

Hearing Date:
March 24, 2005 at 10:30 a.m.
Objection Deadline:
March 21, 2005 at 4:00 p.m.
PORTLAND

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹)	Case No. 04-20878 (JBH)
)	
Debtors.)	(Jointly Administered)

**SECOND INTERIM FEE APPLICATION FOR THE PERIOD
FROM SEPTEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

Name of Applicant: Sidley Austin Brown & Wood LLP

Authorized to Provide Professional Services to: Debtors

Date of Retention: June 24, 2004, *nunc pro tunc* to June 2, 2004

Period for Which Compensation and Reimbursement is Sought: September 1, 2004 through November 30, 2004

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$2,056,638.00²

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$165,226.36³

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

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

² Applicant revises its request for compensation of services by \$2,628.50. Applicant's November monthly fees as shown on the invoices attached to the pleading properly totaled \$522,241.00; however, Applicant's fee statement listed the total as \$519,585.50.

³ Applicant revises its request for reimbursement of reasonable expenses incurred by \$2,381.96. Applicant's October monthly fee statement deducted \$4,461.05 for the period October 1, 2004 through October 31, 2004 per Applicant's agreement with the U.S. Trustee regarding certain Lexis, Westlaw and telephone charges; the proper deduction should have been \$2,259.09.

No time was expended in the preparation of this application during the periods covered by this Application. Allowance for time spent in preparation of this Application will be sought in a future fee application.

Prior Interim Applications

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
10/15/04	6/2/04-8/31/04	\$3,840,503.00	\$267,612.24	\$3,840,503.00	\$238,960.87

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SUMMARY OF TIME ON INTERIM FEE APPLICATION
SEPTEMBER 1, 2004 THROUGH NOVEMBER 30, 2004

Name of Professional/ Individual	Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Larry J. Nyhan	Partner/ Bankruptcy/ 24 years. Admitted 1980.	\$700.00	92.00	\$64,400.00
Guy S. Neal	Partner/ Bankruptcy/ 11 years. Admitted 1993.	\$500.00	252.90	\$121,175.00
Ellen R. Moring	Associate/ Bankruptcy/ 14 years. Admitted 1990.	\$425.00	481.00	\$204,425.00
Paul S. Caruso	Associate/ Bankruptcy/ 9 years. Admitted 1996.	\$390.00	663.10	\$253,149.00
Christopher F. van Elk	Associate/ Bankruptcy/ 4 years. Admitted 2002.	\$365.00	82.60	\$30,149.00
Jessica C. Knowles	Associate/ Bankruptcy/ 2 years. Admitted 2002.	\$290.00	125.90	\$36,511.00
Joel M. Randleman	Associate/ Bankruptcy/ 1 year. Admitted 2004.	\$280.00	68.00	\$19,040.00

Teresa H. Chan	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$280.00	5.40	\$1,512.00
Laura Baccash Franzon	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	202.50	\$50,050.00
Matthew E. McClintock	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	203.70	\$52,052.00
Hadley H. Van Vactor	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$250.00	52.80	\$13,200.00
David M. Dunn	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$235.00	5.80	\$1,363.00
Scott B. Kitei	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$170.00	10.90	\$1,853.00
Brian J. Lohan	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$170.00	3.50	\$595.00
Eileen McDonnell- O'Driscoll	Legal Assistant/ Bankruptcy/ 19 years.	\$170.00	41.90	\$7,123.00
Lauren A. Hoeflich	Legal Assistant/ Bankruptcy/ 2 years.	\$155.00	167.30	\$25,931.50
Nancy J. Lusk	Legal Assistant/ Bankruptcy/ 16 years.	\$155.00	31.80	\$4,929.00

