ 3,200	\$ 23,100
Impairment of 21 towers December 2002		4,300			4,300
Total 2002 restructuring and non-recurring charges	\$	\$ 20,700	\$ 3,500	\$ 3,200	\$ 27,400
Rooftop consolidation May 2001	\$ 29,600	\$ 5,100	\$ 1,100	\$	\$ 35,800
Mexico divestiture June 2001	10,700	17,600	3,900		32,200
Vertical Properties closing June 2001	4,200		100		4,300
Reduction of new tower construction and acquisition program November 2001		26,000	2,800	39,800	68,600
Total 2001 restructuring and non-recurring charges	\$ 44,500	\$ 48,700	\$ 7,900	\$ 39,800	\$ 140,900

Other Income (Expense). Other income (expense) was an expense of \$10.8 million in the year ended December 31, 2002. Other income (expense) for our wireless segment was an

expense of \$1.4 million in the year ended December 31, 2002, primarily due to loss on sale of assets. Other income (expense) not specific to any business segment was an expense of \$9.4 million in the year ended December 31, 2002, primarily due to expenses associated with our proposed debt tender and exchange offers.

Other income (expense) not specific to any business segment was a net expense of \$223.2 million in the year ended December 31, 2001. Of this amount, \$61.8 million related to losses from investments in former affiliates accounted for under the equity method, primarily our investment in SpectraSite-Transco Communications, Ltd., \$121.9 million related to the write-down of our investment in SpectraSite-Transco and \$20.0 million related to the write-off of a loan to SpectraSite-Transco. We completed the sale of our interest in SpectraSite-Transco in October 2001. In addition, \$7.5 million related to a write-off of our investment in Evolution Holdings, Inc., a network services company that ceased operations in the second quarter. Other income (expense) for 2001 also includes \$7.0 million related to the write-down of a loan to Concourse Communications, Inc., a former affiliate that provides in-building antenna sites primarily in airports and other public sites in New York City.

Adjusted EBITDA. As a result of the factors discussed above, Adjusted EBITDA increased to \$80.9 million for the year ended December 31, 2002 from (\$143.2) million for the year ended December 31, 2001. Wireless Adjusted EBITDA increased to \$107.0 million for the year ended December 31, 2002 from (\$53.0) million for the year ended December 31, 2001. Adjusted EBITDA for our broadcast segment increased to \$12.0 million for the year ended December 31, 2002 from \$8.5 million for the year ended December 31, 2001.

Depreciation, Amortization and Accretion Expenses. Depreciation and amortization expense increased primarily as a result of the increased depreciation from the towers we have acquired or constructed, partially offset by the \$35.5 million reduction in goodwill amortization as a result of the adoption of Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142). See Description of Critical Accounting Policies Goodwill.

As a result of the factors discussed above, our operating loss was \$96.4 million for the year ended December 31, 2002, compared to a loss of \$240.0 million for the year ended December 31, 2001.

Interest Expense. Net interest expense increased due to increased accreted value of the senior discount notes and increased amounts outstanding under our credit facility, as well as the write-off of \$4.5 million of debt issuance costs related to the decrease in the maximum availability of the credit facility. This increase was partially offset by not incurring interest expense of \$24.4 million on the senior notes, senior discount notes and senior convertible notes for the period from the date of the chapter 11 filing (November 15, 2002) through December 31, 2002.

Discontinued Operations. Loss from operations of the discontinued network services division was \$12.3 million in the year ended December 31, 2002 compared to income from operations of the discontinued network services division of \$5.9 million in the year ended December 31, 2001. The loss from operations in 2002 was primarily due to lower revenues, fixed costs that did not decline with revenues and a more competitive environment for these services that led to lower pricing and restructuring charges. On December 31, 2002, we completed the sale of the network services division, resulting in a loss on disposal of \$47.0 million. Loss from operations of the discontinued broadcast services division was \$0.4 million in the year ended December 31, 2002 compared to a loss of \$1.7 million in the year ended December 31, 2001. These losses were due to the uncertainties regarding the requirements and timing for multicasting of digital television. These uncertainties have caused broadcasters to delay their capital expenditures for new construction and make minimum modifications to their towers.

Cumulative Effect of Change in Accounting Principle. We performed the first of the impairment tests of goodwill required by SFAS 142 by comparing the fair value of each of our reporting units with its carrying value. Fair value was determined using a discounted cash flow methodology. Based on our impairment tests, we recognized an adjustment of \$376.8 million to reduce the carrying value of goodwill in our wireless services, broadcast tower, broadcast services and building units to its implied fair value. The impairment adjustment recognized at adoption of the new rules was reflected as a cumulative effect of accounting change in our first quarter 2002 statement of operations.

Net Income (Loss). As a result of the factors discussed above, net loss was \$775.0 million for the year ended December 31, 2002, compared to a net loss of \$654.8 million for the year ended December 31, 2001.

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Year Ended December 31, 2001 Compared to the Year Ended December 31, 2000

The following table provides a comparison of our revenues and expenses for the periods presented:

	Year Ended December 31, 2000	Year Ended December 31, 2001	\$ Change	% Change
(dollars in thousands)				
Revenues:				
Wireless	\$ 114,224	\$ 210,308	\$ 96,084	84%
Broadcast	3,746	11,427	7,681	205
Total revenues	117,970	221,735	103,765	88
Operating expenses:				
Cost of operations, excluding depreciation, amortization and accretion expenses:				
Wireless	45,808	89,339	43,531	95
Broadcast	859	2,355	1,496	174
Total cost of operations, excluding depreciation, amortization and accretion expenses	46,667	91,694	45,027	96
Selling, general and administrative expenses:				
Wireless	22,509	33,035	10,526	47
Broadcast	414	637	223	54
Other	20,054	31,868	11,814	59
Total selling, general and administrative expenses	42,977	65,540	22,563	52
Depreciation, amortization and accretion expenses:				
Wireless	75,424	159,463	84,039	111
Broadcast	1,562	4,165	2,603	167
Total depreciation, amortization and accretion expenses	76,986	163,628	86,642	112
Restructuring and non-recurring charges		140,871	140,871	100
Total operating expenses	166,630	461,733	295,103	177
Operating loss	(48,660)	(239,998)	(191,338)	(393)
Operating income (expense):				
Interest income	28,391	17,037	(11,354)	(40)
Interest expense	(134,664)	(212,174)	(77,510)	(58)
Other expense	(8,574)	(223,241)	(214,667)	(2,504)
Total other expense	(114,847)	(418,378)	(303,531)	(264)
Loss from continuing operations before income taxes	(163,507)	(658,376)	(494,869)	(303)
Income tax expense	305	559	254	83

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Loss from continuing operations	(163,812)	(658,935)	(495,123)	(302)
Discontinued operations (net of income taxes):				
Income from operations of discontinued network services division	5,443	5,858	415	8
Income (loss) from operations of discontinued broadcast services division	753	(1,692)	(2,445)	(325)
	<u>753</u>	<u>(1,692)</u>	<u>(2,445)</u>	<u>(325)</u>
Net loss	<u>\$ (157,616)</u>	<u>\$ (654,769)</u>	<u>\$ (497,153)</u>	<u>(315)%</u>
Adjusted EBITDA:				
Wireless	\$ 45,101	\$ (53,044)	\$ (98,145)	(218)%
Broadcast	3,483	8,537	5,054	145
Other:				
Corporate selling, general and administrative expenses, excluding corporate non-cash compensation charges	(17,482)	(29,743)	(12,261)	(70)
Corporate non-cash compensation charges	(8,778)	(66,852)	(58,074)	(662)
Corporate other expense	(2,572)	(2,125)	447	17
	<u>(28,832)</u>	<u>(98,720)</u>	<u>(69,888)</u>	<u>(242)</u>
Total Other	<u>(28,832)</u>	<u>(98,720)</u>	<u>(69,888)</u>	<u>(242)</u>
	<u>\$ 19,752</u>	<u>\$ (143,227)</u>	<u>\$ (162,979)</u>	<u>(825)%</u>
Total adjusted EBITDA	<u>\$ 19,752</u>	<u>\$ (143,227)</u>	<u>\$ (162,979)</u>	<u>(825)%</u>

Revenues. Revenues increased primarily as a result of revenues derived from towers which we acquired or constructed during 2000 and 2001. We owned or operated 7,925 towers at December 31, 2001, as compared to 5,030 towers at December 31, 2000. The remaining factor contributing to the increase is incremental revenue in 2001 for towers that existed as of December 31, 2000 from new customers.

For the year ended December 31, 2001, one wireless customer, which was a significant stockholder of ours at the time, and its affiliates accounted for \$78.5 million or 35% of our revenues. For the year ended December 31, 2000, this customer and its affiliates accounted for \$75.4 million or 64% of our revenues. In addition, another wireless customer, which was an affiliate of a significant stockholder of ours at the time, accounted for \$33.9 million or 15% of our revenues in the year ended December 31, 2001. Both of these customers remain significant customers, but neither they nor their affiliates are significant stockholders following our reorganization and thus are no longer considered to be our related parties.

Costs of Operations, Excluding Depreciation, Amortization and Accretion Expenses. The increase in costs of operations was primarily attributable to operating costs of the communications towers acquired or constructed during 2000 and 2001, acquisitions in 2000 and 2001 and overall growth in operating activities. Costs of operations, excluding depreciation, amortization and accretion expenses, for wireless operations as a percentage of wireless revenues increased to 42% for the year ended December 31, 2001 from 40% for the year ended December 31, 2000. Costs of operations for broadcast leasing as a percentage of broadcast leasing revenues decreased to 21% for the year ended December 31, 2001 from 23% for the year ended December 31, 2000. Overall, costs of operations, excluding depreciation, amortization and accretion expenses, as a percentage of site operations revenues increased to 41% for the year ended December 31, 2001 from 40% for the year ended December 31, 2000. These increases were primarily due to the addition of new towers and higher tower operating expenses partially offset by increased revenues generated from new customers on existing towers. As our operations mature, we expect that additional customers on a tower will generate increases in our margins and in cash flow because a significant percentage of tower operating costs are fixed and do not increase with additional customers.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased as a result of expenses related to additional corporate overhead and field operations required to manage and operate the growth of our ongoing operations and acquisition activities. For the year ended December 31, 2001, we recorded non-cash compensation charges of \$2.1 million related to the issuance of stock options and restricted shares of common stock to employees. We recorded non-cash compensation charges of \$2.6 million in the year ended December 31, 2000 related to stock options and restricted shares of common stock issued to employees. Selling, general and administrative expenses as a percentage of revenues decreased to 30% for the year ended December 31, 2001 from 36% for the year ended December 31, 2000 primarily due to cost reduction efforts implemented in the second quarter of 2001.

Selling, general and administrative expenses for the wireless segment as a percentage of wireless revenues decreased to 16% for the year ended December 31, 2001 from 20% for the year ended December 31, 2000. Selling, general and administrative expenses for broadcast leasing as a percentage of broadcast leasing revenues decreased to 6% for the year ended December 31, 2001 from 11% for the year ended December 31, 2000.

Selling, general and administrative expenses not specific to the above business segments as a percentage of total revenues decreased to 14% for the year ended December 31, 2001 from 17% for the year ended December 31, 2000.

Restructuring and Non-Recurring Charges. In the year ended December 31, 2001, we recorded restructuring and non-recurring charges of \$140.9 million, all relating to the wireless segment. The details of these charges are discussed below.

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In May 2001, we announced the consolidation of our rooftop management operations and recorded a non-recurring charge of \$35.8 million;

In June 2001, we announced that we would divest our operations in Mexico and recorded non-recurring charges of \$32.2 million;

In June 2001, we announced that we would close the Vertical Properties operations and recorded non-recurring charges of \$4.3 million all relating to the broadcast division; and

In November 2001, we announced that we would reduce our planned new tower construction and acquisition programs for 2002 and recorded restructuring charges of \$68.6 million. These charges include \$35.0 million in fees paid to SBC in considerations for modification to our agreement.

The following table summarizes the restructuring and non-recurring charges for the year ended December 31, 2001:

	Writeoff of goodwill	Writedown of assets	Employee severance	Other	Total
(in thousands)					
Rooftop consolidation May 2001	\$ 29,600	\$ 5,100	\$ 1,100	\$	\$ 35,800
Mexico divesture June 2001	10,700	17,600	3,900		32,200
Vertical Properties closing June 2001	4,200		100		4,300
Reduction of new tower construction and acquisition program November 2001	—	26,000	2,800	39,800	68,600
Total restructuring and non-recurring charges	\$44,500	\$48,700	\$7,900	\$39,800	\$140,900

Other Income (Expense) Other income (expense) not specific to any business segment was a net expense of \$223.2 million in the year ended December 31, 2001. Of this amount, \$61.8 million related to losses from investments in affiliates accounted for under the equity method, primarily our investment in SpectraSite-Transco Communications, Ltd., \$121.9 million related to the write-down of our investment in SpectraSite-Transco and \$20.0 million related to the write-off of a loan to SpectraSite-Transco. We completed the sale of our interest in SpectraSite-Transco in October 2001. In addition, \$7.5 million related to a write-off of our investment in Evolution Holdings, Inc., a network services company that ceased operations in the second quarter. Other income (expense) for 2001 also includes \$7.0 million related to the write-down of a loan to Concourse Communications, Inc., a former affiliate that provides in-building antenna sites primarily in airports and other public sites in New York City.

Other income (expense) not specific to any business segment was an expense of \$8.6 million in the year ended December 31, 2000, primarily due to a loss from an investment in SpectraSite-Transco accounted for under the equity method.

Adjusted EBITDA As a result of the factors discussed above, Adjusted EBITDA was (\$143.3) million for the year ended December 31, 2001 compared to \$19.8 million for the year ended December 31, 2000. Wireless Adjusted EBITDA was (\$53.0) million for the year ended December 31, 2001 compared to \$45.1 million for the year ended December 31, 2000. Adjusted EBITDA for the broadcast leasing component of our broadcast segment increased to \$8.5 million for the year ended December 31, 2001 from \$3.5 million for the year ended December 31, 2000.

Depreciation, Amortization and Accretion Expenses. Depreciation and amortization expense increased for the year ended December 31, 2001 from the year ended December 31, 2000,

primarily as a result of the increased depreciation from towers we have acquired or constructed and amortization of goodwill related to acquisitions.

Income (Loss) from Continuing Operations. As a result of the factors discussed above, our loss from operations was \$240.0 million for the year ended December 31, 2001, compared to a loss of \$48.7 million for the year ended December 31, 2000.

Interest Expense Net interest expense increased during the year ended December 31, 2001 from the year ended December 31, 2000 due to the issuance of our 12 7/8% senior discount notes due 2010 in March 2000, our 10 3/4% senior notes due 2010 in March 2000, our 6 3/4% senior convertible notes due 2010 in November 2000 and our 12 1/2% senior notes due 2010 in December 2000, as well as additional borrowings under our credit facility in 2001.

Discontinued Operations. Income from operations of the discontinued network services division increased to \$5.9 million in the year ended December 31, 2001 compared to income from operations of discontinued division of \$5.4 million in the year ended December 31, 2000 primarily as a result of increased revenues. Loss from operations of the discontinued broadcast services division was \$1.7 million for the year ended December 31, 2001 compared to income of \$0.8 million for the year ended December 31, 2000. The increase in losses was primarily due to the uncertainties regarding the requirements and timing for multicasting of digital television. These uncertainties have caused broadcasters to delay their capital expenditures for new construction and make minimum modifications to their towers.

