

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

PEGASUS SATELLITE TELEVISION, INC., et al.¹,

Debtors.

)
) Chapter 11
)

) Case No. 04-20878 (JBH)
)

) (Jointly Administered)
)

SEVENTH MONTHLY FEE STATEMENT

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:

December 1, 2004 through December 31, 2004

Amount of Compensation Sought
as Actual, Reasonable and Necessary:

\$526,728.00

Amount of Expense Reimbursement
Sought as Actual, Reasonable and Necessary:

\$57,274.59

This is a(n): X interim final Monthly Fee Statement.

The time expended in preparation of this Monthly Fee Statement is not reflected in this Monthly Fee Statement. Allowance for time spent in preparation of this Monthly Fee Statement will be sought in a future Monthly Fee Statement.

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.

Prior Fee Statements:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Amount</u>	<u>Status</u>
8/5/04	6/2/04-6/30/04	\$1,434,570.00 - Fees \$111,166.46 – Expenses	Certificate of No Objection Filed 8/26/04
9/13/04	7/1/04-7/31/04	\$1,230,923.00 – Fees \$69,133.40 – Expenses	Certificate of No Objection Filed 10/4/04
10/8/04	08/1/04-08/31/04	\$1,175,010.00- Fees \$87,312.38 – Expenses	Certificate of No Objection Filed 10/29/04
11/8/04	09/1/04-09/30/04	\$809,961.00 – Fees \$83,371.97 – Expenses	Certificate of No Objection Filed 11/30/04
12/20/04	10/1/04-10/31/04	\$724,463.00 – Fees \$40,182.16 – Expenses	Certificate of No Objection Filed 1/10/05
1/21/05	11/1/04-11/30/04	\$519,585.50 – Fees \$39,290.27 – Expenses	Certificate of No Objection Filed 2/11/05

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SUMMARY OF TIME ON MONTHLY FEE STATEMENT
DECEMBER 1, 2004 THROUGH DECEMBER 31, 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	14.10	\$9,870.00
Guy S. Neal	Partner/ Bankruptcy/ 11 years. Admitted 1993.	\$500.00	114.70	\$56,350.00
Ellen R. Moring	Associate/ Bankruptcy/ 14 years. Admitted 1990.	\$425.00	145.40	\$61,795.00
Paul S. Caruso	Associate/ Bankruptcy/ 9 years. Admitted 1996.	\$390.00	162.50	\$61,815.00
Christopher F. van Elk	Associate/ Bankruptcy/ 4 years. Admitted 2002.	\$365.00	31.60	\$11,534.00
Jessica C. Knowles	Associate/ Bankruptcy/ 2 years. Admitted 2002.	\$290.00	7.00	\$2,030.00
Teresa H. Chan	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$280.00	53.70	\$15,036.00

Laura Baccash Franzon	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	60.20	\$13,052.00
Matthew E. McClintock	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	88.60	\$21,736.00
Hadley H. Van Vactor	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$250.00	18.90	\$4,819.50
Scott B. Kitei	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$175.00	12.00	\$2,100.00
Eileen McDonnell- O'Driscoll	Legal Assistant/ Bankruptcy/ 19 years.	\$170.00	3.10	\$527.00
Lauren A. Hoeflich	Legal Assistant/ Bankruptcy/ 3 years.	\$155.00	40.40	\$6,262.00
Jacob Margulies	Legal Assistant/ Bankruptcy/ 1 year.	\$140.00	7.40	\$1,036.00
Joseph H. Elsabee	Legal Assistant/ Bankruptcy/ 1 year.	\$140.00	14.40	\$2,016.00
Paul V. Gerlach	Partner/ Litigation/ 17 years. Admitted 1982.	\$625.00	10.40	\$6,500.00

Barry W. Rashkover	Partner/ Litigation/ 17 years. Admitted 1987.	\$625.00	12.20	\$7,625.00
Dana L. Post	Associate/ Litigation/ 5 years. Admitted 2000.	\$380.00	100.50	\$38,190.00
Faith E. Jenkins	Associate/ Litigation/ 1 year. Admitted 2004.	\$280.00	41.20	\$11,536.00
Marcus A. Cordova	Associate/ Litigation/ < 1 year. Admission pending.	\$250.00	31.10	\$7,930.50
Gabriel S. Meyer	Associate/ Litigation/ 2 years. Admitted 2002.	\$235.00	67.50	\$15,862.50
Eric Gold	Associate/ Litigation/ < 1 year. Admission pending.	\$250.00	17.20	\$4,386.00
Elizabeth S. Fishman	Associate/ Litigation/ 1 year. Admitted 2004.	\$215.00	9.70	\$2,085.50
Angela M. Xenakis	Associate/ Litigation/ 1 year. Admitted 2003.	\$215.00	50.50	\$10,857.50
Thomas A. Burns	Associate/ Litigation/ < 1 year. Not yet admitted.	\$170.00	24.40	\$4,148.00

Robert Lyons	Legal Assistant/ Litigation/ 4 years.	\$160.00	166.00	\$28,220.00
Michael Wozniak	Legal Assistant/ Litigation/ 7 years.	\$125.00	8.50	\$1,062.50
Joseph C. Avellone	Legal Assistant/ Litigation/ 3 years.	\$120.00	3.30	\$396.00
Marvin M. Washington	Legal Assistant/ Litigation/ < 1 year.	\$120.00	7.30	\$876.00
Thomas P. Van Wazer	Partner/ Communications/ 15 years. Admitted 1989.	\$450.00	25.50	\$11,475.00
Jennifer B. Tatel	Associate/ Communications/ 4 years. Admitted 2000.	\$295.00	23.30	\$6,873.50
Laurie McCarty	Communications Specialist/ 9 years.	\$195.00	5.90	\$1,150.50
Thaddeus S. Stringer	Legal Assistant/ Communications/ 2 years.	\$120.00	13.30	\$1,596.00
Alex Nagy	Legal Assistant/ Communications/ < 1 year.	\$120.00	11.80	\$1,416.00
Thomas H. Yancey	Partner/ Taxation/ 24 years. Admitted 1980.	\$525.00	100.80	\$52,920.00

Angelo Ciavarella	Counsel/ Taxation/ 10 years. Admitted 1994.	\$510.00	15.60	\$7,956.00
Louis Gibber	Associate/ Taxation/ 2 years. Admitted 2002.	\$335.00	29.50	\$9,882.50
Todd W. Genger	Associate/ Regulatory/ 3 years. Admitted 2002.	\$270.00	84.90	\$22,923.00
Sharon H. Yuan	Associate/ International Trade/ 1 year. Admitted 2003.	\$215.00	4.10	\$881.50
Grand Total			1,638.50	\$526,728.00
Blended Rate		\$321.47		

EXPENSE SUMMARY
DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004

Expense Category²	Service Provider (if applicable)	Total Expenses
Air Transportation	Various	\$4,686.69
Duplicating Charges (10¢/page)		\$726.68
Document Delivery Services	Federal Express/DHL	\$482.43
Document Services		\$15,413.10
Facsimile Charges (\$.50/page, outgoing only)		\$6.50
Ground Transportation		\$1,616.64
CALR – Lexis Research Service	Lexis	\$1,974.82
Meals – Out of Town		\$403.28
Messenger Services	Cannonball	\$44.41
Overtime Services		\$1,081.09
Document Production		\$392.50
Professional Services/Specialists		\$20,455.63
Search Services		\$45.01
Telephone Tolls		\$269.98
AT&T Conference Calls		\$1,462.81
Telephone Tolls (cellular)		\$10.15
Travel/Lodging		\$1,921.22
CALR – Westlaw Research Service	Westlaw	\$5,426.65
Total		\$57,274.59

² 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%.

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 FEE STATEMENT

3. By this Fee Statement, Applicant seeks an allowance and award of compensation for the services rendered and reimbursement of expenses incurred by Applicant as general bankruptcy counsel to the Debtors between December 1, 2004 and December 31, 2004, both dates inclusive. The amount of fees sought for services rendered during this period is \$526,728.00 representing 1,638.50 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 \$57,274.59.

4. 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. 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, Applicant anticipate advising 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.

5. 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.

SERVICES RENDERED

6. As set forth on Exhibits A through M attached hereto, Applicant has rendered substantial services to the Debtors in connection with these chapter 11 cases during the period covered by this Fee Statement. These services may be summarized generally as follows:

a. DIP Financing/Cash Collateral: Applicant's services in this category during the period covered by this Fee Statement primarily consisted of addressing issues relating to the payment of a prepayment premium and accrued default interest to the secured lenders and participating in the December 16, 2004 hearing on same. Applicant seeks \$3,437.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit A attached hereto and incorporated herein by reference.

b. Regulatory: Applicant's services in this category during the period covered by this Fee Statement included: (i) addressing issues pertaining to potential station acquisitions and implications of the Federal Communications Commission ("FCC") rules on

same, (ii) preparing certain filings with the FCC regarding certain of the Debtors' stations, (ii) addressing issues relating to the digital conversion for certain of the Debtors' stations, (iv) responding to a subpoena from the Securities and Exchange Commission ("SEC"), including preparing a document production regarding same, and (v) communicating with Debtors' personnel, FCC personnel, SEC personnel, and other parties-in-interest regarding all of the above. Applicant seeks \$196,757.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit B attached hereto and incorporated herein by reference.

c. Tax Issues: Applicant's tax services to the Debtors performed during the period covered by this Fee Statement primarily consisted of (i) addressing tax issues under a potential plan of reorganization, (ii) addressing tax issues arising from proposed sales of assets, and (iii) communicating with Debtors' personnel, counsel to the Committee, and other parties-in-interest regarding same. Applicant seeks \$41,798.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit C attached hereto and incorporated herein by reference.

d. Plan and Disclosure Statement: Applicant's professionals during the period covered by this Fee Statement performed services regarding the potential structure of a plan of reorganization including: (i) drafting portions of a proposed chapter 11 plan and the corresponding disclosure statement, (ii) addressing certain claims and tax issues arising under the proposed plan of reorganization, (iii) researching and preparing memoranda and analyses on certain plan-related issues, (iv) addressing issues relating to Debtors' exclusive periods in which to file a chapter 11 plan, (v) addressing issues regarding the harmonization of the proposed asset sale structure and the proposed plan structure, and (vi) communicating and meeting with the