Joseph H. Elsabee	Legal Assistant/ Bankruptcy/ < 1 year.	\$140.00	36.20	\$5,068.00
Jacob Margulies	Legal Assistant/ Bankruptcy/ < 1 year.	\$125.00	77.80	\$10,892.00
Susan L. Summerfield	Project Assistant/ Bankruptcy/ 14 years.	\$85.00	25.10	\$2,133.50
Paul V. Gerlach	Partner/ Litigation/ 17 years. Admitted 1982.	\$625.00	52.70	\$32,937.50
Barry W. Rashkover	Partner/ Litigation/ 17 years. Admitted 1987.	\$625.00	162.50	\$100,156.25
John H. Hutchinson	Partner/ Litigation/ 19 years. Admitted 1985.	\$625.00	30.40	\$19,000.00
Nicholas H. De Baun	Associate/ Litigation/ 10 years. Admitted 1995.	\$435.00	4.00	\$1,740.00
Jonathan J. Brennan	Associate/ Litigation/ 7 years. Admitted 1998.	\$425.00	128.90	\$53,868.75
Steven E. Klein	Associate/ Litigation/ 7 years. Admitted 1997.	\$425.00	14.10	\$5,142.50

Goerge B. Parizek	Associate/ Litigation/ 10 years. Admitted 1994.	\$395.00	31.90	\$12,600.50
Dana L. Post	Associate/ Litigation/ 5 years. Admitted 2000.	\$380.00	179.50	\$68,210.00
Amy P. Lally	Associate/ Litigation/ 6 years. Admitted 1998.	\$365.00	3.80	\$1,387.00
Martin B. Jackson	Associate/ Litigation/ 2 years. Admitted 2003.	\$310.00	26.00	\$7,393.50
Donald P. Renaldo II	Associate/ Litigation/ 1 year. Admitted 2004.	\$280.00	29.00	\$8,120.00
Faith E. Jenkins	Associate/ Litigation/ 1 year. Admitted 2004.	\$280.00	101.60	\$28,448.00
Marcus A. Cordova	Associate/ Litigation/ < 1 year. Admission pending.	\$250.00	132.20	\$33,050.00
Eric Gold	Associate/ Litigation/ < 1 year. Admission pending.	\$250.00	15.50	\$3,875.00
Eamon P. Joyce	Associate/ Litigation/ 2 years. Admitted 2003.	\$235.00	64.60	\$15,181.00

Margaret E. Whitney	Associate/ Litigation/ 2 years. Admitted 2002.	\$235.00	29.20	\$6,862.00
Gabriel S. Meyer	Associate/ Litigation/ 2 years. Admitted 2002.	\$235.00	231.90	\$54,496.50
Elizabeth S. Fishman	Associate/ Litigation/ 1 year. Admitted 2004.	\$215.00	34.40	\$7,396.00
Thomas A. Burns	Associate/ Litigation/ < 1 year. Not yet admitted.	\$170.00	29.30	\$4,981.00
Robert Lyons	Legal Assistant/ Litigation/ 4 years.	\$160.00	364.20	\$61,914.00
Seth Racine	Legal Assistant/ Litigation/ 1 year.	\$140.00	11.50	\$1,610.00
Michael Wozniak	Legal Assistant/ Litigation/ 7 years.	\$125.00	44.50	\$5,562.50
Scott Osborne	Legal Assistant/ Litigation/ 10 years.	\$120.00	3.00	\$360.00
Nicole E. Drewer	Legal Assistant/ Litigation/ 2 years.	\$120.00	7.30	\$876.00
Joseph C. Avellone	Legal Assistant/ Litigation/ 3 years.	\$120.00	5.50	\$660.00