Net Income (Loss). As a result of the factors discussed above, net loss was \$654.8 million for the year ended December 31, 2001, compared to a net loss of \$157.6 million for the year ended December 31, 2000.

Liquidity and Capital Resources

We are a holding company whose only significant asset is the outstanding capital stock of our subsidiary, Communications. Our only source of cash to pay our obligations is distributions from Communications.

As a result of the reorganization and implementation of fresh start accounting, our results of operations after January 31, 2003 are not comparable to results reported in prior periods because of differences in the bases of accounting and the capital structure for the predecessor company and the reorganized company.

Cash Flows

Cash provided by operating activities was \$36.3 million for the year ended December 31, 2002 as compared to cash used in operating activities of \$12.1 million for the year ended December 31, 2001. The change is primarily attributable to the \$35.0 million fee paid in 2001 to SBC to amend our agreement to acquire leasehold and sub-leasehold interests in wireless communications towers and by improved operating performance.

Cash provided by operating activities was \$67.4 million for the eight months ended September 30, 2003 and \$5.9 million for the one month ended January 31, 2003. Cash provided by operating activities was \$1.5 million for the nine months ended September 30, 2002. The increase in cash provided by operating activities in 2003 is primarily attributable to increased operating income, decreased interest payments following our reorganization and decreased accounts receivable due to increased collections.

Cash used in investing activities was \$70.0 million for the year ended December 31, 2002 compared to \$984.7 million for the year ended December 31, 2001. The decrease in cash used in investing activities is primarily attributable to the reduction in the number of towers purchased

under the SBC agreement in 2002 as compared to 2001, the termination of our build-to-suit agreement with Cingular on May 15, 2002 and other tower purchases that occurred in 2001.

Cash provided by investing activities was \$63.5 million for the eight months ended September 30, 2003. Cash used in investing activities was \$2.7 million for the one month ended January 31, 2003 and \$54.5 million for the nine months ended September 30, 2002. Investing activities for the eight months ended September 30, 2003 consisted primarily of proceeds received from the sale of the 545 SBC towers of \$81.0 million, proceeds from the sale of an investment in available-for-sale securities of \$5.0 million and proceeds from the sale of our Canadian leasing operations of \$2.1 million. In addition, we invested \$24.8 million, \$2.7 million and \$62.5 million in purchases of property and equipment and acquisitions of towers, primarily related to the acquisition and construction of communications towers, in the eight months ended September 30, 2003, the one month ended January 31, 2003 and the nine months ended September 30, 2002, respectively.

Cash provided by financing activities was \$83.1 million in the year ended December 31, 2002 as compared to \$475.8 million in the year ended December 31, 2001. The cash provided by financing activities in 2001 and 2002 was primarily attributable to draws on our credit facility.

Cash used in financing activities was \$148.3 million in the eight months ended September 30, 2003 and \$10.9 million in the one month ended January 31, 2003. Cash provided by financing activities was \$85.6 million in the nine months ended September 30, 2002. Cash used in financing activities for the eight months ended September 30, 2003 consisted primarily of \$200.0 million in proceeds from the issuance of our 8 1/4% Senior Notes Due 2010 and \$2.4 million in proceeds from the issuance of common stock, offset by \$343.0 million of payments on our credit facility, payments on capital leases of \$0.4 million and \$7.4 million in debt issuance costs related to the Senior Notes. Cash used in financing activities for the one month ended January 31, 2003 consisted of payments on capital leases of \$10.9 million, which includes the prepayment of a capital lease in connection with the exercise of our purchase option on our corporate headquarters. The cash provided by financing activities in the nine months ended September 30, 2002 was primarily attributable to \$90.0 million of draws on our credit facility.

Senior Notes

On May 21, 2003, we issued \$200.0 million aggregate principal amount of 8 1/4% Senior Notes due 2010 for proceeds of \$194.5 million, net of debt issuance costs. Subsequently, on December 12, 2003, we exchanged the \$200.0 million aggregate principal amount of 8 1/4% Senior Notes due 2010 for a like amount of 8 1/4% Series B Notes due 2010, which were registered under the Securities Act. Semi-annual interest payments for the 8 1/4% Series B Senior Notes are due on each May 15 and November 15 beginning on November 15, 2003. We are required to comply with certain covenants under the terms of the 8 1/4% Series B Senior Notes that restrict our ability to incur additional indebtedness and make certain payments, among other things.

Credit Facility

Our principal operating subsidiary, Communications, is party to an amended and restated credit facility with lending commitments totaling approximately \$640.0 million. The credit facility includes a revolving credit facility with a borrowing limit of \$200.0 million, subject to compliance with covenants and the satisfaction of certain conditions precedent. As of September 30, 2003, Communications could borrow up to approximately \$193.8 million of the \$200.0 million under the revolving credit facility. The maximum amount available will be reduced (and, if necessary, the amounts outstanding must be repaid) in quarterly installments beginning on September 30, 2005 and ending on June 30, 2007. The credit facility also includes a multiple draw term loan that is fully drawn and which must be repaid in quarterly installments beginning on March 31, 2006 and ending on June 30, 2007, and a term loan that is fully drawn and which must be repaid in quarterly installments beginning on

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September 30, 2007 and ending on December 31, 2007. As of September 30, 2003, \$187.8 million was outstanding under the multiple draw term loan and \$252.2 million was outstanding under the term loan.

The revolving credit loans and the multiple draw term loans bear interest, at Communications' option, at either Canadian Imperial Bank of Commerce's base rate plus an applicable margin ranging from 2.00% to 1.00% per annum or the Eurodollar rate plus an applicable margin ranging from 3.25% to 2.25% per annum, depending on Communications' leverage ratio at the end of the preceding fiscal quarter. The term loan bears interest, at Communications' option, at either Canadian Imperial Bank of Commerce's base rate plus 2.75% per annum or the Eurodollar rate plus 4.00% per annum. After giving effect to the amendment to our credit facility discussed below, the term loan will bear interest, at Communications' option, at either the Canadian Imperial Bank of Commerce's base rate plus 1.75% per annum or the Eurodollar rate plus 3.00% per annum.

In February 2003, we entered into an interest rate cap agreement in order to limit exposure to fluctuations in interest rates on our variable rate credit facility. This transaction is designated as a fair value hedge. Accordingly, gains and losses from the change in the fair value of this instrument are recognized in other income and expense. As of September 30, 2003, the carrying amount and fair value of this instrument was \$0.3 million and is included in Other Assets in the unaudited condensed consolidated financial statements.

Communications is required to pay a commitment fee of between 1.375% and 0.500% per annum in respect of the undrawn portions of the revolving credit facility, depending on the undrawn amount. Communications may be required to prepay the credit facility in part upon the occurrence of certain events, such as a sale of assets, the incurrence of certain additional indebtedness, certain changes to the SBC transaction or the generation of excess cash flow (as defined in the credit facility).

SpectraSite and each of Communications' domestic subsidiaries have guaranteed the obligations under the credit facility. The credit facility is further secured by substantially all the tangible and intangible assets of Communications and its domestic subsidiaries, a pledge of all of the capital stock of Communications and its domestic subsidiaries and 66% of the capital stock of any Communications' foreign subsidiaries. The credit facility contains a number of covenants that, among other things: restrict Communications' ability to incur additional indebtedness; create liens on assets; make investments or acquisitions or engage in mergers or consolidations; dispose of assets; enter into new lines of business; engage in certain transactions with affiliates; and pay dividends or make capital distributions. In addition, the credit facility requires compliance with certain financial covenants, including a requirement that Communications and its subsidiaries, on a consolidated basis, maintain a maximum ratio of total debt to Annualized EBITDA (as defined in the credit agreement), a minimum interest coverage ratio and a minimum fixed charge coverage ratio.

With the proceeds of the sale of 545 SBC towers to Cingular, Communications repaid \$31.4 million of the multiple draw term loan and \$42.1 million of the term loan on February 11, 2003. In addition, Communications repaid \$1.1 million of the multiple draw term loan and \$1.4 million of the term loan on February 19, 2003. In connection with these repayments, Communications wrote off \$1.6 million in debt issuance costs. This charge is included in interest expense in the unaudited condensed consolidated statement of operations.

On May 14, 2003, Communications amended its credit facility to reduce the unused \$300 million commitment under the revolving credit facility by \$100 million in exchange for moderately increasing the ratios in its leverage covenant in future periods. In connection with this reduction, Communications wrote off \$2.0 million in debt issuance costs. This charge is included in interest expense in the unaudited condensed consolidated statement of operations.

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With the proceeds from the issuance of the 8 1/4% Senior Notes Due 2010, Communications repaid \$83.0 million of the multiple draw term loan and \$111.5 million of the term loan on May 21, 2003. In addition, Communications repaid \$1.1 million of the multiple draw term loan and \$1.4 million of the term loan on June 24, 2003 and voluntarily repaid \$12.8 million of the multiple draw term loan and \$17.2 million of the term loan on June 30, 2003. In connection with these repayments, Communications wrote off \$4.6 million in debt issuance costs. This charge is included in interest expense in the unaudited condensed consolidated statement of operations.

On September 29, 2003, Communications repaid \$0.8 million of the multiple draw term loan and \$1.0 million of the term loan. In addition, Communications voluntarily repaid \$16.3 million of the multiple draw term loan and \$21.9 million of the term loan on September 30, 2003. In connection with these repayments, Communications wrote off \$0.7 million in debt issuance costs. This charge is included in interest expense in the unaudited condensed consolidated statement of operations.

The following table summarizes activity with respect to our credit facility from January 1, 2003 through September 30, 2003:

	Amount Owed			(Undrawn) Revolving Credit Facility Commitment
	Multiple Draw Term Loan	Term Loan	Total	
	(in thousands)			
Balance, January 1, 2003	\$ 334,127	\$ 448,828	\$ 782,955	\$ 300,000
Sale of 545 SBC towers	(31,366)	(42,134)	(73,500)	
Amendment to credit facility				(100,000)
Proceeds from issuance of Senior Notes	(83,003)	(111,497)	(194,500)	
Other repayments	(32,007)	(42,993)	(75,000)	
	\$ 187,751	\$ 252,204	\$ 439,955	\$ 200,000

On October 24, 2003, we completed an amendment to our credit facility which reduced the interest rate on our term loan from, at Communications option, Canadian Imperial Bank of Commerce's base rate plus 2.75% per annum or the Eurodollar rate plus 4.00% per annum to Canadian Imperial Bank of Commerce's base rate plus 1.75% per annum or the Eurodollar rate plus 3.00% per annum.

We have asked our lenders to approve an amendment to our credit facility which, if completed, would replace the term loan portion of our credit facility with a new term loan that is substantially the same as the existing term loan, except that the interest rate will be reduced from, at our option, Canadian Imperial Bank of Commerce's base rate plus 1.75% per annum or the Eurodollar rate plus 3.00% per annum to Canadian Imperial Bank of Commerce's base rate plus 1% per annum or the Eurodollar rate plus 2.25% per annum. The proposed amendment would also provide that the interest rate margins would automatically be further reduced if our credit ratings improve. There can be no assurance that the lenders will agree to complete the amendment.

Liquidity and Commitments

We emerged from bankruptcy in February 2003. As a result, \$1.76 billion of previously outstanding indebtedness was cancelled. Communications, the borrower under the credit facility, and our other subsidiaries were not part of the bankruptcy. The credit facility has remained in place during, and since, the reorganization.

We had cash and cash equivalents of \$81.0 million at December 31, 2002 and \$55.9 million at September 30, 2003. We also had \$783.0 million outstanding under our credit facility at December 31, 2002 and \$440.0 million outstanding at September 30, 2003. As of September 30,

2003, the revolving portion of our credit facility was undrawn. Our ability to borrow under the revolving credit facility is limited by the financial covenants regarding the total debt to Annualized EBITDA (as defined in the credit agreement) and interest and fixed charge coverage ratios of Communications and its subsidiaries. Communications could borrow approximately \$193.8 million under the revolving credit facility as of September 30, 2003. Our ability to borrow under the credit facility's financial covenants will increase or decrease as our Annualized EBITDA (as defined in the credit facility) increases or decreases. The weighted average interest rate on outstanding borrowings under the credit facility was 5.94% as of December 31, 2002 and 4.55% as of September 30, 2003. After giving effect to the October 24, 2003, amendment to our credit facility, the weighted average interest rate on outstanding borrowings under the credit facility as of September 30, 2003 would have been 3.97%.

While we have taken steps to reduce our capital commitments, as of September 30, 2003, we are contractually obligated to purchase up to an additional 541 towers from SBC from November 2003 through August 2004. These commitments will require approximately \$26 million in 2003 and \$115 million in 2004. In addition, we will continue to make capital expenditures to improve our existing towers and to install new in-building neutral host distributed antenna systems. We believe that cash flow from operations and available cash on hand will be sufficient to fund our capital expenditures and other currently anticipated cash needs for the next three years. Our ability to meet these needs from cash provided by operating activities will depend on the demand for wireless services, developments in competing technologies and our ability to add new customers, as well as general economic, financial, competitive, legislative, regulatory and other factors, many of which are beyond our control. In addition, if we make additional acquisitions or pursue other opportunities or if our estimates prove inaccurate, we may seek additional sources of debt or equity capital or reduce the scope of tower construction and acquisition activity.

The following table provides a summary of our material debt, lease and other contractual commitments as of September 30, 2003:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years
	(in thousands)				
Credit Facility	\$ 439,955	\$	\$ 54,313	\$ 385,642	\$
Senior Notes	200,000				200,000
Capital Lease Payments	765	576	189		
Operating Leases Payments	313,526	63,911	95,099	49,564	104,952
Asset Retirement Obligations	37,370	437	414	1,227	35,292
SBC Tower Purchase Commitment(1)	140,660	140,660			
Total Contractual Cash Obligations	\$ 1,132,276	\$ 205,584	\$ 150,015	\$ 436,433	\$ 340,244

(1) Based on the estimated average purchase price of towers to be acquired from SBC.

In addition, we had standby letters of credit of \$6.3 million and performance bonds of \$5.5 million outstanding at September 30, 2003, most of which expire within one year.

Non-GAAP Financial Measures

Adjusted EBITDA

Adjusted EBITDA consists of net income (loss) before depreciation, amortization and accretion, interest, income tax expense (benefit) and, if applicable, before discontinued operations and cumulative effect of change in accounting principle. For the periods prior to January 31, 2003, Adjusted EBITDA also excludes gain on debt discharge, reorganization items, and writeoffs of investments in and loans to affiliates. We use a different definition of Adjusted EBITDA for the fiscal periods prior to our reorganization to enable investors to view our operating performance on a consistent basis before the impact of the items discussed above on the predecessor company. Each of these historical items was incurred prior to, or in connection with, our bankruptcy and is excluded from Adjusted EBITDA to reflect, as accurately as possible, the results of our core operations. Management does not expect any of these items to have a material financial impact on our operations on a going-forward basis because none of these pre-reorganization items is expected to occur in the foreseeable future.

Adjusted EBITDA may not be comparable to a similarly titled measure employed by other companies, including companies in the tower sector, and is not a measure of performance calculated in accordance with accounting principles generally accepted in the United States, or GAAP.