Debtors' personnel, the Committee, and counsel to parties-in-interest regarding the proposed plan and disclosure statement and issues arising from same. Applicant seeks \$141,485.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit D attached hereto and incorporated herein by reference.

e. Travel Time: Applicant's professionals were required to travel on numerous occasions during the period covered by this Fee Statement. During the Compensation Period, non-working travel time was billed at 50% of regular hourly rates. Applicant seeks \$6,460.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit E attached hereto and incorporated herein by reference.

f. Case Administration: A large portion of the services performed by Applicant's professionals during the period covered by this Fee Statement consisted of services related to the day-to-day administration of these chapter 11 cases and most of the time billed to this category relates to general and administrative matters. Time billed in this category also includes time spent on services that either (i) does not readily fit into one of the other categories specified in this Fee Statement, or (ii) may fit into more than one of such categories. As a result, the services performed by Applicant's professionals that fall within this category are numerous and varied, but include, as a representative sample: (i) monitoring the docket in these cases concerning the filing of new pleadings, (ii) developing general strategy to govern the future of these chapter 11 cases in conjunction with the Debtors' personnel and other professionals, (iii) preparing agenda for the hearing on December 16, 2004, and (iv) participating in conference calls and meetings concerning the progress of these chapter 11 cases. Applicant seeks \$6,786.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit F attached hereto and incorporated herein by reference.

g. Bankruptcy Schedules: Applicant's services in this category related primarily to the review and preparation for filing of the Debtors' monthly operating report for the month of November 2004. Applicant seeks \$2,067.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit G attached hereto and incorporated herein by reference.

h. Fee Applications: This category includes Applicant's activities in connection with the preparation of its monthly Fee Statements. During the period covered by this Fee Statement, Applicant's professionals and paraprofessionals performed services in connection with (i) the preparation and filing of Applicant's fifth monthly Fee Statement, and (ii) the review of information for Applicant's sixth monthly Fee Statement. Because many of Applicant's professionals and paraprofessionals provide services in these chapter 11 cases, reviewing Applicant's billing statements and preparing the fee statements and applications is a time consuming process. At this time, Applicant seeks \$8,073.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit H attached hereto and incorporated herein by reference.

i. Executory Contracts and Leases: Applicant's professionals during the period covered by this Fee Statement (i) prepared a settlement agreement relating to a certain contract, (ii) researched and prepared a memorandum regarding issues relating to certain leases, (iii) participated in meetings and multiple conference calls with the Debtors regarding certain executory contract issues, and (iv) addressed issues regarding a proposal relating to certain leases. Applicant seeks \$30,479.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit I attached hereto and incorporated herein by reference.

j. Claims Processing: During the period covered by this Fee Statement, Applicant's services included (i) addressing issues relating to certain proofs of claim filed and related claims processing issues, (ii) preparing Debtors' first omnibus objection to certain claims, (iii) addressing claims issues arising under the proposed plan of reorganization, (iv) researching and preparing a memorandum relating to certain claims issues, (v) preparing a motion to establish procedures for the filing of administrative claims against the Debtors, and (vi) communications with the claims agent, Trumbull Services, the Committee, and the Debtors' financial advisors, FTI consulting, regarding claims analysis. Applicant seeks \$66,672.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit J attached hereto and incorporated herein by reference

k. Asset Sales: Applicant's professionals during the period covered by this Fee Statement (i) reviewed and communicated with Debtors' personnel and the counsel to the Committee regarding proposals in connection with a proposed sale of certain of the Debtors' assets, (ii) reviewed documents relating to a proposed asset sale, and (iii) communicated with Great American Group, Debtors' liquidation and auction consultants, the Committee, and other parties-in-interest regarding a potential auction of certain of the Debtors' assets. Applicant seeks \$11,879.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit K attached hereto and incorporated herein by reference.

l. Business Operations: During the period covered by this Fee Statement, Applicant's professionals services included: (i) preparing a notice relating to Debtors' assumption of certain loans made by Wachovia Bank, N.A. relating to KB Prime Media, LLC, (ii) addressing issues relating to the closing of the transaction with counsel to KB Prime and Wachovia and the Committee, and (iii) preparing a motion relating to the abandonment of

property at one of the Debtors' facilities. Applicant seeks \$9,629.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit L attached hereto and incorporated herein by reference.

m. Professional Retention: Applicant advised the Debtors on the retention and employment of the various professionals employed by the Debtors. During the period covered by this Fee Statement, the Applicant's efforts were devoted to assisting the Debtors' professionals with their respective retention. Among other things, the time billed in this category included (i) advising the Debtors' professionals regarding issues pertaining to compensation of retained professionals and (iii) communicating with various parties-in-interest regarding the retention of such professionals. Applicant seeks \$1,114.00 in legal fees for services performed in this category as more particularity detailed in Exhibit M hereto and incorporated herein by reference.

7. Applicant submits that the services specified in paragraph 6 above and set forth in detail on Exhibits A through M hereto were necessary and have directly contributed to the effective administration of these chapter 11 cases.

8. Applicant further submits that the hourly rates charged by its professionals and paraprofessionals during the period covered by this Fee Statement are no greater than the 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 other professionals of other firms of comparable size, stature, and experience.

9. The magnitude of these chapter 11 cases and the resulting demands on the time of Applicant's professionals and paraprofessionals have required such professionals and paraprofessionals to allocate responsibility for various matters at issue in these chapter 11 cases

between themselves. However, at times during the period covered by this Fee Statement, it has been necessary for more than one of Applicant's professionals to attend Court hearings or participate in other conferences or meetings involving these chapter 11 cases or, alternatively, it has been necessary for one or more of Applicant's professionals to attend such meetings or hearings in the company of the Debtors' bankruptcy co-counsel or one of the other law firms retained in these chapter 11 cases to represent specific interests of the Debtors. Moreover, the pace of events and varied occurrences in these cases have mandated frequent communications among those of Applicant's professionals performing services in connection with these cases, as well as between Applicant's professionals and the Debtors' bankruptcy co-counsel. This joint attendance at such hearings, conferences or meetings, as well as such communications among Applicant's professionals, are necessitated by the demands of these cases and compensation for such items is warranted.

10. The Debtors have retained Bernstein, Shur, Sawyer & Nelson ("BSSN") as co-bankruptcy counsel. While both Applicant and BSSN have endeavored to eliminate the duplication of efforts between the two firms, from time to time it has been necessary for one or more of the Applicant's professionals and/or paraprofessionals to confer with or attend hearings, conferences or meetings, or participate in telephonic conferences with BSSN , where Applicant and BSSN had performed separate services for the Debtors that warranted the attendance of both at such event or participation of both in such meeting or conference. Applicant submits that compensation for such time is warranted based upon these considerations.

11. A breakdown of the hours expended by each of Applicant's professionals and paraprofessionals on the individual matters set forth in paragraph 6 above is contained on Exhibits A through M to this Fee Statement. A breakdown of the total hours expended by each

professional and paraprofessional on all matters covered herein is included on pages 3 through 7 of this Fee Statement, as required by D. Me. LBR 2016-1.

EXPENSES INCURRED BY APPLICANT

12. For purposes of this Fee Statement, Applicant has conformed with the Standard Maine Expense Level List (“SMELL”)⁴. Applicant has incurred expenses of \$57,274.59 in connection with its services rendered to the Debtors during the period covered by this Fee Statement. These expenses were incurred for items not included in Applicant’s hourly rates, including, but not limited to, duplicating charges, document delivery and messenger services, telephone and facsimile charges, computer-assisted legal research, travel-related expenses, overtime services and in-house document production. Applicant submits that all such expenses are necessary and actual expenses for the performance of its services in these cases, and further submits that many of such expenses were necessitated by the time constraints under which Applicant’s professionals and staff have operated in these cases.

13. Applicant submits that all travel expenses incurred during the period covered by this Fee Statement were necessary and reasonable under the circumstances.

14. A detailed breakdown of Applicant’s expenses incurred in rendering services to the Debtors during the period covered by this Fee Statement is incorporated into this Fee Statement as part of Exhibit F hereto. In addition, such a breakdown is included on page 8 of this Fee Statement, as required by D. Me LBR 2016-1.

⁴ In addition, 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%.

INTERIM NATURE OF COMPENSATION

15. In accordance with this Court's administrative order entered in these cases concerning the interim compensation of professionals, Applicant requests that, upon the expiration of the objection deadline respecting this Fee Statement and the Applicant's filing of a certificate of no objection, the Debtors be authorized to pay an amount equal to the lesser of (1) 90 percent of the fees and 100 percent of the expenses requested in this Fee Statement or (2) 90 percent of the fees and 100 percent of the expenses not subject to an objection.

NOTICE

16. Notice of this Fee Statement 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

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

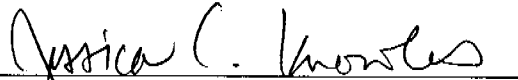
REVIEW OF APPLICABLE LOCAL RULE

18. The undersigned has reviewed the requirements of Maine Bankr. LR 2016-1 and certifies to the best of his or her information, knowledge and belief that this Fee Statement complies with Rule 2016-1.

WHEREFORE, after appropriate notice and hearing, Sidley Austin Brown & Wood LLP requests the Court to (i) approve interim compensation in the amount of \$526,728.00, and reimbursement of expenses in the amount of \$57,274.59 pursuant to 11 U.S.C. §§ 327, 331 and 503, (ii) authorize the Debtors to remit to Applicant any amounts due and owing in accordance with this Court's administrative order respecting interim compensation for professionals in these cases, and (iii) provide for other and further relief as is just in this cause.

Dated: March 7, 2005

Respectfully submitted,

A handwritten signature in cursive script, reading "Jessica C. Knowles", written over a horizontal line.