Marvin M. Washington	Legal Assistant/ Litigation/ < 1 year.	\$120.00	44.90	\$5,388.00
Stephanie Sharp	Legal Assistant/ Litigation. < 1 year.	\$115.00	8.00	\$920.00
Thomas P. Van Wazer	Partner/ Communications/ 15 years. Admitted 1989.	\$450.00	84.30	\$37,935.00
Jennifer B. Tatel	Associate/ Communications/ 4 years. Admitted 2000.	\$295.00	27.50	\$8,112.50
Laurie McCarty	Communications Specialist/ 9 years.	\$195.00	5.40	\$1,053.00
Thaddeus S. Stringer	Legal Assistant/ Communications/ 2 years.	\$120.00	19.60	\$2,352.00
Harlan Cohen	Counsel/ Corporate/ 17 years. Admitted 1988.	\$525.00	21.00	\$11,025.00
John R. Box	Partner/ Corporate/ 23 years. Admitted 1981.	\$500.00	13.80	\$6,900.00
Jeffrey S. Rothstein	Partner/ Corporate/ 22 years. Admitted 1982.	\$500.00	24.10	\$12,050.00

Jonathan M.A. Melmed	Associate/ Corporate/ 6 years. Admitted 1999.	\$400.00	34.70	\$13,880.00
Richard H. Sinkfield III	Associate/ Corporate/ 10 years. Admitted 1994.	\$395.00	292.70	\$115,616.50
Aaron A. Ghais	Associate/ Corporate/ 8 years. Admitted 1996.	\$395.00	140.20	\$55,379.00
Jonathan J. Naimark	Associate/ Corporate/ 4 years. Admitted 2001.	\$365.00	7.40	\$2,701.00
Timothy A. Dadson	Associate/ Corporate/ 5 years. Admitted 2000.	\$325.00	36.40	\$11,830.00
Chad A. Stewart	Associate/ Corporate/ 2 years. Admitted 2001.	\$260.00	37.50	\$9,750.00
Thomas H. Yancey	Partner/ Taxation/ 24 years. Admitted 1980.	\$525.00	291.50	\$151,357.50
Angelo Ciavarella	Counsel/ Taxation/ 10 years. Admitted 1994.	\$510.00	14.40	\$7,344.00
Louis Gibber	Associate/ Taxation/ 2 years. Admitted 2002.	\$335.00	3.50	\$1,172.50

Todd W. Genger	Associate/ Regulatory/ 3 years. Admitted 2002.	\$270.00	265.20	\$71,604.00
Erroll G. A. Butts	Litigation Support/ 5 years.	\$175.00	3.50	\$612.50
Tim Fehilly	Litigation Support Specialist/ 5 years.	\$160.00	99.10	\$15,856.00
Ralph A. Rogers	Litigation Support Specialist/ 6 years.	\$120.00	5.80	\$696.00
Michael B. Segall	Associate/ Employment & Labor/ 3 years. Admitted 2001.	\$260.00	126.50	\$32,890.00
Chris Boran	Associate/ Employment & Labor/ < 1 year. Admission pending.	\$170.00	82.40	\$14,008.00
Sharon H. Yuan	Associate/ International Trade/ 1 year. Admitted 2003.	\$215.00	96.30	\$20,704.50
Daniel J. Nepl	Counsel/ Insurance/ 10 years. Admitted 1993.	\$385.00	6.50	\$2,502.50

Jeffrey A. Mitchell	Associate/ Real Estate/ 8 years. Admitted 1996.	\$395.00	4.10	\$1,619.50
Grand Total			6,164.00	\$2,056,638.00
Blended Rate		\$333.65		

EXPENSE SUMMARY
SEPTEMBER 1, 2004 THROUGH NOVEMBER 30, 2004

Expense Category ⁴	Service Provider (if applicable)	Total Expenses
Air Transportation	Various	\$21,750.27
Document Delivery Services	Federal Express/DHL	\$817.23
Duplicating Charges (10¢/page)		\$48,631.69
Document Services		\$24,758.21
Facsimile Charges (\$.50/page, outgoing only)		\$90.50
Ground Transportation		\$9,816.15
CALR – Lexis Research Service	Lexis	\$7,216.70
CALR – Westlaw Research Service	Westlaw	\$6,233.35
Meals – Out of Town		\$3,409.87
Meals – Other		\$1,866.86
Messenger Services	Cannonball	\$683.69
Professional Services		\$14,586.23
Other		\$1,895.86
Overtime Services		\$4,041.25
Document Production		\$1,302.50
Search Services		\$1,491.07
Telephone Tolls		\$924.18
AT&T Conference Calls		\$623.22
Travel/Lodging		\$11,224.78
Temporary Services		\$504.00
Filing Fees		\$3,358.75
Total		\$165,226.36