We use Adjusted EBITDA as a measure of operating performance. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, net income or loss, cash flows provided by operating, investing and financing activities or other income statement or cash flow statement data prepared in accordance with GAAP.

We believe Adjusted EBITDA is useful to an investor in evaluating our operating performance because:

it is the primary measure used by our management to evaluate the economic productivity of our operations, including the efficiency of our employees and the profitability associated with their performance, the realization of contract revenue under our long-term contracts, our ability to obtain and maintain our customers and our ability to operate our leasing and licensing business effectively;

it is widely used in the wireless tower industry to measure operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets; and

we believe it helps investors meaningfully evaluate and compare the results of our operations from period to period by removing the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation and amortization) from our operating results.

Our management uses Adjusted EBITDA:

as a measurement of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation and amortization) from our operating results;

in presentations to our Board of Directors to enable it to have the same measurement of operating performance used by management;

for planning purposes, including the preparation of our annual operating budget;

for compensation purposes, including the basis for incentive quarterly and annual bonuses for certain employees, including our sales force;

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as a valuation measure in strategic analyses in connection with the purchase and sale of assets; and

with respect to compliance with our credit facility, which requires us to maintain certain financial ratios based on Annualized EBITDA (as defined in our credit agreement).

There are material limitations to using a measure such as Adjusted EBITDA, including the difficulty associated with comparing results among more than one company and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income or loss. Management compensates for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with its analysis of net income. Adjusted EBITDA should be considered in addition to, but not as a substitute for, other measures of financial performance reported in accordance with GAAP.

Adjusted EBITDA for the years ended December 31, 2001 and 2002, the nine months ended September 30, 2002, the one month ended January 31, 2003, the eight months ended September 30, 2003 and the three months ended December 31, 2002 and 2003 was calculated as follows:

	Predecessor Company Year Ended December 31, 2001	Predecessor Company Year Ended December 31, 2002	Predecessor Company Nine Months Ended September 30, 2002	Predecessor Company One Month Ended January 31, 2003	Reorganized Company Eight Months Ended September 30, 2003	Predecessor Company Three Months Ended December 31, 2002	Reorganized Company Three Months Ended December 31, 2003
				(in thousands)			
Net income (loss)	\$(654,769)	\$(774,984)	\$(714,691)	\$ 344,970	\$ (6,052)	\$(60,293)	\$(13,634)
Depreciation, amortization and accretion expense	163,628	188,176	142,596	15,930	67,404	45,580	25,794
Interest income	(17,037)	(855)	(525)	(137)	(639)	(330)	(177)
Interest expense	212,174	226,536	187,510	4,721	40,428	39,026	10,435
Gain on debt discharge				(1,034,764)			
Reorganization expense	129,404		1,854			2,475	
Writeoff of investments in affiliates	26,980						
Writeoff of loans to affiliates							
Income tax expense	559	1,331	694	5	1,270	637	1,486
Reorganization items:							
Adjust accounts to fair value				644,688			
Professional and other fees		4,329		23,894			
Loss (income) from operations of discontinued divisions, net of income taxes	(4,166)	12,689	9,111	686	1,344	3,578	643
Loss on disposal of discontinued divisions, net of income taxes		46,984	45,627		596	1,357	16,977
Cumulative effect of change in accounting Principle		376,753	376,753	12,236			
Adjusted EBITDA	\$ (143,227)	\$ 80,959	\$ 48,929	\$ 12,229	\$ 104,351	\$ 32,030	\$ 41,524

Free Cash Flow

Free cash flow (deficit), as we have defined it, is calculated as cash provided by (used in) operating activities less purchases of property and equipment. We believe free cash flow to be relevant and useful information to our investors as this measure is used by our management in evaluating our liquidity and the cash generated by our consolidated operating businesses. Our definition of free cash flow does not take into consideration cash provided by or used for acquisitions or sales of tower assets or cash used to acquire other businesses. Additionally, our definition of free cash flow does not reflect cash used to make mandatory repayments of our debt obligations. The limitations of using this measure include the difficulty in analyzing the impact on our operating cash flow of certain discretionary expenditures, such as purchases of

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property and equipment and our mandatory debt service requirements. Management compensates for these limitations by analyzing the economic effect of these expenditures and asset dispositions independently as well as in connection with the analysis of our cash flow. Free cash flow reflects cash available for financing activities, to strengthen our balance sheet, or cash available for strategic investments, including acquisitions of tower assets or businesses. We believe free cash flow should be considered in addition to, but not as a substitute for, other measures of liquidity reported in accordance with GAAP. Free cash flow, as we have defined it, may not be comparable to similarly titled measures reported by other companies. Free cash flow (deficit) for the years ended December 31, 2001 and 2002, the nine months ended September 30, 2002, the one month ended January 31, 2003, the eight months ended September 30, 2003 and the three months ended December 31, 2002 and 2003 was calculated as follows:

	Predecessor Company Year Ended December 31, 2001	Predecessor Company Year Ended December 31, 2002	Predecessor Company Nine Months Ended September 30, 2002	Predecessor Company One Month Ended January 31, 2003	Reorganized Company Eight Months Ended September 30, 2003	Predecessor Company Three Months Ended December 31, 2002	Reorganized Company Three Months Ended December 31, 2003
(in thousands)							
Net cash provided by (used in) operating activities	\$ (12,133)	\$ 36,286	\$ 1,533	\$ 5,892	\$ 67,422	\$ 34,753	\$ 29,540
Less: Purchases of property and equipment	(374,245)	(61,181)	(52,431)	(2,737)	(10,143)	(8,750)	(11,569)
Free cash flow (deficit)	<u>\$ (386,378)</u>	<u>\$ (24,895)</u>	<u>\$ (50,898)</u>	<u>\$ 3,155</u>	<u>\$ 57,279</u>	<u>\$ 26,003</u>	<u>\$ 17,971</u>

Cash flow provided by (used in) investing activities and cash flows provided by (used in) financing activities for the years ended December 31, 2001 and 2002, the nine months ended September 30, 2002, the one month ended January 31, 2003, the eight months ended September 30, 2003 and the three months ended December 31, 2002 and 2003 are as follows:

	Predecessor Company Year Ended December 31, 2001	Predecessor Company Year Ended December 31, 2002	Predecessor Company Nine Months Ended September 30, 2002	Predecessor Company One Month Ended January 31, 2003	Reorganized Company Eight Months Ended September 30, 2003	Predecessor Company Three Months Ended December 31, 2002	Reorganized Company Three Months Ended December 31, 2003
(in thousands)							
Net cash provided by (used in) investing activities	\$ (984,724)	\$ (69,966)	\$ (54,465)	\$ (2,737)	\$ 63,543	\$ (15,501)	\$ (26,252)
Net cash provided by (used in) financing activities	<u>\$ 475,751</u>	<u>\$ 83,094</u>	<u>\$ 85,631</u>	<u>\$ (10,884)</u>	<u>\$ (148,347)</u>	<u>\$ (2,537)</u>	<u>\$ 1,272</u>

Description of Critical Accounting Policies

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses. We have identified the following critical accounting policies that affect the more significant estimates and judgments used in the preparation of our consolidated financial statements. On an on-going basis, we evaluate our estimates, including those related to the matters described below. These estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could vary from those estimates under different assumptions or conditions.

Revenue Recognition

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Revenues from leasing and licensing activities are recognized when earned based on lease and license agreements. Rate increases based on fixed escalation clauses that are included in certain lease and license agreements are recognized on a straight-line basis over the term of the

lease or license. Revenues from fees, such as engineering and site inspection fees, are recognized upon delivery of the related products and services to the customer. Additionally, we generate revenues related to the management of sites on rooftops. Under each site management agreement, we are entitled to a fee based on a percentage of the gross revenue derived from the rooftop site subject to the agreement. We recognize this fee as revenue when earned.

Allowance for Uncollectible Accounts

We evaluate the collectibility of our accounts receivable based on a combination of factors. In circumstances where we are aware that a specific customer's ability to meet its financial obligations to us is in question (e.g., bankruptcy filings, substantial down-grading of credit ratings), we record a specific allowance against amounts due to reduce the net recognized receivable from that customer to the amount we reasonably believe will be collected. For all other customers, we reserve a percentage of the remaining outstanding accounts receivable balance based on a review of the aging of customer balances, industry experience and the current economic environment. If circumstances change (e.g., higher than expected defaults or an unexpected material adverse change in one or more significant customer's ability to meet its financial obligations to us), our estimates of the recoverability of amounts due us could be reduced by a material amount.

Property and Equipment

Property and equipment built, purchased, leased or licensed under long-term leasehold or license agreements are recorded at cost and depreciated over their estimated useful lives. We capitalize costs incurred in bringing property and equipment to an operational state. Costs clearly associated with the acquisition, development and construction of property and equipment are capitalized as a cost of the assets. Indirect costs that relate to several assets are capitalized and allocated to the assets to which the costs relate. Indirect costs that do not clearly relate to projects under development or construction are charged to expense as incurred. Estimates and cost allocations are reviewed at the end of each financial reporting period. Costs are revised and reallocated as necessary for material changes on the basis of current estimates. In addition, upon initial recognition of a liability for the retirement of a purchased or constructed asset under Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations*, the cost of that liability is capitalized as part of the cost basis of the related asset and depreciated over the related life of the asset. Depreciation on property and equipment excluding towers is computed using the straight-line method over the estimated useful lives of the assets ranging from three to fifteen years. Depreciation on towers is computed using the straight-line method over the estimated useful lives of 15 years for wireless towers and 30 years for broadcast towers. Amortization of assets recorded under capital leases is included in depreciation.

Goodwill

The excess of the purchase price over the fair value of net assets acquired in purchase business combinations has been recorded as goodwill. Goodwill is evaluated for impairment on an annual basis or as impairment indicators are identified, in accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*. On an ongoing basis, we assess the recoverability of goodwill by determining the ability of the specific assets acquired to generate future cash flows sufficient to recover the unamortized goodwill over the remaining useful life. We estimate future cash flows based on the current performance of the acquired assets and our business plan for those assets. Changes in business conditions, major customers or other factors could result in changes in those estimates. Goodwill determined to be unrecoverable based on future cash flows is written-off in the period in which such determination is made.

Impairment of Long-lived Assets

Long-lived assets, such as property and equipment, goodwill and purchased intangible assets, are evaluated for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. An impairment loss is recognized when estimated undiscounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset (if any) are less than the carrying value of the asset. When an impairment is identified, the carrying amount of the asset is reduced to its estimated fair value. Effective January 1, 2002, potential impairment of long-lived assets other than goodwill and purchased intangible assets with indefinite useful lives is evaluated using the guidance provided by Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-lived Assets*.

Accounting for Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate income taxes in each of the jurisdictions in which we operate. This process involves estimating the actual current tax liability together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income. To the extent that we believe that recovery is not likely, we must establish a valuation allowance. Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. We have recorded a valuation allowance of \$464.7 million as of December 31, 2002, due to uncertainties related to utilization of deferred tax assets, primarily consisting of net operating losses carryforwards, before they expire.

Derivative Financial Instruments

Derivative financial instruments are accounted for in accordance with Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), as amended by Statement of Financial Accounting Standards No. 138, *Accounting for Certain Instruments and Certain Hedging Activities* (SFAS 138) and as further amended by Statement of Financial Accounting Standards No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. All derivative financial instruments are recorded in the consolidated financial statements at fair value. Changes in the fair values of derivative financial instruments are either recognized in earnings or in stockholders' equity as a component of other comprehensive income depending on whether the derivative financial instrument qualifies for hedge accounting as defined by SFAS 133. Changes in fair values of derivatives not qualifying for hedge accounting are reported in earnings as they occur.

Recently Issued Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations* (SFAS 143) which is effective for fiscal years beginning after June 15, 2002. SFAS 143 requires legal obligations associated with the retirement of long-lived assets to be recognized at their fair value at the time that the obligations are incurred. Upon initial recognition of a liability, that cost should be capitalized as part of the related long-lived asset and allocated to expense over the useful life of the asset. We adopted the new rules on asset retirement obligations on January 1, 2003. Application of the new rules resulted in an increase in net property, plant and equipment of \$23.2 million, recognition of an asset retirement obligation of \$35.4 million, and a cumulative effect of change in accounting principle that reduced net income and stockholders

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equity (deficit) by \$12.2 million. Had we adopted SFAS 143 as of January 1, 2000, the asset retirement obligation would have been as follows (in thousands):

January 1, 2000	\$22,653
December 31, 2000	\$29,447
December 31, 2001	\$32,122
December 31, 2002	\$35,442

These pro forma amounts are measured using information and assumptions as of the adoption date of this statement.

In April 2002, the FASB issued Statement of Financial Accounting Standards No. 145, *Rescission of FASB Statement Nos. 4, 44, and 64, Amendment of FASB Statement No. 13 and Technical Corrections* (SFAS 145). SFAS 145 amends or rescinds a number of authoritative pronouncements, including Statement of Financial Accounting Standards No. 4, *Reporting Gains and Losses from Extinguishment of Debt* (SFAS 4). SFAS 4 required that gains and losses from extinguishment of debt that were included in the determination of net income or loss be aggregated and, if material, classified as an extraordinary item, net of the related income tax effect. Upon adoption of SFAS 145, gains and losses from extinguishment of debt will no longer be classified as extraordinary items, but rather will generally be classified as part of other income (expense) on our consolidated statement of operations. The provisions of SFAS 145 are effective for fiscal years beginning after May 15, 2002. We adopted the provisions of SFAS 145 on January 1, 2003. The adoption of this statement did not have a material impact on our consolidated financial position, results of operations or cash flows.

In July 2002, the FASB issued Statement of Financial Accounting Standards No. 146, *Accounting For Costs Associated with Exit or Disposal Activities* (SFAS 146). The statement requires costs associated with exit or disposal activities to be recognized when they are incurred rather than at the date of a commitment to an exit or disposal plan. The requirements of SFAS 146 are effective for exit or disposal activities initiated after January 1, 2003. We adopted the provisions of SFAS 146 on January 1, 2003. The adoption of this statement did not have a material impact on our consolidated financial position, results of operations or cash flows.

In November 2002, the FASB issued Interpretation No. 45, *Guarantors Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (FIN 45). FIN 45 clarifies significant new disclosures to be made by a guarantor in its financial statements and requires certain guarantees to be recorded at fair value, which is different from current practice, which is generally to record a liability only when a loss is probable and reasonably estimable, as those terms are defined in FASB Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies*. The adoption of FIN 45 did not have a material impact on our financial position, results of operations or liquidity for the current reporting periods.

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148, *Accounting for Stock-Based Compensation, Transition and Disclosure* (SFAS 148). SFAS 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. SFAS 148 also requires that disclosures of the pro forma effect of using the fair value method of accounting for stock-based employee compensation be displayed more prominently and in a tabular format. Additionally, SFAS 148 requires disclosure of the pro forma effect in interim financial statements. The transition disclosure requirements of SFAS 148 are effective for fiscal year 2002. The interim and annual disclosure requirements are effective for the first quarter of 2003. The adoption of SFAS 148 did not have a material effect on our consolidated financial position, results of operations or cash flows.

In April 2003, the FASB issued Statement of Financial Accounting Standards No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* (SFAS 149).