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

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with DIP Financing/Cash Collateral Issues (Matter No. 30020)
For the Period From December 1, 2004 through December 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

February 15, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30020

For professional services rendered through December 31, 2004
re DIP Financing/Cash Collateral:

Fees	\$3,437.50
Total Due This Bill	<u>\$3,437.50</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

DIP Financing/Cash Collateral

TIME DETAIL

Date	Name	Narrative	Hours
12/13/04	GS Neal	Review summary judgment papers relating to pre-payment penalties and default interest and prepare for 12/16 hearing	1.80
12/14/04	PS Caruso	Review pleadings re: bank claims for default interest and penalties	2.50
12/16/04	ER Moring	Participate telephonically in hearing on bank groups' motion for partial summary judgment	1.40
12/17/04	GS Neal	Confer with B. Keach regarding bank payment hearing on 12/16	.20
12/19/04	GS Neal	Confer with T. Lodge on bank payment motion	.30
12/20/04	ER Moring	Telephone call with G. Neal re: bank prepayment motion	.30
12/20/04	GS Neal	Confer with T. Lodge and Committee counsel on bank payment motion and summary judgment hearing (.6); confer with E. Moring regarding same (.3)	.90
12/20/04	LJ Nyhan	Correspond with client regarding prepayment issues	.20
Total Hours			<hr/> 7.60

SIDLEY AUSTIN BROWN & WOOD LLP

CHICAGO

Invoice Number: *****

Pegasus Group

DIP Financing/Cash Collateral

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	.20	\$700.00	\$140.00
GS Neal	3.20	500.00	1,600.00
ER Moring	1.70	425.00	722.50
PS Caruso	<u>2.50</u>	390.00	<u>975.00</u>
Total Hours and Fees	7.60		\$3,437.50

Exhibit B

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Regulatory Issues (Matter No. 30030)
For the Period From December 1, 2004 through December 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
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TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

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FEDERAL ID 36-4474078

March 4, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30030

For professional services rendered through Decmber 31, 2004
re Regulatory:

Fees	\$196,757.00
Total Due This Bill	<u>\$196,757.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
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Regulatory

TIME DETAIL

Date	Name	Narrative	Hours
12/01/04	TA Burns	Review documents for production to SEC	3.90
12/01/04	TW Genger	Electronic document review for production to SEC	5.50
12/01/04	FE Jenkins	Document review for production to SEC	3.00
12/01/04	R Lyons	Assisting attorneys in review of documents re: SEC document production	11.00
12/01/04	GS Meyer	Document review for production to SEC	4.50
12/01/04	DL Post	Reviewing confidentiality agreement (.3); reviewing documents re: SEC issues (2.3); discussion with B. Rashkover re: case status and upcoming tasks (.2)	3.00
12/01/04	BW Rashkover	Review documents re: SEC issues (.2) telephone conference with T. Lodge re: same (.5); emails re: SEC issue (.1); telephone conference with D. Post re: update re: SEC issues (.2)	1.00
12/01/04	JB Tatel	Discuss amendments to FCC applications re: certain stations with T. van Wazer	.30
12/01/04	TP Van Wazer	Confer with J. Tatel regarding the preparation of the text of an amendment to the pending FCC applications (.3); forward copies of earlier amendments and bankruptcy court's order re: same with comments (.2)	.50
12/01/04	TP Van Wazer	Meet with K. Ferree, chief of FCC's Media Bureau, regarding certain rules and status of certain station filings	.50
12/02/04	TA Burns	Review documents for production to SEC	3.30
12/02/04	TW Genger	Electronic document review for production to SEC	4.50
12/02/04	FE Jenkins	Document review for production to SEC	4.00
12/02/04	R Lyons	Assisting attorneys in review of documents for SEC document production	10.50
12/02/04	LJ McCarty	Research regarding Public Notices of interest to station	.50
12/02/04	GS Meyer	Document review for production to SEC	.70
12/02/04	DL Post	Reviewing documents for production to SEC	3.00
12/02/04	TP Van Wazer	Conference call with T. Lodge regarding FCC issues (.80); follow-up telephone call with S. Black of FCC regarding FCC fee and follow-up on same (.20)	1.00
12/03/04	JC Avellone	Obtain signatures and distribute letter regarding document re:	3.30

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		SEC issues	
12/03/04	TA Burns	Review documents for production to SEC	3.30
12/03/04	TW Genger	Electronic document review for production to SEC	4.50
12/03/04	PV Gerlach	Telephone call T. Lodge regarding status re: SEC issues	.30
12/03/04	FE Jenkins	Document review for production to SEC	5.00
12/03/04	R Lyons	Assisting attorneys in review of documents for SEC document production	8.50
12/03/04	DL Post	Reviewing documents for production to SEC	4.00
12/03/04	JB Tatel	Review pending FCC applications re: certain stations and corresponding amendments (.5); review correspondence with FCC staff re: same (.5); draft amendment to applications (.5)	1.50
12/03/04	MF Wozniak	Assist G. Parizek with the preparation of Pegasus documents re: SEC production	3.00
12/03/04	SH Yuan	Document review for production to SEC	1.00
12/05/04	TW Genger	Electronic document review for production to SEC	3.30
12/05/04	GS Meyer	Document review for production to SEC	3.50
12/05/04	JB Tatel	Finalize draft of amendment to FCC application	2.00
12/06/04	ES Fishman	Review documents re: SEC issues	2.30
12/06/04	TW Genger	Electronic document review for production to SEC	5.50
12/06/04	PV Gerlach	Extended call with S. Blank and T. Lodge regarding SEC status, outstanding issues, etc.	.50
12/06/04	FE Jenkins	Meet with D. Post regarding letter re: SEC issues	1.30
12/06/04	R Lyons	Assisting attorneys in review of documents for production to SEC	11.50
12/06/04	LJ McCarty	Check status of pending FCC application(s), and update client files regarding same	1.00
12/06/04	GS Meyer	Document review for production to SEC	4.70
12/06/04	DL Post	Reviewing and revising letter re: SEC issues (.8); discussion with F. Jenkins re: same and upcoming tasks (1.3); reviewing documents re: SEC issues (1.3); discussion with J. Tatel re: same (.2); discussion with T. Lodge re: upcoming visit (.3); preparing documents re: SEC issues for review (.6)	4.50
12/06/04	BW Rashkover	Review emails re: status on confidentiality agreement (.1); conference (in part) with D. Post and F. Jenkins re: document review (.5); telephone conference with T. Lodge re: privilege	1.00

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Regulatory

Date	Name	Narrative	Hours
		issues (.2); email re: SEC document production (.2)	
12/06/04	JB Tatel	Telephone call with D. Post re: document review in response to SEC subpoena (.2); review documents in preparation for review (.8)	1.00
12/06/04	TP Van Wazer	T/c with P. Laden of FCC requesting information regarding certain station (.20); draft and circulate e-mail summarizing conversation and FCC requests (.30); review e-mail from J. Levine with detailed information and draft and forward c-mail with questions on same (.50)	1.00
12/06/04	TP Van Wazer	Email G. Neal regarding deadlines imposed by the FCC on Pegasus' stations, Pegasus' current plans to comply with these deadlines, FCC approval needed and likely creditors' committee concerns	1.00
12/06/04	MM Washington	Assist with document production to SEC	.50
12/06/04	SH Yuan	Review documents for production to SEC	2.50
12/07/04	TA Burns	Review documents for production to SEC	.80
12/07/04	JH Elsabee	Assist J. Margulies with preparation of documents for review for D. Post for production to SEC	1.70
12/07/04	TW Genger	Electronic document review for production to SEC	4.50
12/07/04	PV Gerlach	Email B. Rashkover regarding SEC issues (.2); calls with client regarding same (.3)	.50
12/07/04	FE Jenkins	Meet with D. Post and B. Rashkover re: SEC issues (.3); meet with D. Post re: same (.7)	1.00
12/07/04	J Margulies	Prepare documents for review for D. Post and B. Rashkover for production to SEC	5.70
12/07/04	GS Meyer	Document review for production to SEC	6.50
12/07/04	GS Neal	Confer with T. Yancey and T. Lodge on SEC issues	.80
12/07/04	DL Post	Gathering relevant documents re: SEC issues (.5); reviewing documents re: SEC issues (3.2); email R. Lyons re: upcoming tasks and status of document review (.2); discussion with F. Jenkins re: upcoming tasks and status of document review (.7); reviewing draft letter re: SEC issue (.6); discussion with B. Rashkover and F. Jenkins re: same (.3)	5.50
12/07/04	BW Rashkover	Emails re: SEC issues (.5); conference with D. Post and F. Jenkins re: same (.3); email to P. Gerlach re: same (.2); draft letter for D. Hensley re: document production (.3)	1.30

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Date	Name	Narrative	Hours
12/07/04	TP Van Wazer	Follow-up t/c's and emails with P. Daden of FCC, J. Levine of Pegasus and draft, finalize and forward document to P. Laden of FCC	.70
12/07/04	MM Washington	Assist with document production to SEC	3.00
12/07/04	TH Yancey	Respond to B. Rashkover and G. Neal re: SEC issues	.60
12/08/04	TA Burns	Review documents for production to SEC	4.20
12/08/04	TW Genger	Electronic document review for production to SEC	4.00
12/08/04	PV Gerlach	Call from S. Blank regarding SEC document retention issues and email B. Rashkover regarding same	.50
12/08/04	FE Jenkins	Document review for production to SEC	3.50
12/08/04	R Lyons	Assisting attorneys in review of documents for production to SEC	8.50
12/08/04	GS Meyer	Document review for production to SEC	4.90
12/08/04	A Nagy	Prepare amendments to television FCC applications (1.7); discuss same with J. Tatel (.3)	2.00
12/08/04	GS Neal	Review SEC issues	1.10
12/08/04	DL Post	Reviewing and revising letter re: SEC issues (.9); incorporating comments from S. Blank (.5); meeting with T. Lodge re: document review (1.0); reviewing documents re: SEC issues (4.1)	6.50
12/08/04	BW Rashkover	Review and revise memorandum re: SEC issue	.30
12/08/04	JB Tatel	Discuss FCC application amendments with A. Nagy (.3); exchange e-mails with T. Van Wazer re: amendments (.2)	.50
12/08/04	TP Van Wazer	Review supplemental station information and prepare same for filing (.60); revise, edit, finalize and arrange to file request pertaining to certain station (.40); review J. Tatel's draft amendment to pending FCC applications and respond to question regarding same (.50)	1.50
12/08/04	MM Washington	Assist with document production to SEC	1.50
12/09/04	TA Burns	Review documents re: SEC issues	2.50
12/09/04	TW Genger	Electronic document review for production to SEC	8.00
12/09/04	PV Gerlach	Conference call regarding SEC issues (1.0); call regarding document preservation (.3); call K. O'Donnell regarding telephone conference on documents (.2); call regarding Pegasus bankruptcy (.3)	1.80
12/09/04	FE Jenkins	Document review for production to SEC	5.00