⁴ Pursuant to Applicant's agreement with the United States Trustee, Applicant has reduced its Lexis electronic research charges by 34%, its Westlaw electronic research charges by 10%, and its telephone toll charges by 66%.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)	
)	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., et al.,)	Case No. 04-20878 (JBH)
Debtors.)	(Jointly Administered)
)	

**SECOND INTERIM APPLICATION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF SIDLEY AUSTIN BROWN & WOOD LLP
FOR SERVICES RENDERED AND EXPENSES INCURRED
AS COUNSEL TO THE DEBTORS FOR THE INTERIM PERIOD
FROM SEPTEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

Sidley Austin Brown & Wood LLP ("Applicant"), attorneys for Pegasus Satellite Television, Inc., and certain of its subsidiaries and affiliates, each of which is a debtor and debtor-in-possession herein (collectively, the "Debtors"),⁵ respectfully submit this interim fee application (the "Fee Application") to this Court, pursuant to 11 U.S.C. §§ 327, 331 and 503, Fed. R. Bankr. R. 2016, and D. Me. LBR 2016-1, for approval of interim compensation and reimbursement of expenses.

⁵ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

In support of the Fee Application, the Applicant states as follows:

1. On June 2, 2004 (the "Petition Date"), the Debtors commenced these chapter 11 cases by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On the Petition Date, the Debtors also jointly filed motions or applications seeking certain typical "first day" orders, including an order to have these cases jointly administered.

2. The Debtors are continuing in possession of their properties and are operating and maintaining their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases. On June 10, 2004, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors in these cases pursuant to section 1102 of the Bankruptcy Code (the "Committee").

BASIS FOR THE APPLICATION

3. The Debtors sought approval of this Court to retain Applicant as general reorganization and bankruptcy counsel, pursuant to 11 U.S.C. § 327(a), by motion filed June 3, 2004 (the "Motion"). As set forth in the Motion seeking such approval, Applicant's services to the Debtors would encompass a wide range of legal services, focused upon restructuring and insolvency issues but also encompassing certain corporate, intellectual property, real estate, tax, and litigation matters. In particular, and as more fully set forth in the Motion, Applicant received approval to advise the Debtors with respect to the following matters:

- A. providing legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their businesses;

- B. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on behalf of the Debtors, negotiating any and all litigation in which the Debtors are involved, and objecting to claims filed against the Debtors' estates;
- C. preparing on behalf of the Debtors all necessary motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' estates;
- D. attending meetings and negotiating with representatives of creditors and other parties in interest, attending court hearings and advising the Debtors on the conduct of the cases;
- E. performing any and all other legal services for the Debtors in connection with these chapter 11 cases and with the formulation and implementation of the Debtors' plan;
- F. advising and assisting the Debtors regarding all aspects of the plan confirmation process, including, but not limited to, securing the approval of a disclosure statement by the Bankruptcy Court and the confirmation of a plan at the earliest possible date;
- G. providing legal advice and performing legal services with respect to general corporate matters, and advice and representation with respect to obligations of the Debtors and their Boards of Directors and officers;
- H. providing legal advice and performing legal services with respect to matters involving the negotiation of the terms and the issuance of corporate securities, matters relating to corporate governance and the interpretation, application or amendment of the Debtors' corporate documents, including their Certificates or Articles of Incorporation, by-laws, material contracts, and matters involving stockholders and the Debtors' legal duties toward them;
- I. providing legal advice and legal services with respect to litigation, tax and other general non-bankruptcy legal issues for the Debtors to the extent requested by the Debtors; and
- J. rendering such other services as may be in the best interests of the Debtors in connection with any of the foregoing and all other necessary or appropriate legal services in connection with these chapter 11 cases, as agreed upon by Sidley and the Debtors.