SFAS 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS 133, as previously amended by SFAS 138. SFAS 149 clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative as discussed in SFAS 133. In addition, it clarifies when a derivative contains a financing component that warrants special reporting in the statement of cash flows. SFAS 149 amends certain other existing pronouncements. SFAS 149 is effective for contracts entered into or modified after June 30, 2003, and for hedging relationships designated after June 30, 2003 and should be applied prospectively. The adoption of SFAS 149 did not have a material effect on our consolidated financial position, results of operations or cash flows.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities* (FIN 46). FIN 46 requires an investor with a majority of the voting interests in a variable interest entity (VIE) to consolidate the entity and also requires majority and significant variable interest investors to provide certain disclosures. A VIE is an entity in which the equity investors do not have a controlling interest, or the equity investment at risk is insufficient to finance the entity's activities without receiving additional subordinated financial support from the other parties. For entities that have interests in special purpose entities the provisions of FIN 46 are required to be adopted in periods ending after December 15, 2003. For all other types of variable interest entities, application is required in financial statements for periods ending after March 15, 2004. We have reviewed our investments and other arrangements and determined that none of our investee companies are VIEs. We have not invested in any new VIEs created after January 31, 2003.

In May 2003, the FASB issued Statement of Financial Accounting Standards No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* (SFAS 150). SFAS 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS 150 amends certain other existing pronouncements. SFAS 150 is effective for mandatorily redeemable financial instruments of nonpublic entities for the first fiscal period beginning after December 15, 2004. For mandatorily redeemable financial instruments of public entities, the requirements of SFAS 150 must be applied in the first fiscal period beginning after June 15, 2003.

Inflation

Some of our expenses, such as those for marketing, wages and benefits, generally increase with inflation. However, we do not believe that our financial results have been, or will be, adversely affected by inflation in a material way.

Quantitative and Qualitative Disclosures About Market Risks

We use financial instruments, including fixed and variable rate debt, to finance our operations. The information below summarizes our market risks associated with debt obligations outstanding as of September 30, 2003 and December 31, 2002. The following table presents principal cash flows and related weighted average interest rates by fiscal year of maturity of our fixed rate debt as of September 30, 2003:

	Expected Maturity Date					Thereafter	Total
	2003	2004	2005	2006	2007		
	(dollars in thousands)						
Long-term obligations:							
Fixed rate	\$	\$	\$	\$	\$	\$200,000	\$200,000
Average interest rate						8.25%	8.25%

As of December 31, 2002, we had \$1.76 billion of liabilities subject to compromise, which were converted to common stock on February 10, 2003 pursuant to our Plan of Reorganization. Prior to our chapter 11 filing, these obligations had an average fixed interest rate of 11.30%.

In addition, as of September 30, 2003 and December 31, 2002, we had \$440.0 million and \$783.0 million, respectively, of variable rate debt outstanding under our credit facility at a weighted average interest rate of 4.55% and 5.94%, respectively. A 1% increase in the interest rate on our variable rate debt would have increased interest expense by approximately \$1.2 million, \$4.0 million, \$0.7 million and \$7.8 million in the three months ended September 30, 2003, the eight months ended September 30, 2003, the one month ended January 31, 2003 and the year ended December 31, 2002, respectively.

In addition, as of September 30, 2003, we have an interest rate cap on \$375.0 million of the variable rate debt outstanding under our credit facility, which caps LIBOR at 7.0% for the next three years. As of September 30, 2003, the carrying amount and fair value of this instrument was \$0.3 million.

BUSINESS

Introduction

We are one of the largest, in terms of number of towers, and fastest growing, in terms of revenue growth, wireless tower operators in the United States. Our primary business is owning, leasing and licensing antenna sites on wireless and broadcast towers, owning and licensing in-building shared infrastructure systems and managing access to rooftop telecommunications on commercial real estate. For the nine months ended September 30, 2003, 100% of our revenues came from our site operations.

We have a portfolio of over 7,500 towers, primarily located in the top 100 BTA markets in the United States. We believe that the growing use of wireless communication services together with capacity constraints in the top 100 BTA markets will continue to increase the demand for tower assets located in these markets and drive the growth of our business.

Our business is characterized by stable and recurring revenues, predictable operating costs and a low level of capital expenditures. We expect to continue to increase our revenues by adding new customers to our towers and by providing additional space to our existing customers. Revenues from our existing customers are expected to grow because of contractual provisions that increase our customers' payments to us on an annual basis. In addition, we experience minimal customer turnover due to long-term customer contracts, the quality of our assets and the significant relocation costs for our existing customers. Approximately 83% of our revenues are derived from the six largest wireless service providers, two of which were responsible for 53% and 51% of our revenues in 2002 and for the nine months ended September 30, 2003, respectively.

Products and Services

Our business consists of site leasing and licensing operations. As of September 30, 2003, we owned or operated 7,437 wireless towers and in-building systems and 72 broadcast towers primarily located in the top 100 BTA markets in the United States. We have major metropolitan market clusters in Los Angeles, Chicago, San Francisco, Philadelphia, Detroit and Dallas. Our principal business is the leasing of space on our antenna sites to wireless carriers, which represents more than 93% of our monthly revenues.

Wireless Tower Ownership, Leasing, Licensing and Management. We are one of the largest independent owners and operators of wireless communications towers in the United States. We provide antenna site services, which primarily involve the leasing and licensing of antenna space on our towers, to wireless carriers. In leasing and licensing antenna space, we generally receive monthly fees from customers. Our customer leases and licenses typically have original terms of five to ten years, with four or five renewal periods of five years each, and usually provide for periodic rate increases ranging from two percent to five percent per year. Monthly pricing varies with the tower location and the number and type of antennas installed on a given site. Our wireless leasing customers are leading wireless service providers, including AT&T Wireless, Cingular, Nextel, Sprint PCS, T-Mobile, Verizon Wireless and their affiliates.

Over the last two years, we have taken steps to reduce our capital commitments, particularly with respect to the acquisition and construction of wireless towers. For example, in November 2001, we paid \$35 million to SBC to reduce the number of towers to be leased or subleased from SBC. In 2002, we implemented a plan to reduce the number of new tower constructions and acquisitions, and, in February 2003, we sold 545 wireless communications towers to Cingular and further reduced the number of towers to be leased or subleased from SBC.

In-Building Shared Infrastructure Solutions. We are a leading provider in the rapidly growing business of in-building neutral host distributed antenna systems serving

telecommunications carriers in the United States. We have the exclusive rights to provide in-building systems to wireless carriers in over 300 retail shopping malls, casino/hotel resorts and office buildings in the United States. Our leases with property owners for the rights to install and operate the in-building systems are generally for an initial period of ten years. Some of these leases contain automatic extension provisions and continue after the initial period unless terminated by us. Under these leases, we are the exclusive operator of in-building neutral host distributed antenna systems for the term of the lease. We are also responsible for marketing the property as part of our portfolio of telecommunications sites and for installing, operating and maintaining the distributed antenna system at the properties. We grant rights to wireless service providers to attach their equipment to our in-building system for a fee under licenses with the providers that typically have an initial term of ten years. We typically share a portion of the collected fees with the property owners.

Broadcast Tower Ownership, Leasing, Licensing and Management. We are one of the largest independent owners and operators of broadcast towers in the United States. Broadcast towers generally are taller and structurally more complex than wireless towers, require unique engineering skills and are more costly to build. The anchor customers on our broadcast towers are mostly television broadcasting companies. We provide antenna site services, which involve the leasing and licensing of antenna space on our broadcast towers to broadcasters and wireless carriers. In leasing and licensing antenna space, we generally receive monthly fees from customers, with contracts typically initially ranging from ten to 20 years.

The following chart shows the locations of our wireless towers, broadcast towers and in-building systems as of September 30, 2003:

State	Number
Texas	1,017
California	841
Illinois	740
Ohio	556
Michigan	397
Florida	333
Missouri	325
Georgia	226
Pennsylvania	226
Alabama	206
Oklahoma	202
New York	197
Louisiana	180
North Carolina	177
Washington	148
Indiana	129
Wisconsin	123
Maryland	120
Other	1,366
	<hr/>
Total	7,509
	<hr/>

Rooftop Management. We also provide rooftop management services to telecommunications carriers in the United States. We are the exclusive site manager for over

10,000 real estate properties, with significant access clusters in major metropolitan areas. Wireless carriers utilize our managed rooftop sites as transmitting locations, often where there are no existing towers or where new towers are difficult to build. Our rooftop management contracts are generally for an initial period of three to five years. These contracts contain automatic extension provisions and continue after the initial period unless terminated by either party. Under these contracts, we are engaged as the exclusive site manager for rooftop management. For these services, we receive a percentage of occupancy or license fees.

We formerly provided design, fabrication, construction, modification and maintenance services for the broadcast tower industry. As of December 31, 2003, due to the reduced demand from our primary customers in the radio and television broadcast industries, we discontinued the operations of our broadcast services division. This business is currently being marketed for sale. We anticipate a sale to be substantially complete within the first half of 2004.

Competitive Strengths

We believe that we are distinguished by the following competitive strengths which will allow us to continue to grow our revenues and increase our operating margins:

High Quality Assets. We believe that the quality of our portfolio of tower assets, including our tower clusters in major metropolitan markets, makes us a preferred provider for the largest carriers in the wireless industry. In addition, because our tower portfolio was predominantly built over the last four years and we acquired primarily single-tenant towers from wireless carriers, we have fewer customers per tower than the other publicly traded tower companies. Therefore, we expect that as we add new customers our revenue per tower will grow at a faster rate than revenue per tower of other publicly traded tower companies. Over the last two years, we have been a leader in the tower industry in terms of key operating performance measures such as same tower revenue.

Stable and Growing Core Business. Our focus on the leasing and licensing of antenna space on communications towers pursuant to long-term contracts provides us with a recurring, stable cash flow stream. Significant relocation costs also tend to deter existing customers from switching to other towers. Our leases and licenses generally provide for regular annual rate increases. Because our tower operating expenses generally do not increase significantly as we add additional customers, once a tower is built for an anchor customer, additional customers provide significant incremental cash flow.

Low Levels of Debt in our Capital Structure. We currently operate with the lowest levels of total debt and debt leverage among the publicly traded tower companies. We also have substantially completed the build-out of our wireless tower portfolio and terminated our build-to-suit contracts with wireless carriers. These measures have reduced our capital expense commitments and our future funding requirements. We believe our lower level of total debt and funding requirements will increase our financial flexibility relative to the other publicly traded tower companies and will enhance our cash flow generating capability.

Disciplined Approach to Operations. Over the last ten quarters, we have aggressively focused on operating cost controls. During that time, we reduced our quarterly sales, general and administrative expenses as a percentage of revenue from 34% to 16%. In addition, as a result of initiatives by our management team over the past two years, we believe that our accounts receivable as a percentage of revenues is the lowest among the publicly traded tower companies. By reducing the amount of working capital required to operate our business we have improved our operating flexibility.

Experienced Management. Our senior management team has been in place for four years and its members have an average of over 11 years of experience in the wireless industry. Our

chief operating officer and the presidents of our leasing and broadcast divisions, for example, have a combined 38 years of experience in management positions at wireless carriers.

Business Strategy

We intend to capitalize on the continued growth in demand for wireless services and the related infrastructure required to support that growth. The principal features of our business strategy are to:

Maximize Use of Our Tower Portfolio. We believe that our highest returns will be achieved by leasing and licensing additional space on our existing towers. Because the costs of operating a tower are largely fixed, increasing utilization will significantly improve our operating margins. For example, based on trailing twelve-months revenue on the towers that we owned or operated as of September 30, 2002 and September 30, 2003, same tower revenue growth was 14%, while same tower costs of operations, excluding depreciation, amortization and accretion expenses, increased 5%.

Take Advantage of Our Major Market Presence. Approximately 58% of our wireless antenna sites are located in the top 50 BTA markets and approximately 71% of our wireless antenna sites are located in the top 100 BTA markets in the United States, which are the highest percentages among the publicly traded tower companies. Approximately 60% of the U.S. population is located in the top 50 BTA markets and approximately 74% of the U.S. population is located in the top 100 BTA markets. We believe the increase in peak minutes of use, together with capacity constraints, in these markets will lead carriers to deploy more capital to expand their network capacity in these markets than in other markets.

Leverage Existing Relationships with Wireless Service Providers and Their Program Management Companies. Maintaining and cultivating relationships with wireless service providers is a critical focus of our sales and marketing program. We have a dedicated group of sales representatives that focuses on establishing and maintaining relationships with customers at both local and regional levels. In addition, we employ an experienced national accounts team that works closely with each wireless service provider's corporate headquarters and senior management team to cultivate and ensure long-term relationships.

Capitalize on Our Industry-Leading Position in Providing In-Building Shared Infrastructure Solutions to Wireless Carriers. We have the largest operational base of distributed antenna systems providing in-building wireless coverage in the tower industry. We also have a leading position in distributed radio frequency transport. We believe wireless carriers will continue to commit greater financial resources to these areas as they seek to improve network quality and provide additional high quality network coverage.

Customers

Our customers include several of the largest wireless service providers in the United States, including AT&T Wireless, Cingular, Nextel, Sprint, T-Mobile and Verizon Wireless. Our largest customers currently are Nextel (and its affiliates) and Cingular, which represented approximately 31% and 22%, respectively, of our revenue for the year ended December 31, 2002, and approximately 30% and 20%, respectively, of our revenues for the eight months ended September 30, 2003. For the year ended December 31, 2001, Nextel (and its affiliates) and Cingular accounted for 35% and 15% of our revenues, respectively. For the year ended December 31, 2000, Nextel (and its affiliates) accounted for 64% of our revenues.

Sales and Marketing

We believe that our quality portfolio of tower assets, our strong customer relationships and our operational excellence make us a preferred provider for the wireless industry. Our sales and marketing goals are to:

Leverage existing relationships and develop new relationships with wireless service providers to lease and license antenna space on our tower, in-building and rooftop assets; and

Form relationships with wireless service providers program management companies to further broaden our channels of distribution.

Maintaining and cultivating relationships with wireless service providers is a critical focus of our sales and marketing program. We have a dedicated group of sales representatives that focuses on establishing and maintaining relationships with customers at both local and regional levels. In addition, we employ an experienced national accounts team that works closely with each wireless service provider's corporate headquarters and senior management team to cultivate and ensure long-term relationships.

Our sales staff is compensated on new customer revenue generation, relocation/reconfiguration revenue, fee revenue and customer satisfaction. In addition, our sales teams rely on the complementary functions of our field support services and project management teams to further identify revenue opportunities and enhance customer satisfaction.

Competition

Our principal competitors include American Tower Corp., Crown Castle International Corp., Global Signal, Inc., SBA Communications Corp., Sprint Sites USA, numerous independent tower operators and the many owners of non-tower antenna sites, including rooftops, water towers and other alternate structures. Wireless service providers, such as AT&T Wireless, Sprint PCS and T-Mobile, own and operate their own tower networks and lease (or may in the future decide to lease) antenna sites to other providers. We compete principally on the basis of tower location and capacity, price, quality of service and density of service within a geographic market.

