

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES INCURRED BY
PIERCE ATWOOD AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD BEGINNING
JANUARY 1, 2005 AND ENDING JANUARY 31, 2005**

Pierce Atwood, co-counsel to the Official Committee of Unsecured Creditors submits for review its monthly statement (the "Monthly Statement") of fees and expenses incurred for the period beginning January 1, 2004 and ending January 31, 2005 (the "Compensation Period"). In support of the Monthly Statement, Pierce Atwood states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the "Debtors")¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the Bankruptcy Court for the District of Maine (the "Bankruptcy Court").
2. On July 13, 2004, the Bankruptcy Court signed an order (the "Retention Order") authorizing the retention of Pierce Atwood as co-counsel to the Official Committee of Unsecured Creditors on the terms and conditions provided in the Retention Order.
3. On June 24, 2004, the Bankruptcy Court signed an Order under 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "Interim Compensation Order"). Pursuant to the Interim Compensation Order, the

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. WTLH License Corp.

Bankruptcy Court authorized payment of 90% of the fees and 100% of the expenses requested in the Monthly Fee Statement.

4. For the Compensation Period beginning January 1, 2005 and ending January 31, 2005, Pierce Atwood's fees for professional services to the Debtors totaled \$1,253.00. In connection with services rendered, Piece Atwood has actual and necessary expenses in the amount of \$0.00. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded during the Compensation Period.

5. A summary of all fees and expenses applied for in this Monthly Statement is outlined below:

Interim Period	Total Fees	90% of Total Fees	Fees Due	Total Expenses	Amounts Due
1/1/05-1/31/05	1,253.00	1,127.70	1,127.70	0.00	1,127.70

6. Attached hereto as Exhibit B is a schedule of the hours billed by each professional at Pierce Atwood, and their respective hourly rates, during the First Compensation Period.

7. Attached hereto as Exhibit C is a copy of the monthly invoice for the compensation period, detailing the activity undertaken by that professional and the supporting time records for each activity.

Dated: Portland, Maine
February 28, 2005

/s/ Jacob A. Manheimer
Jacob A. Manheimer
Co-Counsel for the Official Committee of
Unsecured Creditors
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EXHIBIT A
EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
None		

EXHIBIT B

Name of Professional	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including charges)	Total Hours Billed	Total Compensation
Jacob A. Manheimer	Partner since 1991. Joined firm as an Associate in 1986. Admitted to Bar in 1983.	\$290	4.60	1,037.00
Michelle S. Pottle	Paralegal Joined the firm in 1998	\$90	2.4	216.00



ALL INVOICES ARE DUE WITHIN 30 DAYS

EXHIBIT C

February 28, 2005

Pierce Atwood
Jacob A. Manheimer, Esq.
One Monument Square
Portland, ME 04101

For Legal Services Rendered in Connection With
Pegasus Satellite Television-Chapter 11

Account No. 17148/02922 JAM
Invoice No. 471015

Administration

1/18/05 JAM .20 Exchange e-mails with N. Hazan re motion to abandon property
and hearing re same
1/24/05 JAM .30 Review Akin memorandum with recommendation concerning
proposed tax settlement
1/26/05 JAM .40 Attend hearing on objections to claims
Subtotal .90 274.50

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

Table with columns: HOURS, RATE, AMOUNT. Rows: J. Manheimer (.90, 305.00, 274.50), Attorney/Paralegal Summary Total (.90, 274.50)

Meetings of and Communications/Creditors

1/04/05 JAM .70 Participate in telephonic committee meeting
1/14/05 JAM .50 Participate in telephonic committee meeting
Subtotal 1.20 366.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	1.20	305.00	366.00
Attorney/Paralegal Summary Total	1.20		366.00

Fee/Employment Applications

1/04/05 MW	.60	File Statement of Fees for Akin Gump for November 2004; file Certificate of No Objection for Greenhill & Co.; prepare Certificates of Service re same	
1/07/05 MW	.30	Prepare Statement of Fees for Greenhill & Co. for filing; file same; prepare Certificate of Service re same	
1/19/05 MW	.30	File Certificate of No Objection for Capital & Technology; prepare Certificate of Service re same	
1/24/05 MW	.30	File Certificate of No Objection for Akin Gump; prepare Certificate of Service re Same	
1/27/05 MW	.30	File Statement of Fees for Akin Gump for December 2004; prepare and file Certificate of Service re same	
1/28/05 MW	.60	File Second Application for Compensation for Akin Gump; obtain hearing date; prepare and file Notice of Hearing and Certificate of Service re same	
Subtotal	2.40		81.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
M. Pottle	2.40	90.00	216.00
Attorney/Paralegal Summary Total	2.40		216.00

Plan and Disclosure Statement

1/07/05 JAM	1.30	Read plan and disclosure statement	
Subtotal	1.30		396.50

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	1.30	305.00	396.50
Attorney/Paralegal Summary Total	1.30		396.50

5.80 TOTAL HOURS

Total for Services 1,253.00

Total this Invoice 1,253.00

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)	
Debtors.)	(Jointly Administered)
)	

CERTIFICATE OF SERVICE

I, Michelle S. Pottle, being over the age of 18 and an employee of Pierce Atwood, hereby certify that on February 28, 2005 I caused the Statement of Fees for Services Rendered and Expenses Incurred by Pierce Atwood as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning January 1, 2005 and Ending January 31, 2005 to be served on the parties listed by verifying that such person(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, 2003, and entered in the U.S. Bankruptcy Court for the District of Maine. Persons who will be served as part of the ECF System are designated in the "ECF Filing" section of the service list. I did not cause service to be made on the persons shown in the "ECF Filing" section.

Dated: Portland, Maine
February 28, 2005

/s/ Michelle S. Pottle
Michelle S. Pottle
Legal Assistant
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Electronic Notification by the ECF System:

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