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Date	Name	Narrative	Hours
12/09/04	R Lyons	Assisting attorneys in review of documents for production to SEC	9.50
12/09/04	LJ McCarty	Research regarding Public Notices of interest to station	.50
12/09/04	GS Neal	Conference calls and emails with T. Yancey and SEC counsel regarding SEC issues	.70
12/09/04	DL Post	Reviewing documents re: SEC issues (4.9); discussion with R. Lyons re: case status (.1)	5.00
12/09/04	BW Rashkover	Conference call re: SEC issues (1.0); review and revise memorandum re: SEC issue (.2); email to Scott Blank re: same (.1)	1.30
12/09/04	TP Van Wazer	Review supplemental financial filings with FCC and e-mail copy of same to P. Laden of FCC (.50); telephone call with K. Ferree of Media Bureau on certain filings with FCC (.40); review e-mail from M. Nachman regarding FCC issue (.10); research, draft, finalize and forward e-mail regarding same (1.10); forward copy of earlier e-mail to K. Ferrec (Media Bureau chief) (.10); review FCC's Wireless Bureau decision regarding certain licenses and forward same to T. Yancey and G. Neal (.30)	2.50
12/09/04	AM Xenakis	Review materials for document review re: SEC issues	1.00
12/09/04	TH Yancey	Telephone conference with T. Lodge, B. Rashkover and P. Gerlach regarding status of SEC issues	1.00
12/09/04	SH Yuan	Review documents for production to SEC	.60
12/10/04	TA Burns	Review documents re: SEC issues	.40
12/10/04	ES Fishman	Review documents re: SEC issues	.90
12/10/04	TW Genger	Electronic document review for production to SEC	6.00
12/10/04	PV Gerlach	Call K. O'Donnell regarding document issues (.3); call S. Blank regarding same (.2); numerous emails regarding SEC issues (.3); call with T. Lodge and others regarding SEC issues (.4)	1.20
12/10/04	FE Jenkins	Document review and e-mail organization re: SEC issues	3.00
12/10/04	R Lyons	Assisting attorneys in review of documents for production to SEC	7.50
12/10/04	GS Meyer	Document review for production to SEC	1.60
12/10/04	DL Post	Reviewing documents re: SEC issues (4.4); email R. Lyons re: case status (.1)	4.50
12/10/04	JB Tatel	Finalize draft of FCC amendments and forward to client (.4); discuss same with T. van Wazer (.1); review documents to be produced in response to SEC subpoena (1.0)	1.50

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Date	Name	Narrative	Hours
12/10/04	TP Van Wazer	Review and respond to e-mail from M. Nachman with additional follow-up questions from M. Pagon about applicability of certain FCC rules (.30); follow-up telephone call on same (.40); telephone call with J. Tatel regarding proposed additional language to include in the amendment to FCC (.10) and review follow-up e-mail to S. Blank and M. Nachman regarding same (.20)	1.00
12/10/04	MM Washington	Assist with document production to SEC	1.00
12/12/04	PV Gerlach	Review and respond to emails regarding document production and other SEC issues	.50
12/12/04	BW Rashkover	Review and respond to email re: SEC document issues	.30
12/13/04	TA Burns	Review documents re: SEC issues	4.20
12/13/04	MA Cordova	Review emails re: SEC issues	5.80
12/13/04	ES Fishman	Review documents re: SEC issues	1.30
12/13/04	PV Gerlach	Conference call regarding status of SEC issues (.8); call to Akin Gump regarding same. (2); call from S. Blank regarding SEC call (.3); conference call with SEC regarding document retention issues (.8)	2.10
12/13/04	FE Jenkins	Revise document re: SEC issues	1.50
12/13/04	R Lyons	Assisting attorneys in review of documents for production to SEC	9.50
12/13/04	LJ McCarty	Research and confirm filing dates for amendments to pending FCC applications	1.50
12/13/04	GS Meyer	Document review for production to SEC	3.20
12/13/04	A Nagy	Prepare Federal Communications Commission filings for certain stations (1.5); discuss same with J. Tatel (.5)	2.00
12/13/04	DL Post	Reviewing documents re: SEC issues (3.6); discussion with A. Xenakis re: facts of the case and documents to be reviewed (.4); conference call with T. Lodge and B. Rashkover re: letter re: SEC issues and documents to be produced to SEC (.8); email with F. Jenkins re: documents to be produced to SEC (.3); reviewing document re: SEC issues (1.2)	6.30
12/13/04	BW Rashkover	Conference call (in part) with T. Lodge et al. re: SEC issues	.50
12/13/04	JB Tatel	Draft FCC application amendments for certain stations and prepare for filing (1.0); discuss amendment filings with A. Nagy (.5)	1.50
12/13/04	AM Xenakis	Document review for production to SEC (4.6); discuss same with	5.00

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Date	Name	Narrative	Hours
		D. Post (.4)	
12/13/04	TH Yancey	Attend telephone conference with B. Rashkover, P. Gerlach and T. Lodge regarding SEC issues	.80
12/14/04	TA Burns	Review documents re: SEC issues	1.70
12/14/04	ES Fishman	Review documents re: SEC issues	.40
12/14/04	TW Genger	Electronic document review for production to SEC	4.00
12/14/04	PV Gerlach	Call M. Eyer regarding document production to SEC (.2); review document regarding same (.3)	.50
12/14/04	FE Jenkins	Edit and review letter re: SEC issues	.50
12/14/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	9.50
12/14/04	LJ McCarty	Research regarding Public Notices of interest to station	.30
12/14/04	GS Meyer	Document review for production to SEC	2.90
12/14/04	A Nagy	Prepare Federal Communications Filing for certain station	.50
12/14/04	GS Neal	Meetings with T. Lodge regarding SEC issues (3.7); email L. Nyhan regarding same (.4)	4.10
12/14/04	LJ Nyhan	Review SEC issues	.30
12/14/04	DL Post	Revising letter re: SEC issues (1.8); discussion with T. Lodge re: document review (2.8); email F. Jenkins re: letter re: SEC issues and upcoming tasks (.5); discussion with S. Blank and T. Lodge re: documents (1.4)	6.50
12/14/04	JB Tatel	Discuss FCC amendments with T. van Wazer	.50
12/14/04	TP Van Wazer	Review article regarding Pegasus information (.20); review e-mails from M. Pagon and T. Lodge regarding same (.30); follow-up t/cs with FCC staff and other parties regarding same (.90); draft and circulate e-mails to T. Lodge et al. summarizing results/status of same (.40); telephone call with J. Tatel regarding amendments to pending FCC applications (.5)	2.30
12/14/04	AM Xenakis	Document review for production to SEC	7.00
12/14/04	TH Yancey	Respond to emails from T. Lodge and T. van Wazer regarding status of FCC-related advice	.80
12/14/04	TH Yancey	Telephone conferences with T. Lodge, M. Nachman, R. Parks, T. van Wazer and L. Carpenter regarding digital transition plans	1.20
12/15/04	MA Cordova	Review documents for production to SEC	1.50
12/15/04	FE Jenkins	Review document regarding SEC issue (.8); review documents and conference call on letter regarding SEC issues (2.2);	4.90

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Date	Name	Narrative	Hours
		conference call regarding document production issue (.7); review documents for production to SEC (1.20)	
12/15/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	7.50
12/15/04	GS Meyer	Document review for production to SEC	4.80
12/15/04	A Nagy	Prepare Federal Communications Commission filings for certain stations (1.5); discuss same with J. Tatel (.5)	2.00
12/15/04	DL Post	Reviewing documents re: SEC issues (3.6); conference call with client re: letter re: SEC issues (1.0); revising letter (.8); several discussions with R. Lyons and T. Fehilly re: document production issues (.5); conference call with client re: same (.7); telephone call with B. Rashkover re: same (.2)	6.80
12/15/04	BW Rashkover	Telephone conference with D. Post re: document production issues	.20
12/15/04	TS Stringer	Prepare Pegasus FCC filings	2.50
12/15/04	JB Tatel	Discuss FCC amendment filings with A. Nagy	.50
12/15/04	TP Van Wazer	Draft, revise, edit and circulate memo to T. Lodge, et al. analyzing FCC issues (.90); telephone calls with M. Nachman, et al. regarding same (.60); draft, edit and circulate e-mail regarding approach to FCC issue (.40); review follow up e-mail from L. Carpenter regarding DTV build-out (.10)	2.00
12/15/04	AM Xenakis	Document review for production to SEC	6.00
12/15/04	TH Yancey	Telephone conferences with T. Lodge and M. Nachman regarding digital transition	2.30
12/16/04	MA Cordova	Review documents re: SEC issues	4.50
12/16/04	R Lyons	Assisting attorneys in review of documents for production to SEC	4.50
12/16/04	LJ McCarty	Review FCC filings for accuracy and completeness	1.00
12/16/04	LJ McCarty	Research regarding Public Notices of interest to station	.30
12/16/04	GS Meyer	Document review for production to SEC	3.80
12/16/04	A Nagy	Execute a Federal Communications Commission filing for certain station	1.00
12/16/04	DL Post	Reviewing documents re: SEC issues (3.0); discussion with T. Lodge re: letter re: SEC issue (.6); revising letter re: SEC issue (.8); email C. van Elk re: SEC issue and Disclosure Statement (.3); email B. Rashkover re: case status and upcoming tasks (.3)	5.00
12/16/04	BW Rashkover	Telephone conference re: Disclosure Statement and SEC issues	.30