Technological developments are also making it possible for wireless carriers to expand their use of existing facilities to provide service without additional tower facilities. The increased use by carriers of signal combining and related technologies, which allow two or more carriers to provide services on different transmission frequencies using the communications antenna and other facilities normally used by only one carrier, could reduce the demand for tower-based broadcast transmissions and antenna space. In addition to sharing transmitters, carriers are, through joint ventures and other arrangements (such as Cingular's infrastructure joint ventures with T-Mobile and AT&T Wireless), sharing (or considering the sharing of) telecommunications infrastructure in ways that might adversely impact the growth of our business.

In addition, wireless service providers frequently enter into agreements with competitors allowing them to utilize one another's wireless communications facilities to accommodate customers who are out of range of their home providers' services. These roaming agreements may be viewed by wireless service providers as a superior alternative to leasing space for their own antennas on communications sites we own.

Employees

As of September 30, 2003, we had 528 employees, including 77 employees in our discontinued broadcast services division. None of our employees is represented by a collective bargaining agreement, and we consider our employee relations to be good.

International

During 2001, we ceased development efforts in Europe and Mexico. In 2002, we sold our network services operations in Canada. As a result of the sale of our remaining towers located in Canada in September 2003, we no longer have international operations.

Regulatory and Environmental Matters

Federal Regulations

Both the FCC and the FAA regulate towers used for communications transmitters and receivers. These regulations control the siting, marking and lighting of towers and generally, based on the characteristics of the tower, require registration of tower facilities with the FCC. Wireless and broadcast communications antennas operating on towers are separately regulated and independently authorized by the FCC based upon the particular frequency used and the service provided. In addition to these regulations, SpectraSite must comply with certain environmental laws and regulations.

Under the requirements of the Communications Act of 1934, as amended, the FCC, in conjunction with the FAA, has developed standards for review of proposals for new or modified antenna structures. These standards mandate that the FCC and the FAA consider the height of the proposed antenna structure, the relationship of the structure to existing natural or man-made obstructions and the proximity of the structure to runways and airports. Proposals to construct new communications sites or modify existing communications sites that could affect air traffic must be filed with and reviewed by the FAA to ensure the proposals will not present a hazard to aviation. The FAA may condition its issuance of no-hazard determinations upon compliance with specified lighting and marking requirements. The FCC will not authorize the operation of communications antennas on towers unless the tower has been registered with the FCC or a determination has been made that such registration is not necessary. The FCC will not register a tower unless it has received all necessary clearances from the FAA. The FCC also enforces special lighting and marking requirements. Owners of towers on which communications antennas are located have an obligation to maintain marking and lighting to conform to FCC standards. Tower owners also bear the responsibility of notifying the FAA of any tower lighting failures. We generally outsource the monitoring of the lighting of our towers to contractors that specialize in those services. However, under the FCC's rules, we remain fully liable for the acts and omissions of those contractors. We generally indemnify our customers against any failure to comply with applicable standards. Failure to comply with the applicable requirements (including as a result of acts or omissions of our contractors, which may be beyond our control) may lead to monetary forfeitures or other enforcement actions, as well as civil penalties, contractual liability and/or tort liability.

The Telecommunications Act of 1996 amended the Communications Act of 1934 by limiting state and local zoning authorities' jurisdiction over the construction, modification and placement of wireless communications towers. The law preserves local zoning authority but prohibits any action that would discriminate between different providers of wireless services or ban altogether the construction, modification or placement of communications towers. It also prohibits state or local restrictions based on the environmental effects of radio frequency emissions to the extent the facilities comply with the FCC regulations. The 1996 Act also requires the federal government to help licensees of wireless communications services gain access to preferred sites for their facilities. This may require that federal agencies and departments work directly with licensees to make federal property available for tower facilities.

In October 2000, the FCC adopted rules and policies related to telecommunications service providers' access to rooftops, other rights-of-way and conduits in multi-tenant buildings. The FCC prohibited telecommunications carriers in commercial settings from entering into new

exclusive contracts with building owners, including contracts that effectively restrict premises owners or their agents from permitting access to other telecommunications service providers. The FCC also established procedures to ensure that the demarcation point in buildings, which marks the end of the incumbent local exchange carrier's control over on-premises wiring and the beginning of the customer's or building owner's control, will, at the premises owner's request, be at the minimum point of entry to the structure rather than further inside the premises. In addition, the FCC determined that, under the Communications Act, utilities, including local exchange carriers, will be required to afford telecommunications carriers and cable service providers reasonable and nondiscriminatory access to conduits and rights-of-way in customer buildings, to the extent such conduits and rights-of-way are owned or controlled by the utility. Finally, the FCC amended its existing rules to give building tenants the same ability to place on their leased or owned property small satellite dishes for receiving telecommunications and other fixed wireless signals that they currently have for receiving video services.

In the same October 2000 action, the FCC sought comment on a number of related issues, including whether the prohibition on exclusive contracts should be extended to residential buildings; whether it should be broadened to prohibit preferences other than exclusive access, such as exclusive marketing or landlord bonuses for tenants; whether the FCC should prohibit carriers from enforcing exclusive access provisions in existing contracts for commercial or residential multi-tenant buildings; and whether the agency has authority to prohibit local exchange carriers from providing services to multi-tenant buildings where the owners maintain policies unreasonably preventing competing carriers from gaining access to potential customers within the building. This proceeding remains open, and the FCC could act on it at any time.

In June 2003, the FCC issued a Notice of Proposed Rulemaking seeking comment on a draft agreement between the FCC, the Advisory Council on Historic Preservation and the National Conference of State Historic Preservation Officers that would tailor and streamline procedures for review of towers and other FCC licensed communications facilities under the National Historic Preservation Act of 1966, or NHPA, and on related revisions to the FCC's rules. The FCC has indicated that the intent of the agreement and the proposed rule revisions is to improve compliance with the NHPA and streamline the review process for construction of towers and other FCC licensed communications facilities. We cannot predict with certainty whether, and if so when, the FCC's proposals will be adopted, and, if they are, the effect they will have on our business.

In October 2003, the FCC released a Notice of Apparent Liability in which the agency proposed to impose a \$120,500 forfeiture for failure to comply with the provisions of the Communications Act and the FCC's rules relating to the registration and lighting of two towers. The proposed fine is the statutory maximum for such violations, resulting in part from the FCC's determination that we had several similar forfeitures in the past three years. The FCC also required that we submit a report concerning our compliance with the laws and regulations applicable to towers, and directed the FCC's Enforcement Bureau to review that report and conduct a broader investigation if appropriate. At this time, we have replied to the proposed forfeiture, stating that the majority of the FCC's claim is meritless. The FCC has taken no further adverse action, and the recommended forfeiture in the Notice of Apparent Liability has not yet been imposed. We have completed our compliance report to the FCC. Any failure to comply with the Communications Act or the FCC rules could have a material adverse effect on our business, financial condition or results of operations.

In 1996, the FCC mandated the conversion of analog television signals to digital. As a result of several subsequent rulings by the FCC, each commercial television station in the United States was required to complete construction of new digital broadcasting facilities by May 1, 2002. Non-commercial stations were given until May 1, 2003, to complete digital construction. By April 21, 2003, all television stations were required to be simulcasting at least 50% of their programming on both their analog and digital facilities and must convert to 100% simulcasting within two years. The simulcasting transition is scheduled to end in 2006, when television broadcasters will be

required to terminate analog service, unless that date has been extended based on satisfaction of statutory standards demonstrating that significant portions of the viewing public do not have the ability to receive digital television signals.

Although these deadlines have resulted from past extensions by the FCC of previous deadlines, various broadcasters have requested that the FCC further extend the current conversion deadlines. In December 2001, the FCC declined to issue a blanket extension of the current deadlines, however, and instead agreed to continue to consider extension requests by particular broadcasters on a case-by-case basis, and made it easier for broadcasters to qualify for such extensions. As of October 2003, more than 80% of the nation's commercial TV stations are broadcasting a digital television signal. Of the remaining commercial stations, most have been granted an additional extension to comply with their digital broadcast requirements, while a few have been denied such extensions and received letters of admonishment from the FCC. In April 2003, the FCC granted a six-month waiver on digital television simulcast requirements for all public television stations.

We believe that, although the planned conversion to digital might continue to be delayed through FCC extensions or the failure of various broadcasters to achieve the conversion in accordance with the established deadlines, if and when the conversion occurs, it will create significant potential for increased demand for space on broadcast towers, including our towers.

In August 2002, the FCC adopted a rule requiring all TV receivers manufactured in the United States with screen sizes greater than 13 inches, and all TV receiving equipment, such as VCRs and digital television recorders, be capable of receiving digital television signals over the air no later than July 1, 2007. We believe that this increased penetration of digital television capability among the general broadcast audience may also hasten the digital conversion and add to the demand for digital television broadcast towers.

State and Local Regulations

Most states regulate certain aspects of real estate acquisition and leasing activities. Where required, we outsource site acquisition to licensed real estate brokers or agents. Local regulations and restrictions include building codes and other local ordinances, zoning restrictions and restrictive covenants imposed by community developers. These regulations and restrictions vary greatly, but typically require tower owners to obtain a permit or other approval from local officials or community standards organizations prior to tower construction and prior to modifications of towers, including installation of equipment for new customers. Local zoning authorities generally have been hostile to construction of new transmission towers in their communities because of the height and visibility of the towers. Companies owning or seeking to build or modify towers have encountered an array of obstacles arising from state and local regulation of tower site construction and modification, including environmental assessments, fall radius assessments, marking and lighting requirements, and concerns with interference with other electronic devices. The delays resulting from the administration of such restrictions can last for several months and, when appeals are involved, can take several years.

Environmental and Related Regulations

Owners and operators of communications towers are subject to environmental laws. The FCC's decision to register a proposed tower may be subject to environmental review under the National Environmental Policy Act of 1969, which requires federal agencies to evaluate the environmental impacts of their decisions under certain circumstances. The FCC has issued regulations implementing the National Environmental Policy Act, as well as the National Historic Preservation Act, the Endangered Species Act and the American Indian Religious Freedom Act. These regulations place responsibility on each applicant to investigate potential environmental and other effects of operations and to disclose any significant effects in an environmental

assessment prior to constructing a tower or adding a new customer on a tower. In the event the FCC determines that a proposed tower would have a significant environmental impact based on the standards the FCC has developed, the FCC would be required to prepare an environmental impact statement. In addition, various environmental groups routinely petition the FCC to deny applications to register new towers. This regulatory process can be costly and could significantly delay the registration of a particular tower. In addition, we are subject to environmental laws that may require investigation and remediation of any contamination at facilities we own or operate or at third-party waste disposal sites. These laws could impose liability even if we did not know of, or were not responsible for, the contamination. Although we believe that we currently have no material liability under applicable environmental laws, the costs of complying with existing or future environmental laws, responding to petitions filed by environmental protection groups, investigating and remediating any contaminated real property and resolving any related liability could have a material adverse effect on our business, financial condition or results of operations.

In August 2003, the FCC adopted a Notice of Inquiry to gather information on the impact of communications towers on migratory birds. The Notice of Inquiry is part of the FCC's comprehensive action plan on environmental and historic preservation matters that Chairman Michael Powell announced in May 2003. This Notice of Inquiry marks the most significant action to date taken by the FCC on this subject and may lead to changes in the FCC's environmental rules. In September 2003, the FCC announced a memorandum of agreement with the State of Michigan to conduct a study on the impact of communications towers on migratory birds. The results of this study and/or any rule changes resulting from the Notice of Inquiry could have a material adverse effect on our business, financial condition or results of operations.

Properties

We are headquartered in Cary, North Carolina, where we currently occupy an owned 109,570 square foot office facility on 20.0 acres of land and lease 35,973 square feet of office space. We own a 38,000 square foot broadcast tower manufacturing facility located on 10 acres of land in Pine Forge, Pennsylvania. We also own 9.5 acres of land in Visalia, California, on which a 57,000 square foot broadcast tower manufacturing facility is located and 161.7 acres of land in Mobile, Alabama, on which a 1,944 foot broadcast tower is located. Our Pine Forge and Visalia facilities are part of our broadcast services division and are currently classified as assets held for sale.

Our interests in communications sites are comprised of a variety of fee interests, leasehold and sub-leasehold interests created by long-term lease or sublease agreements, private easements, and easements and licenses or rights-of-way granted by government entities. In rural areas, a communications site typically consists of a three-to-five acre tract that supports towers, equipment shelters and guy wires to stabilize the structure. Less than 2,500 square feet are required for a self-supporting tower structure of the kind typically used in metropolitan areas. Land leases generally have an initial term of five years, with five additional five-year renewal periods. See [Products and Services](#) for a list of the locations of our wireless towers.

Legal Proceedings

We emerged from bankruptcy on February 10, 2003. See [Management's Discussion and Analysis of Financial Condition and Results of Operations](#) [Business Overview](#) for a discussion of our bankruptcy proceedings. Our subsidiaries, including Communications, were not part of the bankruptcy reorganization.

From time to time, we are involved in various legal proceedings relating to claims arising in the ordinary course of business. We are not currently a party to any such legal proceeding, the adverse outcome of which, individually or in the aggregate, is expected to have a material adverse effect on our business, financial condition or results of operations.

MANAGEMENT

Directors and Executive Officers

The following table sets forth information regarding our directors and executive officers:

Name	Age	Position
Stephen H. Clark	59	President, Chief Executive Officer, Chairman and Director
Timothy G. Biltz	45	Chief Operating Officer
David P. Tomick	51	Executive Vice President and Chief Financial Officer
Dale A. Carey	38	President, Leasing Division
Thomas A. Prestwood, Jr.	51	President, Broadcasting Division
Gabriela Gonzalez	42	Senior Vice President and Controller
John H. Lynch	46	Vice President, General Counsel and Secretary
Paul M. Albert, Jr.	61	Director
Gary S. Howard	52	Director
Robert Katz	36	Director
Richard Masson	45	Director

Stephen H. Clark is President, Chief Executive Officer and Chairman of the Board of Directors of SpectraSite. He has been a director of SpectraSite since its formation in May 1997 and Chairman since September 2002. Mr. Clark has 23 years of general management experience in high growth companies in the communications, technology and manufacturing sectors.

Timothy G. Biltz is Chief Operating Officer. Prior to joining SpectraSite in August 1999, Mr. Biltz spent 10 years at Vanguard Cellular Systems, Inc., most recently as Executive Vice President and Chief Operating Officer. He joined Vanguard in 1989 as Vice President of Marketing and Operations and was Executive Vice President and President of U.S. Wireless Operations from November 1996 until May 1998 when he became Chief Operating Officer. Mr. Biltz was instrumental in Vanguard's development from an initial start-up to an enterprise with over 800,000 subscribers.

David P. Tomick is Executive Vice President and Chief Financial Officer. Mr. Tomick joined SpectraSite in 1997. From 1994 to 1997, Mr. Tomick was Chief Financial Officer of Masada Security, Inc., a company engaged in the security monitoring business. From 1988 to 1994, he was Vice President - Finance of Falcon Cable TV where he was responsible for debt management, mergers and acquisitions, equity origination and investor relations. Prior to 1988, he managed a team of corporate finance professionals focusing on the communications industry for The First National Bank of Chicago.