Applicant's retention was approved by this Court by order dated June 24, 2004.

4. On June 24, 2004, this Court entered that certain Order Under §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of

Professionals (the "Interim Compensation Order"). Pursuant to the procedures set forth in the Interim Compensation Order, professionals may apply for monthly compensation and reimbursement (each such statement, a "Monthly Fee Statement"), and the notice parties listed in the Interim Compensation Order may object to such request. If no notice party objects to a professional's Monthly Fee Statement within twenty (20) days after the date of service of the Monthly Fee Statement, the applicable professional may submit to the Court a certificate of no objection, whereupon the Debtors are authorized to pay interim compensation and reimbursement of 90% of the fees and 100% of the expenses requested.

5. The Interim Compensation Order also provides that professionals are to file and serve upon the notice parties an interim request (an "Interim Fee Application") for interim Court approval and allowance of the Monthly Fee Statements filed during the quarter covered by that Interim Fee Application. If the Court grants the relief requested by the Interim Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Statements covered by that Interim Fee Application, less any amounts previously paid in connection with the Monthly Fee Statements. Any payment made pursuant to the Monthly Fee Statements or an Interim Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

6. During the period for which Applicant requests compensation, Applicant has filed the following Monthly Fee Statements for interim compensation and reimbursement of expenses:

- a. Fourth Monthly Fee Statement by Sidley Austin Brown & Wood, for the period from September 1, 2004 through September 30, 2004, filed November 8, 2004 (the "September Fee Statement"), attached hereto as Exhibit A.

- b. Fifth Monthly Statement Of Fees For Services Rendered And Expenses Incurred By Sidley Austin Brown And Wood LLP, Counsel To The Debtors, For The Period October 1, 2004 Through October 31, 2004, filed December 20, 2004 (the "October Fee Statement"), attached hereto as Exhibit B.
- c. Sixth Monthly Statement Of Fees For Services Rendered And Expenses Incurred By Sidley Austin Brown And Wood LLP, Counsel To The Debtors, For The Period November 1, 2004 Through November 30, 2004, filed January 21, 2005 (the "November Fee Statement"), attached hereto as Exhibit C.

Applicant has not filed any other Monthly or Interim Fee Applications.

7. The period for objecting to the fees and expense reimbursement requested in the September, October, and November Fee Statements passed without any objections being filed, whereupon the Applicant filed a certificate of no objection with the Court and Debtors paid interim compensation and reimbursement of 90% of the fees and 100% of the expenses Applicant had requested.

8. Applicant has received no payment and no promises for payment from any other source for services rendered in these chapter 11 cases. There is no agreement between Applicant and any other party for the sharing of compensation to be received for the services rendered by Applicant in these chapter 11 cases. All professional and paraprofessional services for which compensation is sought herein were rendered solely on behalf of the Debtors in these cases.

9. This is the second Interim Fee Application for compensation for services rendered and expenses incurred that the Applicant has filed with the Court in connection with these chapter 11 cases, which covers the period from September 1, 2004 through November 30, 2004, inclusive.

RELIEF REQUESTED

10. By this Interim Fee Application, Applicant respectfully requests that the Court approve the interim allowance and award of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Applicant as general bankruptcy counsel to the Debtors between September 1, 2004 and November 30, 2004, both dates inclusive. The amount of fees sought for services rendered during this period is \$2,056,638.00 representing 6,164.00 hours in professional and paraprofessional time for such services, and reimbursement of actual necessary expenses incurred by Applicant during the above-referenced period in connection with these services is requested in the amount of \$165,226.36, less any amounts previously paid to the Applicant pursuant to the Monthly Fee Statements and the procedures set forth in the Interim Compensation Order.⁶ The professional services provided and the actual and necessary expenses incurred are fully described in the Monthly Fee Statements, which are attached hereto as Exhibits A through C and fully incorporated herein by reference.⁷

11. Applicant submits that the services performed by its professionals and paraprofessionals, specified in detail on Exhibits A through C, were necessary and have directly contributed to the effective administration of these chapter 11 cases.