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Date	Name	Narrative	Hours
12/16/04	TS Stringer	Prepare and file Amendments to Pegasus station applications	1.50
12/16/04	JB Tatel	Review documents in response to SEC subpoena	6.00
12/16/04	TP Van Wazer	Draft, edit and circulate e-mail summarizing conversation with K. Ferree regarding station waiver and need for certain information (.40); review e-mail response and follow-up (.30); telephone call with M. Nachman and J. Levine discussing issues regarding same (.60); review and revise spread sheet regarding same (.40); telephone call with T. Yancey regarding waivers requests pending at FCC (.50)	2.20
12/16/04	AM Xenakis	Document review for production to SEC	5.50
12/16/04	TH Yancey	Telephone conferences with T. van Wazer regarding digital issues at broadcast stations	.50
12/17/04	MA Cordova	Review documents re: SEC issues	5.20
12/17/04	TW Genger	Electronic document review for production to SEC	2.50
12/17/04	PV Gerlach	Review Email from Pegasus regarding document retention (.1); call to SEC regarding same (.3); email to client regarding same (.2); call to B. Rashkover regarding same (.2); call to D. Maynard (.2)	1.00
12/17/04	FE Jenkins	Document review re: SEC issues	3.00
12/17/04	R Lyons	Assisting attorneys in review of documents for production to SEC	2.50
12/17/04	GS Meyer	Document review for production to SEC	5.80
12/17/04	A Nagy	Prepare transmittal letters to be sent to certain stations	1.00
12/17/04	DL Post	Attending to files and correspondence and reviewing documents re: SEC issues (.7); telephone call with B. Rashkover re: same (.3)	1.00
12/17/04	BW Rashkover	Review draft letter re: SEC issue (.2); email re: same to W. Carlson (.2); telephone conference with T. Lodge re: same (.1); telephone conference with P. Gerlach re: document production (.2); telephone conference with D. Post re: same (.3)	1.00
12/17/04	JB Tatel	Review documents to be produced in response to SEC subpoena	4.00
12/17/04	AM Xenakis	Document review re: SEC issues	3.00
12/17/04	TH Yancey	Telephone conferences with T. Lodge and email T. van Wazer re: digital conversion	.50
12/18/04	GS Meyer	Document review for production to SEC	1.10
12/19/04	TW Genger	Electronic document review for production to SEC	4.00

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Date	Name	Narrative	Hours
12/19/04	GS Meyer	Document review for production to SEC	2.60
12/20/04	MA Cordova	Review documents re: SEC issues	4.40
12/20/04	FE Jenkins	Meet with B. Rashkover and D. Post regarding SEC issues (1.3); conference call with D. Post regarding same (.40); document review regarding SEC issues (3.8)	5.50
12/20/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	9.50
12/20/04	LJ McCarty	Review and edit various transmittal letters relating to FCC filings submitted 12/15 and 12/16	.50
12/20/04	GS Meyer	Document review for production to SEC	6.70
12/20/04	A Nagy	Prepare transmittal letters for filings on behalf of certain stations	.80
12/20/04	DL Post	Reviewing documents re: SEC issues (.3); reviewing and revising letter re: SEC issues with B. Rashkover and F. Jenkins (1.3); telephone call with F. Jenkins re: same (.4)	2.00
12/20/04	BW Rashkover	Review draft letter re: SEC issue (.2); review draft letter and related information with D. Post and F. Jenkins (1.3)	1.50
12/20/04	TP Van Wazer	E-mails to M. Nachman and J. Levine regarding certain station information (.30); draft, revise, edit and forward e-mail to K. Ferree, Chief of the Media Bureau, regarding same (.30); follow-up t/c with K. Ferree on same (.30); review T. Yancey's comments on memo analyzing various FCC issues (.60)	1.50
12/20/04	AM Xenakis	Document review for production to SEC	9.00
12/21/04	MA Cordova	Review documents re: SEC issues	.80
12/21/04	ES Fishman	Review documents re: SEC issues and emails to R. Lyons re same	3.50
12/21/04	TW Genger	Electronic document review for production to SEC	3.30
12/21/04	PV Gerlach	Call with K. O'Donnell regarding document retention issue and draft notice to client regarding same	.50
12/21/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	10.00
12/21/04	LJ McCarty	Research regarding Public Notices of interest to station	.30
12/21/04	GS Meyer	Document review for production to SEC	2.80
12/21/04	A Nagy	Compile and execute transmittal letters for recent Federal Communications Commission filings on behalf of certain stations	2.00
12/21/04	DL Post	Email B. Rashkover and F. Jenkins re: letter re: SEC issue (.3); discussion with C. Carleton re: information needed re: SEC issue (.3); revising letter (.8); reviewing documents re: SEC issues	5.80

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Date	Name	Narrative	Hours
		(3.6); discussion with T. Lodge re: case status and document review (.5); working with T. Fehilly on document production (.3)	
12/21/04	TP Van Wazer	Review and respond to e-mails forwarded by L. Carpenter relating to proposed antenna change for certain station (.30); follow-up conference call with J. Reynolds (consulting engineer) and L. Carpenter on FCC implications of same (.50); review information for same (.90); t/cs and e-mails to/from M. Nachman on same; draft and circulate e-mail regarding same (.30)	3.00
12/21/04	AM Xenakis	Document review for production to SEC	8.50
12/22/04	MA Cordova	Review documents re: SEC issues	2.80
12/22/04	ES Fishman	Review documents for production to SEC	1.30
12/22/04	TW Genger	Electronic document review for production to SEC	4.30
12/22/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	9.50
12/22/04	GS Meyer	Document review for production to SEC	.40
12/22/04	GS Neal	Confer with SEC counsel regarding SEC issue and research same	1.10
12/22/04	DL Post	Reviewing documents re: SEC issues	1.00
12/22/04	BW Rashkover	Conferences re: staffing re: SEC issues	1.00
12/22/04	JB Tatel	Review documents to be produced in response to SEC subpoena	4.00
12/22/04	TP Van Wazer	Draft and forward e-mail to M. Nachman and T. Yancey confirming that an application related to certain station will be submitted (.20); review FCC grant of assignment of permit and circulate same (.60)	.80
12/22/04	TP Van Wazer	Email T. Yancey regarding certain FCC issues (.10); prepare for and then call T. Davidson to discuss same and then summarize results of same for T. Yancey (.90)	1.00
12/22/04	AM Xenakis	Document review for production to SEC	2.50
12/22/04	TH Yancey	Review emails from T. van Wazer regarding discussions with T. Davidson re: FCC issues	.20
12/23/04	MA Cordova	Review documents re: SEC issues	6.10
12/23/04	TW Genger	Electronic document review for production to SEC	7.50
12/23/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	5.50
12/23/04	GS Meyer	Document review for production to SEC	1.50
12/23/04	GS Neal	Confer with B. Rashkover regarding SEC issues (.6); confer with T. Lodge regarding same (.3)	.90

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Regulatory

Date	Name	Narrative	Hours
12/23/04	DL Post	Discussion with T. Lodge re: document production issue (.3); reviewing documents re: SEC issues (2.2); telephone call with B. Rashkover and C. Winter re: same (1.0)	3.50
12/23/04	BW Rashkover	Conference call with G. Neal re: SEC issues (.6); conference with D. Post and C. Winter about SEC issues and document production (1.0); email to D. Post and C. Winter re: same (.4)	2.00
12/23/04	TP Van Wazer	E-mails to/from J. Reynolds and L. Carpenter regarding permit application and e-mails to/from T. Davidson, creditors' committee lawyer, regarding grant of permit assignment	.50
12/23/04	AM Xenakis	Document review for production to SEC	2.00
12/24/04	TW Genger	Electronic document review for production to SEC	4.00
12/24/04	TP Van Wazer	Review and respond to P. Caruso's questions regarding FCC issues	.50
12/27/04	TW Genger	Electronic document review for production to SEC	6.50
12/27/04	EM Gold	Research re: SEC issues	2.70
12/27/04	R Lyons	Assisting attorneys in review of documents re: SEC issues (8.3); meeting with D. Post re: same (.2)	8.50
12/27/04	GS Meyer	Document review for production to SEC	5.50
12/27/04	DL Post	Meeting with T. Lodge re: document production issues (1.0); reviewing documents re: SEC issues (2.2); meeting with R. Lyons re: document update and case status (.2); reviewing letter re: SEC issues (.6); reviewing further documents re: SEC issues (2.8)	6.80
12/27/04	TS Stringer	Prepare FCC filings for Pegasus stations	3.00
12/27/04	AM Xenakis	Review documents for production to SEC	1.00
12/28/04	EM Gold	Research re: SEC issues	2.50
12/28/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	9.50
12/28/04	A Nagy	Prepare Federal Communications Commission filing for certain station	.50
12/28/04	DL Post	Arranging conference call re: document production issue (.3); reviewing documents re: SEC issues (5.2); discussion with T. Fehilly re: status of document production and review (.2); reviewing letter re: SEC issues (.6)	6.30
12/28/04	TS Stringer	Prepare FCC filings for Pegasus stations	3.00
12/28/04	TP Van Wazer	Review e-mails from L. Carpenter and follow-up conference call with L. Carpenter and M. Yanuzzi regarding FCC implications of	2.00

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		strategy related to certain stations (1.1); related follow-up on same (.4); follow-up e-mails with J. Reynolds regarding preparation of technical portion of FCC applications (.5)	
12/29/04	TW Genger	Electronic document review for production to SEC	3.00
12/29/04	PV Gerlach	Extended telephone call T. Lodge and others regarding SEC status, issues, etc.	1.00
12/29/04	EM Gold	Research and drafting memo on SEC issues (7.7); discussion with D. Post regarding same (.3)	8.00
12/29/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	10.00
12/29/04	GS Neal	Confer with T. Lodge and SEC counsel regarding SEC issues (.9); confer with D. Post on SEC research (.2)	1.10
12/29/04	DL Post	Reviewing documents for production to SEC (1.7); preparing documents to be produced to SEC (.5); preparing letter re: privileged documents (.3); reviewing research re: SEC issues (2.0); discussion with E. Gold re: research (.3); discussion with G. Neal re: same (.2); discussion with T. Lodge re: document production (1.0)	6.00
12/29/04	BW Rashkover	Telephone conference (in part) with Ted Lodge, et al. re: SEC issue	.50
12/29/04	TS Stringer	File FCC form for certain station	2.30
12/29/04	MF Wozniak	Process Pegasus documents for SEC document production	3.00
12/29/04	TH Yancey	Attend telephone conference with T. Lodge, B. Rashkover, G. Neal and P. Gerlach re: SEC issues	.90
12/30/04	TA Burns	Email D. Post re: assistance with SEC issues	.10
12/30/04	EM Gold	Drafting, researching and editing memo re: SEC issues	4.00
12/30/04	R Lyons	Conference call regarding document production issue	.50
12/30/04	R Lyons	Assisting attorneys in review of documents re: SEC issues	2.50
12/30/04	DL Post	Reviewing and revising memorandum re: SEC issue (3.2); email M. Wozniak re: documents to be produced to SEC (.3); conference call with Pegasus IT Department and others re: document production issue (.5); reviewing documents re: SEC issues (3.5)	7.50
12/30/04	TS Stringer	File FCC Form for certain station	1.00
12/30/04	MM Washington	Assist with document production and file documents with the Security Exchange Commission	.30