Dale A. Carey is President of SpectraSite's Wireless Division. Mr. Carey joined SpectraSite as Senior Vice President of Services and Operations in February 2000, was elected President of SpectraSite Building Group, Inc. in October 2003 and assumed his current position in May 2002. Prior to joining SpectraSite, Mr. Carey served in various capacities for the Pennsylvania Super System of Vanguard Cellular Systems since 1989, most recently as the Regional Vice President and General Manager.

Thomas A. Prestwood, Jr. is President of SpectraSite's Broadcast Division. Mr. Prestwood joined SpectraSite in November 2001. Mr. Prestwood has over 15 years of senior management experience and executive level work in the telecommunications industry, most recently as Regional Vice President for Telecorp PCS. Prior to joining Telecorp, Mr. Prestwood served as an Executive Vice President for Highland Holdings and a Market Director for AT&T Wireless Services. For Vanguard Cellular Systems, Inc., Mr. Prestwood served as Vice President from

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1990 to 1995 and as a Senior Vice President from 1995 until the company was acquired by AT&T Wireless in 1999.

Gabriela Gonzalez is Senior Vice President and Controller. Prior to joining SpectraSite in April 2000, Ms. Gonzalez served as Controller for Commercial Operations for GlaxoWellcome (now GlaxoSmithKline). Before joining GlaxoWellcome in 1998, Ms. Gonzalez served as Controller for Alyeska Pipeline, the operator of the TransAlaskan Pipeline. Ms. Gonzalez is a Certified Public Accountant in Alaska and North Carolina.

John H. Lynch is Vice President, General Counsel and Secretary. Prior to joining SpectraSite in August 1999, Mr. Lynch served as General Counsel for Qualex Inc., the wholly owned photofinishing subsidiary of Eastman Kodak Company. Before joining Qualex in 1989, Mr. Lynch practiced corporate and real estate law in the Atlanta, Georgia offices of Wildman, Harrold, Allen, Dixon and Branch.

Paul M. Albert, Jr. has been a director of SpectraSite since February 2003. Mr. Albert is a corporate director, a finance and capital markets consultant primarily engaged in educating bankers at global financial institutions, and a private investor. He has been a director of DigitalGlobe, Inc. since April 1999 and prior to the sale of the companies was a director of CAI Wireless Systems from December 1998 to August 1999 and Teletrac Inc. from December 1999 to April 2001. In his capacity as a corporate director he has served on audit, compensation, finance, and governance committees, often as committee chairman, and is a director of the New York Chapter of the National Association of Corporate Directors. From 1970 to 1996 he was an investment banker, holding senior officer positions at Morgan Stanley & Co. and Prudential Securities.

Gary S. Howard has been a director of SpectraSite since February 2003. Mr. Howard served as Executive Vice President and Chief Operating Officer of Liberty Media, Inc. from July 1998 to January 2004. Mr. Howard served as Chief Executive Officer of Liberty Satellite & Technology, Inc. from December 1996 to April 2000. Mr. Howard also served as Executive Vice President of TCI from December 1997 to March 1999. Previously, Mr. Howard served as Chief Executive Officer, Chairman of the Board and a director of TV Guide, Inc., President and Chief Executive Officer of TCI Ventures Group, LLC and President of Liberty Satellite and Technology. Mr. Howard is also a director of Liberty Satellite & Technology, Inc., Liberty Media, Inc., UnitedGlobalCom, Inc., and Intelsat, Ltd. Mr. Howard serves as Chairman of the Board of Liberty Satellite & Technology, Inc.

Robert Katz has been a director of SpectraSite since February 2003. Mr. Katz has been associated with Apollo Management, L.P. since 1990. Mr. Katz is also a director of Vail Resorts, Inc.

Richard Masson has been a director of SpectraSite since February 2003. Mr. Masson is a Principal and co-founder of Oaktree Capital Management, LLC, an investment advisory firm with over \$25 billion of assets under management. Until January 2004, he served as co-Head of Research for their distressed debt funds. Prior to that, Mr. Masson was the head of the Special Credits analytic group at The TCW Group, Inc.

Directors Compensation

Directors who are not executive officers receive an annual fee of \$25,000 and \$1,000 for each board meeting they attend. In addition, each Audit Committee member receives an annual fee of \$20,000 and the chairman of the Audit Committee receives an additional annual fee of \$5,000. Each member of the Compensation Committee and the Governance Committee receives an annual fee of \$2,000 and the chairman of the Compensation Committee receives an additional annual fee of \$5,000. Directors will be reimbursed for out-of-pocket expenses incurred in connection with attending meetings of the board and its committees. We also have granted

10,000 stock options with an exercise price of \$13.08, which vest over a period of approximately three years, to each of our non-employee directors as compensation for their services as members of our board.

Executive Compensation

Summary Compensation Table

The following table sets forth the cash and non-cash compensation earned by SpectraSite's Chief Executive Officer and four other most highly compensated executive officers during the years ended December 31, 2001, 2002 and 2003.

Name and Principal Position	Year	Annual Compensation		Long Term Compensation Awards	
		Salary(\$)	Bonus(\$)	Number of Securities Underlying Options/SARs(#)(1)	All Other Compensation (\$)(2)
Stephen H. Clark Chief Executive Officer	2003	375,000	2,800,000(3)(4)	1,527,778	6,000
	2002	375,000	367,500		5,500
	2001	375,000	300,000	245,250	4,884
Timothy G. Biltz Chief Operating Officer	2003	300,000	(4)	972,222	6,000
	2002	300,000	294,000		5,500
	2001	300,284	270,000	140,000	5,100
David P. Tomick Chief Financial Officer	2003	235,000	1,120,000(3)(4)	555,556	6,000
	2002	235,000	230,300		5,500
	2001	228,654	89,725	113,973	5,250
Dale A. Carey(5) President, Leasing	2003	225,500	41,938(6)	316,666	6,000
	2002	209,423	102,255		5,500
	2001	202,500	90,839	75,000	3,175
Thomas A. Prestwood, Jr.(7) President, Broadcast	2003	199,875	38,172(6)	150,000	
	2002	195,000	97,500		5,000
	2001	15,000	50,000	150,000	

- (1) All options granted in 2001 were terminated on February 10, 2003 under the Plan of Reorganization without consideration.
- (2) Amounts reported are SpectraSite's contribution under its 401(k) plan.
- (3) Each of Messrs. Clark and Tomick received bonuses in connection with our emergence from bankruptcy in February 2003. These amounts were approved as part of our plan of reorganization.
- (4) Each of Messrs. Clark, Biltz and Tomick earned an annual performance bonus for fiscal 2003. This bonus amount will be determined in February 2004. The aggregate annual target bonus amount is 100% of the executive's annual salary.
- (5) Mr. Carey's annual salary was increased to \$231,000 in July 2003.
- (6) Consisting of a bonus amount for the first three fiscal quarters of 2003. The fourth fiscal quarter and the annual bonus awards will be determined in February 2004. The aggregate annual target bonus is 50% of the executive's annual salary.
- (7) Mr. Prestwood joined SpectraSite in November 2001. Mr. Prestwood's annual salary was increased to \$204,750 in July 2003.

Option/SAR Grants in Fiscal 2003

The table below shows the option grants to the executive officers named in the Summary Compensation Table above during the fiscal year ended December 31, 2003:

Name	Individual Grants				Potential Realizable Value At Assumed Annual Rates of Stock Price Appreciation For Option Term(1)	
	Number of Securities Underlying Option/SARs Granted (#)	Percent of Total Options/ SARs Granted to Employees in Fiscal Year(2)	Exercise of Base Price (\$/Sh)	Expiration Date	5% (\$)	10% (\$)
Stephen H. Clark	1,527,778	27.04	14.91 (3)	3/12/2013	9,759,136	29,032,644
Timothy G. Biltz	972,222	17.04	13.075	3/12/2013	7,994,384	20,259,340
David P. Tomick	555,556	10.0	15.09 (3)	3/12/2013	3,448,779	10,457,332
Dale A. Carey	316,666	5.07	13.075	3/12/2013	2,603,880	6,598,744
Thomas A. Prestwood, Jr.	150,000	2.7	13.075	3/12/2013	1,233,420	3,125,727

- (1) The potential realizable values at 5% and 10% appreciation are calculated by assuming that the price of our common stock appreciates at the indicated rate for the entire term of the option, and that the option is exercised at the exercise price and sold on the last day of its term at the appreciated price. There is no assurance that the value realized by the optionee will be at or near the assumed appreciation rates, or that the optionee will remain an employee of SpectraSite during the entire term of the option.
- (2) A total of 5,573,378 options were granted to our executive officers and employees during fiscal year 2003 under our 2003 Equity Incentive Plan. Under this plan, the option exercise price is not less than 100% of the fair market value of our common stock on the effective date of the grant. The options included in this table become exercisable as follows: 20% vested on March 12, 2003; and, subject to the optionee's continued employment, 50% vest ratably on a monthly basis over the 36 months beginning April 12, 2003, and 30% will vest on March 12, 2009, or earlier if we achieve certain annual financial targets.
- (3) The exercise price of the executive's options was set at an amount above the fair market value of our common stock on the effective date of the grant. The amount by which the aggregate exercise price of these options, granted in connection with the Plan of Reorganization, exceeded the aggregate fair market value of the common stock subject to such options on the date of grant equals the amount of the emergence bonus paid to Messrs. Clark and Tomick, respectively. See Summary Compensation Table.

Aggregated Options/SAR Exercises and Value in Fiscal 2003

The table below provides the number and value of unexercised options held by the executive officers named in the Summary Compensation Table above as of December 31, 2003. None of the executive officers exercised any options in 2003.

**Aggregated Option/SAR Exercises in Fiscal 2003
and Year-End Option/SAR Values**

Name	Number of Securities Underlying Unexercised Options/SARs at Fiscal Year-End(#)		Value of Unexercised In-the-Money Options/SARs at Fiscal Year-End(\$)(1)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
Stephen H. Clark	496,528	1,031,250	9,851,116	20,460,000
Timothy G. Biltz	315,973	656,249	6,848,715	14,224,197
David P. Tomick	180,557	374,999	3,549,751	7,372,480
Dale A. Carey	102,917	213,749	2,230,726	4,633,010
Thomas A. Prestwood, Jr.	48,750	101,250	1,056,656	2,194,594

(1) Based on the closing price of our common stock on the New York Stock Exchange on December 31, 2003 of \$34.75 per share.

Employment Agreements

We have entered into employment agreements with each of Messrs. Clark, Tomick and Biltz, effective as of February 10, 2003. The initial term of the employment agreements is three years, with automatic one-year renewals unless either party gives written notice of nonrenewal at least six months prior to the end of the term. The annual base salaries for Messrs. Clark, Tomick and Biltz are determined pursuant to their respective employment agreements, and they are each eligible to receive annual bonuses in amounts to be determined based on our achievement of annual financial targets established by our Board of Directors. In connection with our emergence from chapter 11 bankruptcy, Messrs. Clark and Tomick also received cash bonuses on February 10, 2003, in the amounts of \$2,800,000 and \$1,120,000, respectively. If their employment is terminated as a result of their death or disability or is terminated by us without cause, or if they resign without good reason during the thirteenth month following a change in control (as defined in the employment agreements), Messrs. Clark, Tomick and Biltz will be entitled to receive continued salary, average annual bonus and benefits for a period of 24 months following the termination, provided that this period shall be extended to 36 months if they are terminated by us without cause or if they resign with good reason during the 24-month period following a change in control.

Messrs. Clark, Tomick and Biltz have agreed that for a period of 24 months following the termination of their employment with us they generally will not:

engage in, or own any interest in or perform any services for any business which engages in, competition with us;

solicit our management employees or otherwise interfere with the employment relationship between us and our employees; or

hire, engage or in any manner be associated with any supplier, contractor or entity with a business relationship with us, if such action would have a material adverse effect on us.

In connection with their employment agreements, Messrs. Clark, Tomick and Biltz were granted options under our Equity Incentive Plan to purchase 1,527,778, 555,556 and 972,222 shares of common stock, respectively. The exercise prices of these options are \$14.91, \$15.09 and \$13.08, respectively. Twenty percent of the options vested on March 12, 2003 and, subject to the optionee's continued employment, 50% vest ratably on a monthly basis during the 36 months beginning April 12, 2003, and 30% will vest on March 12, 2009, or earlier if we achieve certain annual financial targets.

Severance Plans

Messrs. Carey and Prestwood participate in our Executive Severance Plan B. This plan generally provides that, upon termination of a participant's employment by us other than for cause or by the participant for good reason (which includes any termination by a participant during the thirteenth month following a change in control), the participant will be entitled to continued payments of base salary and target bonus, as well as continued benefits, during the 18 months following termination if the participant then has five or more years experience in current or equivalent employment positions, and 12 months following termination if the participant has less than five years of such experience. In the event of termination resulting from a change in control or in the two-year period following a change in control, the periods referred to above shall be increased to 24 months. For this purpose, a change of control occurs upon (i) the acquisition, other than by our principal stockholders, of more than 35% of the total combined voting power of our outstanding securities and such principal stockholders own a lesser percentage of the voting power of our outstanding securities than such acquiring person and cease to have the ability to elect or designate for election a majority of our Board of Directors; (ii) a change in the composition of our Board of Directors during any two-year period that results in the current directors (or those directors approved by the Board of Directors) ceasing to constitute a majority of the directors; (iii) our merger or consolidation with another entity unless our outstanding voting securities are exchanged for consideration including securities representing a majority of the voting power of the surviving corporation; or (iv) a sale of all or substantially all of our assets other than to our principal stockholders or persons controlled by such stockholders.

Equity Compensation Plans

In connection with the Plan of Reorganization, all outstanding awards under our compensation plans were terminated without consideration. The following table sets forth information with respect to compensation plans under which the common stock is authorized for issuance as of December 31, 2003.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column)(1)
Equity compensation plans approved by security holders(2)	5,222,799	\$ 14.03	393,978
Equity compensation plans not approved by security holders	—	—	—
Total	5,222,799	\$ 14.03	393,978

(1) Includes 7,306 options cancelled during 2003 that are available for reissuance under the 2003 Equity Incentive Plan.

(2) Consists of our 2003 Equity Incentive Plan. The 2003 Equity Incentive Plan was approved as part of our Plan of Reorganization by the bankruptcy court and by claim holders who received common stock in connection with the Plan of Reorganization.

2003 Equity Incentive Plan

In 2003, subject to execution of definitive documentation, options for 5,613,328 shares of common stock were issued under the Equity Incentive Plan, each having an exercise price of \$13.08 per share, except for the options granted to Messrs. Clark and Tomick, whose options have an exercise price of \$14.91 and \$15.09, respectively. Approximately 393,978 shares of common stock were available for future grants.

The following is a discussion of other features of the plan.

Purpose of Plan. The nature and purpose of the plan is to use performance-based grants of long-term, equity-based incentives in the form of stock options and other equity based awards in order to link total compensation for management and key employees to our performance and stock price appreciation and to allow us to remain competitive and to retain top performing employees over time. The plan also permits awards to directors.

Plan Administration. The plan is administered by the Compensation Committee of our Board of Directors. The Compensation Committee has sole discretion, subject to the terms of the plan, to determine the amounts and types of awards to be made, set the terms, conditions and limitations applicable to each award, and prescribe the form of the instruments embodying any award. The Board of Directors or the Compensation Committee may delegate to another committee of the Board of Directors the authority to grant awards to certain persons and the Compensation Committee may generally delegate the authority to act on its behalf to certain of our officers.