12. Applicant further submits that the hourly rates charged by its professionals and paraprofessionals during the period covered by this Application are no greater than the

⁶ Applicant reserves the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the September 1, 2004 through November 30, 2004 period that are not otherwise included in the relevant Monthly Fee Statements.

⁷ Applicant has not attached to this Fee Application the Monthly Fee Statement exhibits, which detail the hours expended on the individual matters by each of Applicant's professionals and paraprofessionals, due to the size of the exhibits. The exhibits are available from Applicant upon request or may be obtained from the Court's docket. See

customary hourly rates for such individuals both inside and outside of bankruptcy cases.

Applicant believes these rates are comparable to or less than those charged by the bankruptcy and other professionals of other firms of comparable size, stature, and experience.

13. A breakdown of the hours expended by each of Applicant's professionals and paraprofessionals on the individual matters in these cases is contained on Exhibits A through C to this Application. A breakdown of the total hours expended by each professional on all matters covered herein is included on pages 3 – 11, as required by D. Me. LBR 2016-1.

NOTICE

14. Notice of this Fee Application has been served upon (i) the United States Trustee for the District of Maine, and (ii) counsel for the Committee. Such notice is in accordance with the procedures set forth in the Interim Compensation Order.

NO PRIOR REQUEST

15. No previous motion for the relief requested herein has been made to this or any other Court.

REVIEW OF APPLICABLE LOCAL RULE

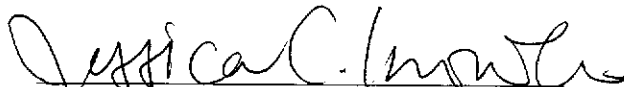
16. The undersigned has reviewed the requirements of D. Me. LBR 2016-1 and certifies to the best of his or her information, knowledge and belief that this Fee Application complies with D. Me. LBR 2016-1.

September Fee Statement, Docket No. 710, October Fee Statement, Docket No. 848, and November Fee Statement, Docket No. 909.

WHEREFORE, after appropriate notice and hearing, Sidley Austin Brown & Wood LLP respectfully requests the Court to approve, pursuant to 11 U.S.C. §§ 327, 331 and 503, interim compensation in the amount of \$2,056,638.00 and reimbursement of expenses in the amount of \$165,226.36, less any amounts previously paid to the Applicant pursuant to the Monthly Fee Statements and the procedure set forth in the Interim Compensation Order, to authorize the Debtors to remit to Applicant any amounts due and owing in accordance with the Interim Compensation Order, and to grant such further relief as is just and proper.

Dated: February 25, 2005

Respectfully submitted,



Larry J. Nyhan
James F. Conlan
Paul S. Caruso
Jessica C. Knowles
SIDLEY AUSTIN BROWN & WOOD LLP
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
(312) 853-7000

Exhibit A
September Fee Statement

Exhibit B
October Fee Statement

Exhibit C
November Fee Statement

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
)	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., et al.,)	Case No. 04-20878 (Lead Case)
Debtors.)	Jointly Administered

CERTIFICATE OF SERVICE

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on the date set forth I caused the pleading listed below to be served on the parties listed by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk’s office and therefore will be served as part of the Electronic Case Filing (“ECF”) system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

Dated: February 25, 2005

/s/ Sheila R. Dilios
SHEILA R. DILIOS

	Pleading	Date Served
1.	Second Interim Application for Allowance of Compensation and Reimbursement of Expenses of Sidley Austin Brown & Wood LLP for Services Rendered and Expenses Incurred as Counsel to the Debtors for the Interim Period From September 1, 2004 Through November 30, 2004 – Fees Requested – \$2,056,638.00 – Expenses Incurred - \$165,226.36 – TOTAL - \$2,221,864.36	02/25/05

SERVICE VIA “ECF FILING”

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