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
12/30/04	MM Washington	Assist with document production and file same at the Security Exchange Commission	1.00
12/30/04	MF Wozniak	Prepare and produce Pegasus documents to the Securitics and Exchange Commission	2.50
Total Hours			<hr/> 744.90

Invoice Number: *****

Pegasus Group

Regulatory

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	.30	\$700.00	\$210.00
PV Gerlach	10.40	625.00	6,500.00
BW Rashkover	12.20	625.00	7,625.00
TH Yanczy	8.80	525.00	4,620.00
GS Neal	9.80	500.00	4,900.00
TP Van Wazer	25.50	450.00	11,475.00
DL Post	100.50	380.00	38,190.00
JB Tatel	23.30	295.00	6,873.50
FE Jenkins	41.20	280.00	11,536.00
TW Genger	84.90	270.00	22,923.00
MA Cordova	31.10	255.00	7,930.50
EM Gold	17.20	255.00	4,386.00
GS Meyer	67.50	235.00	15,862.50
ES Fishman	9.70	215.00	2,085.50
AM Xenakis	50.50	215.00	10,857.50
SH Yuan	4.10	215.00	881.50
LJ McCarty	5.90	195.00	1,150.50
TA Burns	24.40	170.00	4,148.00
R Lyons	166.00	170.00	28,220.00
JH Elsabee	1.70	140.00	238.00
J Margulies	5.70	140.00	798.00
MF Wozniak	8.50	125.00	1,062.50
JC Avellone	3.30	120.00	396.00
A Nagy	11.80	120.00	1,416.00
TS Stringer	13.30	120.00	1,596.00
MM Washington	7.30	120.00	876.00
Total Hours and Fees	744.90		\$196,757.00

Exhibit C

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Tax Issues (Matter No. 30040)
For the Period From December 1, 2004 through December 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

1501 K STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-2158694

February 24, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30040

For professional services rendered through December 31, 2004
re Tax Issues:

Fees	\$41,798.00
Total Due This Bill	<u>\$41,798.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****
Pegasus Group

Tax Issues

TIME DETAIL

Date	Name	Narrative	Hours
12/01/04	A Ciavarella	Phone calls with Tom Yancey and committee counsel regarding tax issues (.7); review and research materials regarding tax issues (.3)	1.00
12/01/04	TH Yancey	Attend telephone conferences with A. Ciavarella and D. Killip re: tax issues in potential plan	.70
12/03/04	A Ciavarella	Research and review file notes regarding tax issues (.3); conference call and follow up call regarding same (1.4); draft notes related to same (.3)	2.00
12/03/04	TH Yancey	Research tax issues arising from draft plan	3.30
12/03/04	TH Yancey	Telephone conferences with D. Killip, A. Ciavarella and R. Parks regarding resolution of tax issues	1.40
12/06/04	TH Yancey	Review authorities dealing with tax issues regarding plan	3.50
12/06/04	TH Yancey	Telephone conferences with T. Lodge and S. Blank re: tax issues re: plan	.50
12/08/04	A Ciavarella	Review proposed plan regarding tax implications of same (1.0); phone calls with T. Yancey regarding same (.7); research and consideration of tax issues (.8); review file notes regarding same (.5)	3.00
12/08/04	TH Yancey	Follow up telephone conference with A. Ciavarella regarding tax issues	.70
12/08/04	TH Yancey	Briefly review tax notes and attend telephone conference with C. Sewell and KPMG tax team at Pegasus regarding tax issues regarding plan	2.10
12/09/04	TH Yancey	Review tax issues in sale of satellite assets	.80
12/10/04	A Ciavarella	Conference call with client regarding tax issues (.5); follow up phone call with Tom Yancey regarding same (.5); meeting with Louis Gibber regarding same (.5); consideration of tax issues (1.0)	2.50
12/10/04	L Gibber	Conference with A. Ciavarella regarding tax issues	.50
12/10/04	TH Yancey	Telephone conferences with S. Blank, A. Ciavarella and Vadim re: tax issues in sale of satellite assets	1.50
12/10/04	TH Yancey	Telephone conference with T. Lodge re: tax issues	.50
12/10/04	TH Yancey	Review IRS procedures in bankruptcies	.50

Invoice Number: *****

Pegasus Group

Tax Issues

Date	Name	Narrative	Hours
12/13/04	PS Caruso	Telephone conference and correspondence with J. Pooler re: taxes	.50
12/13/04	TH Yancey	Review tax issues arising from draft plan	4.60
12/14/04	PS Caruso	Correspond with J. Pooler re: tax issues with respect to satellite sale	.50
12/14/04	A Ciavarella	Meeting with L. Gibber regarding open tax issues (.5); phone call with T. Yancey regarding same (.3); research regarding same (1.0)	1.80
12/14/04	L Gibber	Research regarding tax issues (5.5); conference with A. Ciavarella regarding same (.5)	6.00
12/14/04	TH Yancey	Review tax issues relating to plan	1.00
12/14/04	TH Yancey	Telephone conference with A. Ciavarella regarding status of tax research on issues	.30
12/15/04	A Ciavarella	Research regarding tax issues (.8); conference calls regarding same (1.1); meetings with L. Gibber regarding same (.6)	2.50
12/15/04	L Gibber	Further research regarding tax issues (4.4); conferences with A. Ciavarella regarding same (.6); conference call with Pegasus regarding same (1.0)	6.00
12/15/04	TH Yancey	Telephone conference with S. Blank, V. Mamadov and A. Ciavarella regarding tax issues and satellite asset sales	1.00
12/15/04	TH Yancey	Review tax issues in 2004 (1.0); brief telephone conference with A. Ciavarella regarding same (.1)	1.10
12/16/04	TH Yancey	Emails to and from S. Blank re: matter related to tax issues	.40
12/16/04	TH Yancey	Telephone conference with D. Killip with update on status of matter related to tax issues	.20
12/20/04	TH Yancey	Review authorities re: treatment of taxes in bankruptcy	1.50
12/21/04	PS Caruso	Correspondence and telephone conferences with M. Eyer and S. Hammond re: tax issues	1.20
12/21/04	A Ciavarella	Phone calls regarding open tax issues and plan materials	.50
12/21/04	TH Yancey	Review tax issues	1.50
12/22/04	PS Caruso	Telephone conferences and correspondence with M. Eyer and S. Hammond re: tax issues	4.00
12/22/04	A Ciavarella	Email L. Gibber regarding tax issues	.30
12/23/04	PS Caruso	Telephone conferences and correspondence with Pegasus re: tax issues	2.70

Invoice Number: *****

Pegasus Group

Tax Issues

Date	Name	Narrative	Hours
12/23/04	A Ciavarella	Phone calls with T. Yancey and L. Gibber (1.0) and research and consideration of tax issues associated with plan (1.0)	2.00
12/23/04	L Gibber	Reviewing tax issues regarding plan (1.0); conferences with A. Ciavarella and T. Yancey regarding tax treatment of same (1.0); drafting disclosure statement re same (1.5)	3.50
12/23/04	TH Yancey	Telephone conference with A. Ciavarella and L. Gibber regarding tax issues for disclosure statement	1.00
12/27/04	PS Caruso	Attention to state tax issues	2.50
12/27/04	TH Yancey	Telephone conference with R. Parks re: status of certain tax issues	.30
12/27/04	TH Yancey	Telephone conference with T. Lodge re: tax issues	.30
12/27/04	TH Yancey	Review tax information on certain entity	1.90
12/27/04	TH Yancey	Review capitalization issues relating to certain entity	.40
12/27/04	TH Yancey	Telephone conference with M. Nachman re: certain entity's tax gain	.40
12/28/04	PS Caruso	Correspond with Pegasus and telephone conferences with S. Hammond re: tax issues	3.10
12/28/04	TH Yancey	Review and respond to e-mails from R. Parks, V. Mamodev and T. Lodge regarding tax issues	1.00
12/29/04	L Gibber	Conference call with Debevoise regarding tax issues (1.5); research regarding tax treatment in plan (6.0)	7.50
12/29/04	TH Yancey	Attend telephone conferences with V. Mahmoudov and L. Gibber regarding tax treatment under plan	1.50
12/30/04	PS Caruso	Telephone conferences with Pegasus re: state tax issues	1.30
12/30/04	L Gibber	Research regarding tax treatment of plan	6.00
Total Hours			94.80

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Pegasus Group

Tax Issues

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	33.90	\$525.00	\$17,797.50
A Ciavarella	15.60	510.00	7,956.00
PS Caruso	15.80	390.00	6,162.00
L Gibber	<u>29.50</u>	335.00	<u>9,882.50</u>
Total Hours and Fees	94.80		\$41,798.00

Exhibit D

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Plan and Disclosure Statement (Matter No. 30060)
For the Period From December 1, 2004 through December 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

February 15, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30060

For professional services rendered through December 31, 2004
re Plan and Disclosure Statement:

Fees	\$141,485.00
Total Due This Bill	<u>\$141,485.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Plan and Disclosure Statement