Eligibility. Awards may be granted under the plan to any of our directors, officers or other employees and any individual providing services as our consultant, advisor or otherwise as an independent contractor.

Vesting and Exercise of Options. Options become exercisable as set forth in a participant's award agreement.

Payment for Options. The exercise price of any stock option awarded under the plan is determined by the Compensation Committee prior to the grant date. Participants may exercise an option by making payment in any manner specified by the Compensation Committee.

Restricted Stock. The Compensation Committee may authorize awards of restricted stock, including performance-based restricted stock. Awards of restricted stock may be made for no consideration, or for an amount as is determined by the Compensation Committee. Restricted stock is common stock that generally is non-transferable and is subject to other restrictions determined by the Compensation Committee for a specified period. Unless the Compensation Committee determines otherwise, or specifies otherwise in an award agreement, if the participant terminates employment during the restricted period, then any unvested restricted stock will be forfeited. To date, no shares of restricted stock have been awarded under the plan.

Other Awards Under the Plan. The Compensation Committee may grant other types of equity-based awards such as stock appreciation rights, deferred stock, dividend equivalents and performance-based awards. Such awards and awards of restricted stock may be subject to attainment of preestablished performance goals based on, Adjusted EBITDA, revenue, net income, operating income, cash plan, return on assets, return on equity, return on capital or total stockholder return.

Federal Income Tax Consequences of Options. The grant of a stock option under the plan will generally not have any immediate effect on the federal income tax liability of SpectraSite or the participant. If the Compensation Committee grants a non-qualified stock option, then the participant will recognize ordinary income at the time he or she exercises the option in an amount equal to the difference between the fair market value of the common stock at the time of its exercise and the exercise price, and we will receive a deduction for the same amount.

If the Compensation Committee grants an incentive stock option, the participant generally will not recognize any taxable income at the time he or she exercises the incentive stock option, but will recognize income at the time he or she sells the common stock acquired by exercise of the incentive stock option. Upon sale of the common stock acquired upon exercise of the incentive stock option, the employee will recognize income equal to the difference between the exercise price and the amount received upon sale, and such income generally will be eligible for capital gain treatment. We generally are not entitled to an income tax deduction in connection with an incentive stock option. However, if the employee sells the common stock either within two years of the date of the grant, or within one year of the date of the exercise of the incentive stock option, then the option is treated for federal income tax purposes as if it were a non-qualified stock option; the income recognized by the employee will not be eligible for capital gain treatment and we will be entitled to a federal income tax deduction equal to the amount of income recognized by the employee.

PRINCIPAL AND SELLING STOCKHOLDERS

The table below sets forth, as of January 16, 2004, information with respect to the beneficial ownership of SpectraSite's common stock by:

each of our directors and each of the executive officers named in the Summary Compensation Table under "Management - Executive Compensation";

each person who is known to be the beneficial owner of more than 5% of any class or series of our capital stock;

all of our directors and executive officers as a group; and

each other selling stockholder participating in the offering.

The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned Before This Offering		Shares Offered	Shares of Common Stock Beneficially Owned After This Offering	
	Number of Shares	Percentage of Class		Number of Shares	Percentage of Class
Stephen H. Clark(1)	562,180	*		562,180	*
Timothy G. Biltz(2)	356,481	*		356,481	*
David P. Tomick(3)	207,619	*		207,619	*
Dale A. Carey(4)	116,111	*		116,111	*
Thomas A. Prestwood, Jr.(5)	54,999	*		54,999	*
Paul M. Albert, Jr.(6)	4,668	*		4,668	*
Gary S. Howard(6)	4,668	*		4,668	*
Robert Katz(6)(7)	4,668	*		4,668	*
Richard Masson(8)	4,668	*		4,668	*
Funds affiliated with Apollo Management V, L.P.(7)(9)	7,882,765	16.5	2,811,985	5,070,780	10.6
Funds managed by Oaktree Capital Management, LLC(8)(9)(10)	6,831,905	14.3	2,437,117	4,394,788	9.2
Funds managed by Capital Research and Management Company(9)(11)	4,694,612	9.8	1,674,689	3,019,923	6.3
Funds affiliated with SPO Partners & Co.(12)	3,029,800	6.3		3,029,800	6.3
Franklin Mutual Advisers, LLC(9)(13)	3,016,108	6.3	1,076,209	1,939,899	4.1
All current directors and executive officers as a group (11 persons)(14)	1,371,272	2.8		1,371,272	2.8

* Less than 1%.

(1) Includes 560,186 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days. Also includes 1,994 shares of common stock issuable upon the exercise of outstanding warrants exercisable within 60 days.

(2) Includes 356,481 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days.

(3) Includes 203,705 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days. Also includes 3,914 shares of common stock issuable upon the exercise of outstanding warrants exercisable within 60 days, of which 1,204 are held by

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the Tomick Family Trust.

- (4) Includes 116,111 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days.
- (5) Includes 54,999 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days.
- (6) Includes 4,668 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days.

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- (7) With respect to Apollo Management V, L.P. (Apollo Management), includes 7,882,765 shares of common stock held by AP Towers LLC (AP Towers). The members of AP Towers are Apollo Investment Fund V, L.P., Apollo Overseas Partners V, L.P. and other affiliated investment partnerships (collectively, the Apollo Funds). Apollo Management serves as manager of each of AP Towers and each of the Apollo Funds and as such may be deemed to have voting and investment control over the shares held by AP Towers. Mr. Katz, a director of SpectraSite, is associated with Apollo Management but does not beneficially own any of the shares held by AP Towers or the Apollo Funds. The business address of AP Towers and each of the Apollo Funds is c/o Apollo Management, 1301 Avenue of the Americas, New York, NY 10019.
- (8) Includes for Mr. Masson, but excludes for funds managed by Oaktree Capital Management, LLC, 4,668 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days. Mr. Masson, a director of SpectraSite, is a principal of Oaktree Capital Management, LLC but does not beneficially own any of the shares held by the funds managed by Oaktree Capital Management LLC. Pursuant to the policies of Oaktree Capital Management, LLC, Mr. Masson cannot retain the reported options or the underlying common shares and has assigned such options to Oaktree Capital Management, LLC. Mr. Masson disclaims beneficial ownership of such options and the underlying common shares.
- (9) If the underwriters exercise their option to purchase 1,200,000 additional shares in full, funds affiliated with Apollo Management V, L.P. will sell an additional 421,798 shares; funds managed by Oaktree Capital Management, LLC will sell an additional 365,568 shares; funds managed by Capital Research and Management Company will sell an additional 251,203 shares; and Franklin Mutual Advisors, LLC will sell an additional 161,431 shares.
- (10) Includes 4,517,587 shares of common stock held by OCM Opportunities Fund IV, L.P. and 2,314,318 shares held by OCM Opportunities Fund IVb, L.P. Oaktree Capital Management, LLC is the general partner of each of the funds and as such may be deemed to have voting and investment control over the shares held by the funds. Oaktree Capital Management, LLC disclaims beneficial ownership of the shares except to the extent of its pecuniary interest in the shares. The business address for the Oaktree funds is 333 S. Grand Avenue, 28th Floor, Los Angeles, California 90071.
- (11) Capital Research and Management Company is the beneficial owner of common stock, arising from the beneficial ownership by certain investment companies and other managed accounts, including investment companies registered under the Investment Company Act of 1940, which are advised by Capital Research and Management, a registered investment adviser. Such shares are beneficially held by the funds in their capacity as investment companies and are beneficially held by Capital Research and Management as an investment adviser. Capital Research and Management has sole voting power and sole dispositive power over the shares but has no pecuniary interest in and disclaims beneficial ownership of such shares. The business address for Capital Research and Management is 333 S. Hope St., 55th Floor, Los Angeles, California 90071.
- (12) Pursuant to a Schedule 13D filed on October 14, 2003, SPO Partners & Co. is the beneficial owner of common stock, arising from the beneficial ownership by certain investment partnerships and other accounts, which are advised by SPO and its principals. As such, SPO and its principals may be deemed to have shared voting and investment power over the shares. The business address for SPO and its principals is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941.
- (13) Franklin Mutual Advisors, LLC is the beneficial owner of common stock, arising from the beneficial ownership by certain investment companies and other managed accounts, including investment companies registered under the Investment Company Act of 1940, which are advised by Franklin Mutual Advisors, LLC. Such shares are beneficially held by funds in their capacity as investment companies and are beneficially held by Franklin Mutual Advisors, LLC as an investment advisor. Franklin Mutual Advisors, LLC has sole voting power and sole dispositive power over the shares but has no pecuniary interest in and disclaims beneficial ownership of such shares. The business address for Franklin Mutual Advisors, LLC is 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078.
- (14) Includes 1,365,336 shares of common stock issuable upon the exercise of outstanding options exercisable within 60 days and 5,936 shares of common stock issuable upon the exercise of outstanding warrants exercisable within 60 days.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Registration Rights Agreement

Pursuant to the Plan of Reorganization, we entered into a Registration Rights Agreement with Oaktree Capital Management, LLC, as general partner and/or investment manager of certain funds and accounts it manages, AP Towers LLC, an affiliate of Apollo Management V, L.P., and Capital Research Management Company as investment adviser for certain funds it manages, providing for the registration of the common stock. The following is a summary of the material terms of that registration rights agreement.

Under the Registration Rights Agreement, the holders of our common stock that are party to the agreement may require us to register all or some of their shares under the Securities Act of 1933, as amended. The first two times each holder that is a party to the agreement makes such request, we are obligated to register the shares set forth in such request. If a holder that is party to the agreement makes more than two such requests, then the following conditions must be met to trigger a registration obligation:

we must receive a request for registration from holders of at least 5% of its outstanding stock covered by the registration rights agreement; and

the request must specify the number of shares to be disposed of and the proposed plan of distribution therefor.

We are only obligated to effect six such registrations except to the extent necessary to ensure that each of the holders that are party to the agreement may cause at least two such registrations during the term of the agreement. We have the right to include our shares in any registration statement required by the registration rights agreement.

In addition to the registration obligations discussed above, if we register any of our common stock under the Securities Act for sale to the public for our own account or for the account of others or both, the registration rights agreement requires that we use commercially reasonable efforts to include in the registration statement common stock held by stockholders that are party to the agreement who wish to participate in the offering. Registrations on Form S-4, Form S-8 or an offering to our existing security holders pursuant to rights distributed to our existing security holders or pursuant to a dividend reinvestment plan will not trigger this registration obligation.

Transactions with Executive Officers

In August 1999, we loaned David P. Tomick \$325,000 in connection with the exercise of stock options to acquire Old Common Stock. The loan bears interest at the applicable federal rate under the Internal Revenue Code, 5.36% per annum, and matures in August 2004.

In September 1999, we loaned Timothy G. Biltz \$500,000 to purchase a home as a relocation incentive. This loan is secured by any shares of common stock issued to Mr. Biltz upon his exercise of options or otherwise acquired by Mr. Biltz and bears interest at 5.82% per annum and matures in September 2004.

In January 2000, we loaned Stephen H. Clark \$1,100,000 in connection with the exercise of stock options to acquire 512,500 shares of Old Common Stock. The loan bears interest at 5.80% per annum and matures in December 2004.

Mr. Clark's son is our employee and received the following compensation during 2003: \$84,312 in aggregate annual salary and bonuses; stock options to buy 10,000 shares of our common stock with an exercise price of \$13.075 per share; and SpectraSite's contribution of \$3,140 to its 401(k) plan on his behalf. The compensation received by Mr. Clark's son was commensurate in amount to the compensation received by our employees in comparable positions.

Predecessor Company Transactions

During the years ended December 31, 2002 and 2001, we entered into various transactions with parties that either were, or as a result of the transactions became, beneficial owners of 5% or more of our Old Common Stock. Following our reorganization, none of these parties owned more than 1% of our common stock. These transactions are described briefly below. Additional information regarding these transactions can be found in notes 9 and 11 to our consolidated financial statements.

On August 25, 2000, we entered into an agreement, which was subsequently amended, to acquire leasehold and sub-leasehold interests in approximately 3,900 wireless communications towers from affiliates of SBC Communications. See Management's Discussion and Analysis of Financial Condition and Results of Operations Tower Acquisitions and Dispositions, Note 11, Acquisition Activity 2002 Acquisitions SBC Transaction, to our audited consolidated financial statements and Note 5, Acquisition and Disposition Activities SBC Transaction, to our unaudited condensed consolidated financial statements.

Canadian Imperial Bank of Commerce and some of its affiliates (CIBC) have, together with other unrelated financial institutions, acted as agent and lender under Communications credit facility, for which CIBC received customary fees. In addition, prior to our reorganization, CIBC World Markets Corp. was an initial purchaser of our 12% Senior Discount Notes due 2008, our 11 1/4% Senior Discount Notes due 2009, our 10 3/4% Senior Notes due 2010 and our 12 7/8% Senior Discount Notes due 2012 and an underwriter of our February 2000 public offering of common stock. CIBC World Markets Corp. received customary fees for these investment banking activities.

On May 15, 2002, we entered into an agreement to issue up to \$350 million aggregate principal amount of secured convertible term notes to affiliates of Welsh, Carson, Anderson and Stowe (WCAS). Pursuant to the agreement, we paid WCAS a fee of approximately \$2.6 million, equal to 0.75% of the aggregate WCAS \$350 million commitment, and approximately \$2.6 million to reimburse WCAS for its expenses. In connection with our emergence from bankruptcy, we settled a claim made by WCAS relating to the agreement by distributing to them approximately 190,000 shares of common stock pursuant to our Plan of Reorganization and paying them approximately \$0.2 million in cash.

DESCRIPTION OF CAPITAL STOCK

The following is a summary of the material terms and provisions of our capital stock. SpectraSite's third amended and restated certificate of incorporation authorizes the issuance of 290,000,000 shares of capital stock, divided into 250,000,000 shares of common stock, \$0.01 par value per share, and 40,000,000 shares of preferred stock, \$0.01 par value per share. As of December 31, 2003, we had 47,750,453 shares of common stock outstanding. We have reserved an additional 135,866 shares of common stock for further distribution in connection with our emergence from bankruptcy. We have also reserved an additional 5,616,777 shares of common stock for issuance under our stock option plan and 2,496,854 shares of common stock for issuance upon the exercise of warrants. All of our outstanding shares of common stock, as well as the shares of common stock issuable in connection with our emergence from bankruptcy and upon exercise of outstanding stock options and warrants, are or will be freely tradable without restriction or further registration under the federal securities laws, except to the extent they are held by one of our affiliates, as that term is defined in Rule 144 under the Securities Act.

Common Stock

The common stock is entitled to one vote per share. The holders of common stock have no preemptive rights, cumulative rights, subscription, redemption, sinking fund or conversion rights and preferences. The holders of common stock will be entitled to receive such dividends as our Board of Directors may declare out of funds legally available for that purpose. Upon our liquidation or dissolution, the holders of common stock will be entitled to share ratably in our assets legally available for the distribution to stockholders after payment of liabilities and subject to the prior rights of any holders of preferred stock then outstanding. All outstanding shares of common stock are validly issued, fully paid and nonassessable.

Warrants

As of December 31, 2003, we had reserved 2,496,854 shares of common stock for issuance upon the exercise of warrants issued in connection with our plan of reorganization. Under the plan of reorganization, all of our common stock outstanding prior to the effective date of the reorganization was cancelled in exchange for the warrants. The warrants are exercisable at a per share exercise price of \$16.00, subject to anti-dilution adjustment in the event of certain distributions and other corporate events. The warrants expire on February 10, 2010.

Preferred Stock

We have 40,000,000 authorized, but unissued, shares of preferred stock, \$0.01 par value per share. Although the rights and designations of the preferred stock are currently undefined, our Board of Directors is authorized to establish the voting powers, if any, of the shares of such series, and the preferences and relative participating, optional and other special rights of each series of preferred stock, provided, however, the Board of Directors shall not have the authority to issue any series of preferred stock if the purpose of such issuance is to implement, or to facilitate the implementation of, a "poison pill" or other similar stockholder rights plan or other plan whose primary intent is to impede an acquisition of us or an acquisition of substantially all of our subsidiaries or assets, unless any such issuance is approved by the affirmative vote of the holders of at least a majority of the voting power of the shares of our then outstanding voting stock, voting together as a single class.

Delaware Anti-Takeover Law

Section 203 of the Delaware General Corporation Law prohibits us from engaging in a business combination with an interested stockholder. This restriction applies for three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A business combination includes (1) mergers, (2) asset sales and (3) other transactions resulting in a financial benefit to an interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of our voting stock. Section 203 could delay, defer or prevent a change in control. It might also reduce the price that investors might be willing to pay in the future for shares of common stock.

Limitation of Liability and Indemnification Matters

The third amended and restated certificate of incorporation provides that our directors will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

- (1) for any breach of the director's duty of loyalty to us or our stockholders;
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) under provision of Delaware law relating to unlawful payment of dividends or unlawful stock purchases or redemptions of stock; or
- (4) for any transaction from which the director derives an improper personal benefit.

As a result of this provision, we and our stockholders may be unable to obtain monetary damages from a director for breach of his or her duty of care.

The third amended and restated certificate of incorporation provides for the indemnification of our directors and officers and any person who is or was serving at our request as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise and any person who was or is serving at our request as a trustee or administrator under an employee benefit plan to the fullest extent authorized by, and subject to, the conditions set forth, in the Delaware General Corporation Law, against all expenses and liabilities. The indemnification provided under the third amended and restated certificate of incorporation includes the right to be paid by us, the expenses in advance of any proceeding for which indemnification may be had in advance of its final disposition.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is EquiServe Trust Company, N.A.

SHARES AVAILABLE FOR FUTURE SALE

As of December 31, 2003, we had 47,750,453 shares outstanding, all of which were issued pursuant to our plan of reorganization. An additional 135,866 shares will be distributed pursuant to our plan of reorganization. In addition, as of December 31, 2003, warrants to purchase 2,496,854 shares of common stock at an exercise price of \$16.00 per share were outstanding. As of December 31, 2003, we have 5,222,799 options outstanding and 393,978 shares available for future awards under our equity incentive plan. All of our outstanding shares of common stock, as well as the shares of common stock issuable in connection with our emergence from bankruptcy and upon exercise of outstanding stock options and warrants, are or will be freely tradable without restriction or further registration under the federal securities laws, except to the extent they are held by one of our affiliates, as that term is defined in Rule 144 under the Securities Act.

In general, under Rule 144 as currently in effect, sales by an affiliate of ours are limited within any three month period to a number of shares that does not exceed the greater of (i) 1% of the then outstanding shares of our common stock or (ii) the average weekly trading volume of our common stock during the four calendar weeks preceding the date on which a notice of sale is filed with the SEC. As currently defined in Rule 144, an affiliate of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer. Sales by affiliates under Rule 144 are also subject to certain other restrictions relating to manner of sale, notice and the availability of current public information about us.

We, the selling stockholders and our current directors and executive officers have agreed with the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except sales to us by the selling stockholders and sales pursuant to certain pre-arranged trading plans established by certain of our senior executive officers under Rule 10b5-1, promulgated by the SEC, in order to make periodic sales of common stock upon the exercise of stock options held by such officers or with the prior written consent of Goldman, Sachs & Co. These sales are expected to begin in February 2004. Assuming that sales are made at \$36.60, the closing price of our common stock on January 30, 2004, these officers will sell not more than 190,000 shares in the aggregate pursuant to such plans during the 90 day lock-up period.

Upon the completion of this offering the selling stockholders will hold approximately 30.2% of the outstanding shares of our common stock, or approximately 27.7% if the underwriters over-allotment option is exercised in full. After the expiration of the 90 day lock-up period included in the agreement pursuant to which all of the selling stockholders and our directors and executive officers are subject, these individuals and entities will be entitled to dispose of their remaining shares, although the shares of common stock held by our affiliates will continue to be subject to the volume and other restrictions of Rule 144 under the Securities Act. In addition, Goldman, Sachs & Co. may, in its sole discretion and at any time without notice, release all or a portion of the shares subject to the lock-up. The shares that are released from the lock-up will be freely tradable without restriction or further registration under the federal securities laws, except to the extent they are held by one of our affiliates.

Prior to the offering, there has been a limited public market for our common stock and no prediction can be made as to the effect, if any, that this offering will have on the market price of the common stock. Nevertheless, sales of significant amounts of such shares in the public market or the availability of large amounts of shares for sale could adversely affect the market price of our common stock and could impair our future ability to raise capital through an offering of our equity securities. See Risk Factors Sales of our common stock could adversely affect our stock price.

UNDERWRITING

We, the selling stockholders and the underwriters named below have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, the selling stockholders have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase the number of shares indicated in the following table. Goldman, Sachs & Co. is the representative of the underwriters.

Underwriters	Number of Shares
Goldman, Sachs & Co.	
Bear, Stearns & Co. Inc.	
Citigroup Global Markets Inc.	
Lehman Brothers Inc.	
Raymond James & Associates, Inc.	
Total	8,000,000

The underwriters are committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until this option is exercised.

If the underwriters sell more shares than the total number set forth in the table above, the underwriters have an option to buy up to an additional 1,200,000 shares from the selling stockholders to cover such sales. They may exercise that option for 30 days. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriters by the selling stockholders. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase 1,200,000 additional shares.

Paid by the Selling Stockholders		
	No Exercise	Full Exercise
Per Share	\$	\$
Total	\$	\$

Shares sold by the underwriters to the public will initially be offered at the public offering price set forth on the cover of this prospectus. Any shares sold by the underwriters to securities dealers may be sold at a discount of up to \$ per share from the public offering price. Any such securities dealers may resell any shares purchased from the underwriters to certain other brokers or dealers at a discount of up to \$ per share from the public offering price. If all the shares are not sold at the public offering price, the representative may change the offering price and the other selling terms.

We, the selling stockholders and our current directors and executive officers have agreed with the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date 90 days after the date of this prospectus, except with the prior written consent of the representative. This agreement does not apply to any existing employee benefit plans, sales to us by the selling stockholders or to sales of our common stock by certain of our executive officers under pre-arranged Rule 10b5-1 trading plans. See *Shares Available for Future Sale* for a discussion of certain transfer restrictions.

Our common stock is listed on the New York Stock Exchange under the symbol SSI.

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A prospectus in electronic format may be made available on the websites maintained by one or more of the representatives of the underwriters of this offering and may also be made

available on websites maintained by other underwriters. The underwriters may agree to allocate a number of shares to underwriters for sale to their online brokerage account holders. Internet distributions will be allocated by the lead managers to underwriters that may make Internet distributions on the same basis as other allocations.

In connection with the offering, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters' option to purchase additional shares from the selling stockholders in the offering. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase additional shares pursuant to the option granted to them. Naked short sales are any sales in excess of such option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of common stock made by the underwriters in the open market prior to the completion of the offering.

The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representative has repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Purchases to cover a short position and stabilizing transactions may have the effect of preventing or retarding a decline in the market price of our stock, and together with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of the common stock. As a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued at any time. These transactions may be effected on the New York Stock Exchange, in the over-the-counter market or otherwise.

Each underwriter has agreed that (i) it has not offered or sold, and prior to the six months after the date of the offering of the common stock will not offer or sell any securities to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995; (ii) it has complied, and will comply with, all applicable provisions of the Financial Services and Markets Act 2000 of Great Britain (FSMA) with respect to anything done by it in relation to the securities in, from or otherwise involving the United Kingdom, and (iii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any securities in circumstances in which section 21(1) of the FSMA does not apply to the issuer.

The common stock may not be offered, sold, transferred or delivered in or from The Netherlands, as part of their initial distribution or as part of any re-offering, and neither this prospectus nor any other document in respect of the offering may be distributed or circulated in The Netherlands, other than to individuals or legal entities which include, but are not limited to, banks, brokers, dealers, institutional investors and undertakings with a treasury department, who or which trade or invest in securities in the conduct of a business or profession.

The common stock has not been and will not be registered under the Securities and Exchange Law of Japan. Each underwriter has represented and agreed that it has not offered or sold, and it will not offer or sell, directly or indirectly, any common stock in Japan or to, or for the account or benefit of, any resident of Japan or to, or for the account or benefit, of any resident for reoffering or resale, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan except (i) pursuant to an exemption from the registration requirements of, or otherwise in compliance with, the Securities and Exchange Law of Japan and (ii) in compliance with the other relevant laws and regulations of Japan.

No offer to sell the common stock has been or will be made in the Hong Kong Special Administrative Region of the People's Republic of China (Hong Kong), by means of any document, other than to persons whose ordinary business is to buy or sell shares or debentures, whether as principal or agent, except in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, and unless permitted to do so under the securities laws of Hong Kong, no person has issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purpose of issue, any advertisement, document or invitation relating to the common stock in Hong Kong other than with respect to the common stock intended to be disposed of to persons outside Hong Kong or only to persons whose business involves the acquisition, disposal or holding of securities whether as principal or agent.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation or subscription or purchase, of the common stock may not be circulated or distributed, nor may the common stock be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than under circumstances in which such offer, sale or invitation does not constitute an offer or sale, or invitation for subscription or purchase, of the common stock to the public in Singapore.

This prospectus has not been, and will not be, lodged with the Australian Securities and Investments Commission (ASIC) as a disclosure document for the purpose of the Australian Corporations Act 2001 (Cwlth) (the Corporations Act). The common stock may not be offered for sale (or transferred, assigned or otherwise alienated) to investors in Australia for 12 months after their issue, except in circumstances where disclosure to investors is not required under Chapter 6D of the Corporations Act or unless a compliant disclosure document is prepared and lodged with ASIC.

The selling stockholders are responsible for underwriting discounts and commissions. We estimate that our share of the total expenses of the offering will be approximately \$875,000.

We and the selling stockholders have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act.

In the ordinary course of their respective businesses, the underwriters and certain of their respective affiliates have engaged, and may in the future engage, in commercial banking and/or investment banking transactions with us and our affiliates. They have received and will receive customary fees and commissions for these transactions. Goldman, Sachs & Co. was an underwriter in connection with the public offering of our common stock in October 2003.

LEGAL MATTERS

Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, New York, will pass on the validity of the common stock offered by this prospectus for us. Cahill Gordon & Reindel LLP will pass upon certain matters for the underwriters.

EXPERTS

The consolidated financial statements of SpectraSite, Inc. at December 31, 2002 and 2001, and for each of the three years in the period ended December 31, 2002, appearing in this prospectus and Registration Statement have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon appearing elsewhere herein and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and file reports, proxy statements and other information with the SEC. We have also filed with the SEC a registration statement on Form S-1 to register our common stock. This prospectus, which forms part of the registration statement, does not contain all of the information included in that registration statement. For further information about us and our common stock offered in this prospectus, you should refer to the registration statement and its exhibits. You may read and copy the registration statement and any other document we file with the SEC at the SEC's Public Reference Room, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. In addition, the SEC maintains a web site that contains registration statements, reports, proxy statements and other information regarding registrants, such as us, that file electronically with the SEC. The address of the web site is www.sec.gov.

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REPORT OF INDEPENDENT AUDITORS

Board of Directors

SpectraSite, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of SpectraSite, Inc. (formerly known as SpectraSite Holdings, Inc.) and subsidiaries as of December 31, 2001 and 2002 and the related consolidated statements of operations, convertible preferred stock and stockholders' equity (deficit) and cash flows for each of the three years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of SpectraSite, Inc. and subsidiaries at December 31, 2001 and 2002, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States.

As discussed in Note 2 to the consolidated financial statements, the Company emerged from Chapter 11 bankruptcy on February 10, 2003. Effective February 1, 2003, the Company will change its basis of financial statement presentation to reflect the adoption of fresh start accounting in accordance with the American Institute of Certified Public Accountants' Statement of Position 90-7, Financial Reporting for Entities in Reorganization Under the Bankruptcy Code.

As discussed in Note 3 to the consolidated financial statements, in 2002 the Company adopted Statement of Financial Accounting Standard No. 142, *Goodwill and Other Intangible Assets* and changed its method of accounting for goodwill.

/S/ ERNST & YOUNG LLP

Raleigh, North Carolina
February 11, 2003, except for Note 15,
as to which the date is December 16, 2003

SPECTRASITE, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2001	2002
	(dollars in thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 31,547	\$ 80,961
Accounts receivable, net of allowance of \$4,457 and \$11,088, respectively	16,618	10,929
Prepaid expenses and other	11,366	16,461
Assets held for sale	416,206	24,555
	<u>475,737</u>	<u>132,906</u>
Total current assets	475,737	132,906
Property and equipment, net	2,431,487	2,282,948
Goodwill, net	161,977	60,626
Other assets	134,224	101,976
	<u>3,203,425</u>	<u>2,578,456</u>
Total assets	\$ 3,203,425	\$ 2,578,456
LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	\$ 33,689	\$ 11,666
Accrued and other expenses	65,632	63,913
Current portion of credit facility		2,244
Liabilities held for sale	45,390	4,523
	<u>144,711</u>	<u>82,346</u>
Total current liabilities	144,711	82,346
Long-term portion of credit facility	695,000	780,711
Senior notes	400,000	
Senior convertible notes	200,000	
Senior discount notes	1,020,332	
Other long-term liabilities	24,037	27,240
	<u>2,339,369</u>	<u>807,951</u>
Total long-term liabilities	2,339,369	807,951
Liabilities subject to compromise (Note 2)		<u>1,763,286</u>
Liabilities subject to compromise (Note 2)		1,763,286
Commitments and Contingencies		
Stockholders' equity (deficit):		
Common stock, \$0.001 par value, 300,000,000 shares authorized, 153,424,509 and 154,013,917 issued and outstanding, respectively	153	154
Additional paid-in-capital	1,622,089	1,624,939
Accumulated other comprehensive income (loss)	21,984	(355)
Accumulated deficit	(924,881)	(1,699,865)
	<u>719,345</u>	<u>(75,127)</u>
Total stockholders' equity (deficit)	719,345	(75,127)
Total liabilities and stockholders' equity (deficit)	\$ 3,203,425	\$ 2,578,456



See accompanying notes.

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SPECTRASITE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2000	Year Ended December 31, 2001	Year Ended December 31, 2002
	(in thousands, except per share amounts)		
Revenues	\$ 117,970	\$ 221,735	\$ 282,525
Operating expenses:			