TIME DETAIL

Date	Name	Narrative	Hours
12/01/04	EA McDonnell-O'Driscoll	Email with E. Moring re exclusivity order distribution to team and client (.1); distribute same (.2)	.30
12/01/04	ER Moring	Conferences with G. Neal re: plan issues (.8); telephone calls with P. Dublin re: comments to plan (.3); confer with G. Neal and H. Van Vactor re: research re: plan issues (.3); draft and revise chapter 11 plan (5.4); emails with R. Keach and S. Dilios re: exclusivity order (.3); emails with P. Caruso and L. Franzon re: claims issues relating to plan (.2)	7.30
12/01/04	GS Neal	Meeting with E. Moring regarding plan and disclosure statement issues (.8); meeting with E. Moring and H. Van Vactor regarding plan research items (.3); confer with E. Moring regarding exclusivity order and related issues (.2); review certain plan sections (.6)	1.90
12/01/04	HH Van Vactor	Discuss plan research assignment with Guy Neal and Ellen Moring	.30
12/02/04	ER Moring	Draft and revise chapter 11 plan to incorporate comments from Committee and PCC (8.6); telephone calls with P. Dublin re: same (.3); emails with P. Dublin and G. Maguire re: same (.3); conferences with G. Neal re: same (1.0); confer with H. Van Vactor re: research on plan issues (.2); email C. van Elk re: plan issues (.2)	10.60
12/02/04	GS Neal	Meetings and emails with E. Moring and H. Van Vactor regarding plan and disclosure statement issues and revisions and review same	2.10
12/02/04	HH Van Vactor	Research post-confirmation issue (5.0); draft email to Ellen Moring and Guy Neal re: research findings (.3); discuss preliminary research findings with Ellen Moring (.2)	5.50
12/03/04	PS Caruso	Telephone conference with E. Moring re: revised plan and timing issues	.50
12/03/04	TH Chan	Meeting with E. Moring re: plan issue (.2); research re: plan issue (2.1)	2.30
12/03/04	ME McClintock	Review e-mail from P. Caruso regarding plan/disclosure statement	.10
12/03/04	ER Moring	Telephone call with P. Caruso re: plan issues	.50
12/03/04	ER Moring	Draft and revise chapter 11 plan (6.9); telephone call with G. Maguire re: comments to plan (.4); telephone call with P. Dublin	8.50

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		re: plan structure (.2); emails with plan working group re: plan (.4); confer with H. Van Vactor re: research on plan issues (.2); confer with T. Chan re: research on plan issues (.2); emails with G. Neal re: plan issues (.2)	
12/03/04	GS Neal	Review revised plan (1.2); emails with E. Moring regarding same (.3)	1.50
12/03/04	HH Van Vactor	Research post-confirmation issue (.7); draft email to Ellen Moring and Guy Neal re: research findings (.2); discuss research findings with Ellen Moring (.2)	1.10
12/04/04	TH Yancey	Review revised plan	1.00
12/06/04	TH Chan	Research re: plan issues (7.0); discuss same with E. Moring (.3)	7.30
12/06/04	ER Moring	Email T. Yancey re: tax issues regarding plan structure (.3); email with L. Franzon re: claims issues re: plan (.4); confer with T. Chan re: research regarding plan issue (.3); emails to G. Neal re: same (.2); telephone call with R. Hornney re: plan questions (.2); review caselaw re: plan issue and research (1.3); review caselaw re: further plan issues (1.1); confer with C. van Elk re: Plan issues (.4); review and revise plan (2.5)	6.70
12/06/04	LJ Nyhan	Email G. Neal regarding plan revisions and hearing issues (.60); review committee presentation (.40); assess issues related to same and email G. Neal regarding same (.50)	1.50
12/06/04	CF van Elk	Review latest draft of Plan (3.0); discussions with E. Moring re: same (.4)	3.40
12/07/04	TH Chan	Meeting with E. Moring re: plan issues (.3); draft memo re: same (1.4)	1.70
12/07/04	ER Moring	Email G. Neal re: plan issues (.3); confer with T. Chan re: plan issue (.3); research re: plan and disclosure statement issues (2.2); review documents and other pleadings in case re: possible plan issues (2.5); review and revise disclosure statement (1.5)	6.80
12/07/04	GS Neal	Review liquidation analysis issues (1.1); email P. Caruso regarding same (.2)	1.30
12/08/04	TH Chan	Research re: plan issue (3.1); discuss same with E. Moring (.4)	3.50
12/08/04	ER Moring	Review documents for incorporation into plan (1.5); telephone call with G. Neal re: plan issues (.4); telephone call with P. Dublin re: Committee's comments to plan (.2); review and analyze Committee's comments to plan (4.2); conferences with T. Chan re: research on plan issues (.4); confer with C. van Elk re: plan and disclosure statement issues (.3); emails with G. Neal re:	9.70

Invoice Number: *****
Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		same (.3); draft and revise plan (2.4)	
12/08/04	GS Neal	Review Akin comments to plan and disclosure statement (.8); confer with E. Moring regarding plan research issues and status of disclosure statement (.7); review liquidation analysis issues and best interest test (1.3); confer with T. Lodge regarding same (.4)	3.20
12/08/04	GS Neal	Confer with T. Lodge on course of action with plan and sale efforts	1.20
12/08/04	LJ Nyhan	Review committee communications regarding plan and sale issues	.40
12/08/04	TH Yancey	Email G. Neal regarding changes in bankruptcy plan	.40
12/08/04	CF van Elk	Review and comment on draft of Plan (.6); Meet w/ E. Moring re: comments on plan (.3)	.90
12/09/04	PS Caruso	Telephone conference with E. Moring re: plan and liquidation analysis	.50
12/09/04	TH Chan	Research re: plan issues (4.2); review documents and Plan relating to same (1.3); meeting with E. Moring to discuss research (.9)	6.40
12/09/04	ER Moring	Review and analyze committee's comments to plan (1.5); telephone call with P. Dublin re: issues re: same (.3); confer with C. van Elk re: same and re: additional plan issues (.8); email G. Neal re: plan issues (.7); conferences with T. Chan re: research regarding plan issues (.9); emails with B. Rashkover re: issues re: same (.2); draft and revise current open plan and disclosure statement issues (2.8); telephone calls with P. Caruso re: analysis for disclosure statement (.5); confer with W. Goldman re: certain potential claims to address in plan (.3)	8.00
12/09/04	LJ Nyhan	Review plan revisions	.50
12/09/04	CF van Elk	Review Plan (.6); Meet w/ E. Moring re: comments on Plan (.8)	1.40
12/10/04	PS Caruso	Conduct legal research re: liquidation analysis	4.00
12/10/04	PS Caruso	Correspond with G. Neal re: plan and liquidation analysis	.30
12/10/04	TH Chan	Research re: plan issues (3.8); summarize provisions re: same (2.6)	6.40
12/10/04	ER Moring	Email G. Neal re: plan issues (.5); email T. Chan re: plan research and review same (2.9); review issues re: same (.8); emails with G. Neal and B. Rashkover re: same (.3); email L. Franzon re: same (.3); draft and revise plan issue list (1.3)	6.10

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
12/10/04	LJ Nyhan	Email G. Neal regarding plan issues	.30
12/13/04	PS Caruso	Prepare first draft of liquidation analysis	4.00
12/13/04	LB Franzon	Research re: best interest test for P. Caruso	2.00
12/13/04	ME McClintock	Communications with S. Summerfield and L. Franzon regarding best interests test (.30); retrieve information for P. Caruso regarding same (.40)	.70
12/13/04	ER Moring	Email L. Nyhan and G. Neal re: plan issues (.5); telephone calls and emails with G. McGuire, L. Nyhan and G. Neal re: same (.8); prepare for and participate in call with counsel to the Committee and PCC re: plan (3.2); telephone calls with L. Franzon re: claims and plan issues (.2); research plan issue (1.0); draft and revise plan (5.1); conference with G. Neal re: plan issues (.3)	11.10
12/13/04	GS Neal	Confer with T. Lodge on plan and disclosure statement issues (.4); confer with E. Moring and C. van Elk regarding plan and disclosure statement revisions (1.3); participate in call with PCC and Committee (1.1); confer with L. Nyhan regarding same (.3)	3.10
12/13/04	LJ Nyhan	Prepare for and participate in conference call with committee and interested party regarding plan issues	1.80
12/13/04	TH Yancey	Attend telephone conference with other debtors counsel, committee counsel and PCC counsel bankruptcy and tax lawyers to discuss issues in draft plan	2.20
12/14/04	PS Caruso	Review revised plan	1.20
12/14/04	PS Caruso	Telephone conferences with E. Moring (.4) and G. Neal (.1) re: plan and sale issues	.50
12/14/04	ER Moring	Draft and revise chapter 11 plan (7.3); conferences with G. Neal re: plan issues (1.0); telephone call with P. Caruso re: claims and liquidation analysis (.4); emails with Sidley team re: plan issues (.2)	8.90
12/14/04	GS Neal	Meetings with E. Moring regarding plan and disclosure statement issues (1.0); meet with C. van Elk regarding same (.7)	1.70
12/14/04	CF van Elk	Meet w/ G. Neal re: Disclosure Statement revisions	.70
12/15/04	PS Caruso	Continue drafting memorandum re: liquidation analysis and email G. Neal re: same	3.30
12/15/04	TH Chan	Research re: Plan issue	1.10
12/15/04	ER Moring	Draft and revise chapter 11 plan (5.8); emails with P. Dublin re:	6.20

Invoice Number: *****

Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		plan issues (.2); emails to Sidley team re: plan (.2)	
12/15/04	GS Neal	Conference call with L. Nyhan, T. Lodge and S. Blank regarding SEC issues and plan treatment	1.20
12/15/04	GS Neal	Email E. Moring on plan and disclosure statement issues and review plan revisions	1.30
12/15/04	LJ Nyhan	Conference with client regarding plan issues	1.20
12/15/04	TH Yancey	Revise plan and tax issues under draft plan	1.30
12/16/04	TH Chan	Research re: Plan issues (4.0); conference with H. Van Vactor and C. van Elk re: same (.5); conference with E. Moring and H. Van Vactor regarding same (.6)	5.10
12/16/04	ER Moring	Telephone calls with G. Neal re: Plan issues (.5); draft and revise plan (3.1); telephone calls with T. Yancey re: tax issues in plan (.9); conferences with H. Van Vactor and T. Chan re: plan research issues (.8); confer with C. van Elk re: same and re: disclosure statement issues (.5); emails to C. van Elk re: same (.5); telephone call with K. Heisler re: employee issues regarding plan (.3); emails with P. Dublin re: plan (.2); telephone call with G. Maguire re: same (.2)	7.00
12/16/04	GS Neal	Confer with E. Moring on plan and disclosure statement issues (.5); confer with L. Nyhan regarding same (.3)	.80
12/16/04	LJ Nyhan	Conference with G. Neal regarding plan issues	.30
12/16/04	HH Van Vactor	Discuss research project re: plan with Ellen Moring (.2); perform initial research re: same (1.0); discuss research issue with Chris van Elk and Teresa Chan (.5); continue research on same (1.5); meet (in part) with Ellen Moring and Teresa Chan re: research results (.3); perform additional research on same (1.5); draft email to Guy Neal explaining research results (.5)	5.50
12/16/04	TH Yancey	Review and provide comments on draft plan	2.20
12/16/04	TH Yancey	Telephone conferences with E. Moring regarding comments on draft plan	.90
12/16/04	CF van Elk	Revise Disclosure Statement to reflect comments and revised Plan (8.6); meet with H. Van Vactor and T. Chan re: plan research (.5); discuss same with E. Moring (.5)	9.60
12/17/04	ER Moring	Emails with plan working group re: plan (.4); emails with G. Neal and C. van Elk re: Disclosure Statement (.2)	.60
12/17/04	GS Neal	Email with E. Moring on plan and disclosure statement issues (.8); review status of disclosure statement (.3)	1.10

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
12/17/04	TH Yancey	Review G. Neal's memo re: claims issue in plan	2.00
12/17/04	CF van Elk	Review and revise Disclosure Statement	1.00
12/18/04	CF van Elk	Revise Disclosure Statement	1.50
12/19/04	GS Neal	Email C. van Elk regarding disclosure statement issues	.20
12/19/04	CF van Elk	Review liquidation analysis memo and email P. Caruso re: disclosure statement deadlines	.80
12/20/04	ER Moring	Telephone call with G. Neal re: Plan and Disclosure Statement issues (.3); telephone call with P. Dublin re: plan issues (.2); emails with G. Maguire, P. Dublin and G. Neal re: conference to discuss plan (.2); draft and revise plan and disclosure statement (5.9)	6.60
12/20/04	GS Neal	Confer with E. Moring regarding plan draft and edits to disclosure statement (.3); confer with Davidson Kempner and Committee counsel on exclusivity issues and review exclusivity order (.8); confer with L. Nyhan on plan issues (.4); review disclosure statement (1.4)	2.90
12/20/04	LJ Nyhan	Conference with G. Neal regarding plan issues	.40
12/21/04	PS Caruso	Attention to liquidation analysis and telephone conferences with FTI and PGTV re: same	5.00
12/21/04	EA McDonnell-O'Driscoll	Email with E. Moring re sending committee letter and notice of Davidson Kempner to client and team (.1); research and distribute same (.3)	.40
12/21/04	ER Moring	Telephone calls with G. Neal re: plan, disclosure statement and exclusivity issues (.5); emails with T. Yancey re: plan comments (.2); draft and revise plan and disclosure statement (7.7); participate in call with Akin Gump and Debevoise re: plan comments and issues (1.5); emails with G. Neal re: plan and exclusivity issues (.3); emails with P. Caruso re: liquidation analysis (.2); emails with working group re: disclosure statement (.2); review notices from Committee and DK Kemper re: exclusivity (.1)	10.70
12/21/04	GS Neal	Conference call with the Committee and PCC regarding plan and disclosure statement (1.4); review notices on exclusivity (.2); email L. Nyhan regarding same (.4); confer with T. Lodge regarding plan and notices of non-extension (.2); confer with E. Moring on plan changes and internal deadlines (.9); review tax issues in disclosure statement with T. Yancey (.8); review liquidation analysis (.7); confer with Davidson Kempner re:	4.80

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
		exclusivity (.2)	
12/21/04	LJ Nyhan	Conference with client regarding certain claim issues and plan issues	.80
12/21/04	TH Yancey	Telephone conferences with A. Ciavarella (.5) and G. Neal (.8) re: tax issues in disclosure statement; review tax issues in disclosure statement (.7)	2.00
12/22/04	PS Caruso	Attention to liquidation analysis	2.00
12/22/04	ER Moring	Conference calls with L. Nyhan, G. Neal and T. Lodge re: plan issues (1.0); conference calls with G. Maguire, S. Blank, L. Nyhan, G. Neal and T. Lodge re: plan issues (1.5); draft and revise chapter 11 plan (7.2); conferences with G. Neal re: plan issues (1.2)	10.90
12/22/04	GS Neal	Meetings and calls with E. Moring regarding plan revisions and issues (2.1); confer with L. Nyhan, T. Lodge, and G. Maguire regarding plan issues and proposed revisions (3.2)	5.30
12/22/04	LJ Nyhan	Conferences with G. Neal regarding open plan issues and research conclusions	.40
12/22/04	TH Yancey	Review tax issues associated with plan and disclosure statement	1.50
12/23/04	PS Caruso	Review revised plan and disclosure statement (1.6); telephone conference with E. Moring re: liquidation analysis (.2); telephone conference with G., Neal re: same (.2)	2.00
12/23/04	ER Moring	Telephone call with D. Botter, P. Dubin, L. Nyhan and G. Neal re: Plan issues (.7); telephone call with G. Neal re: same (.2); telephone call with P. Dubin re: same (.2); draft and revise Plan project list (.5); draft and revise Chapter 11 Plan (6.3); telephone calls with G. Neal re: Plan issues (.3); telephone call with P. Caruso re: liquidation analysis (.2)	8.40
12/23/04	GS Neal	Confer with E. Moring regarding plan and disclosure statement issues (.5); telephone call with T. Yancey regarding same (.4); review plan terms (.6); draft task list for plan and disclosure statement (.4); conference call with L. Nyhan and Committee counsel regarding plan terms (.7), confer with T. Lodge regarding same (.2)	2.80
12/23/04	GS Neal	Confer with P. Caruso regarding liquidation analysis	.20
12/23/04	GS Neal	Review executory contract issues relating to plan (.8); email L. Nyhan regarding same (.3)	1.10
12/23/04	LJ Nyhan	Conference with committee regarding plan and PCC issues (.70);	.80

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		telephone conference with T. Yancey regarding same (.10)	
12/23/04	TH Yancey	Review emails regarding plan revisions	.50
12/23/04	TH Yancey	Telephone conferences with G. Neal (.4) and L. Nyhan (.1) regarding tax issues under the draft plan	.50
12/27/04	PS Caruso	Attention to liquidation analysis and correspond with FTI re: same	1.00
12/27/04	TH Chan	Call with G. Neal, C. van Elk and E. Moring re: plan research issues and draft pleadings	.50
12/27/04	ER Moring	Draft and revise Chapter 11 plan (6.0); telephone call with G. Neal, C. van Elk and T. Chan re: plan and plan related tasks (.5); e-mails with G. Neal re: plan (.2)	6.70
12/27/04	GS Neal	Conference call with bankruptcy associates regarding plan and disclosure statement and research items (.5); review plan and disclosure statement (1.7)	2.20
12/27/04	TH Yancey	Review potential tax issues in disclosure statement	1.10
12/27/04	CF van Elk	Call w/ G. Neal, E. Moring and T. Chan re: Pegasus projects for the week (.5); Revise Disclosure Statement to reflect changes to Plan and other edits (8.4)	8.90
12/28/04	PS Caruso	Correspond with FTI re: liquidation analysis	.20
12/28/04	HH Van Vactor	Review emails and documents in relation to Pegasus plan projects	.50
12/28/04	TH Yancey	Review tax issues for disclosure statement	2.10
12/28/04	CF van Elk	Email H. Van Vactor re: plan assignments (.2); Revise Disclosure Statement (.5)	.70
12/29/04	GS Neal	Review revised plan of reorganization and circulate to Committee and PCC (1.1); meet with T. Yancey regarding disclosure statement (.5)	1.60
12/29/04	HH Van Vactor	Review motions to extend exclusivity and related documents	2.00
12/29/04	TH Yancey	Office conference with G. Neal regarding preparation of disclosure statement	.50
12/29/04	TH Yancey	Review potential plan and disclosure statement issues regarding tax matters and review disclosure statement draft	3.70
12/30/04	PS Caruso	Attention to liquidation analysis	1.20
12/30/04	GS Neal	Review and revise disclosure statement (2.7); review solicitation motion and order approving disclosure statement and confer with	4.60

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		T. Chan regarding same (1.1); confer with T. Yancey on tax considerations in disclosure statement (.8)	
12/30/04	TH Yancey	Review draft disclosure statement and begin drafting tax section of same (4.7); discussions with G. Neal regarding same (.8)	5.50
12/30/04	CF van Elk	Revise Disclosure statement per comments from G. Neal (2.3); Review Plan (.4)	2.70
12/31/04	PS Caruso	Review revised plan and disclosure statement	4.00
12/31/04	GS Neal	Review revised disclosure statement and comment on same	1.50
Total Hours			338.70

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Pegasus Group

Plan and Disclosure Statement

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	8.40	\$700.00	\$5,880.00
TH Yancey	27.40	525.00	14,385.00
GS Neal	47.60	500.00	23,800.00
ER Moring	141.30	425.00	60,052.50
PS Caruso	29.70	390.00	11,583.00
CF van Elk	31.60	365.00	11,534.00
TH Chan	34.30	280.00	9,604.00
LB Franzon	2.00	260.00	520.00
ME McClintock	.80	260.00	208.00
HH Van Vactor	14.90	255.00	3,799.50
EA McDonnell- O'Driscoll	.70	170.00	119.00
Total Hours and Fees	338.70		\$141,485.00

Exhibit E

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Travel Time (Matter No. 30100)
For the Period From December 1, 2004 through December 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

February 15, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30100

For professional services rendered through December 31, 2004
re Travel Time:

Fees	\$12,920.00
Less 50% discount	<u>-6,460.00</u>
Adjusted Fees	\$6,460.00
Total Due This Bill	<u>\$6,460.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Travel Time

TIME DETAIL

Date	Name	Narrative	Hours
12/01/04	PS Caruso	Nonworking travel to Philadelphia at client request to participate in claims meeting	2.00
12/01/04	LB Franzon	Nonworking travel from Chicago to Philadelphia for claims meeting	5.00
12/02/04	PS Caruso	Nonworking return travel to Chicago from client meetings	2.00
12/02/04	LB Franzon	Nonworking travel from Philadelphia to Chicago	5.00
12/14/04	LB Franzon	Nonworking travel from Chicago to Philadelphia for claims meeting	5.00
12/14/04	ME McClintock	Nonworking travel from Chicago to Philadelphia for claims meetings	5.00
12/15/04	PS Caruso	Nonworking travel to Philadelphia for client meetings	2.00
12/16/04	PS Caruso	Nonworking return travel to Chicago following client meetings	2.00
12/16/04	LB Franzon	Nonworking travel from Philadelphia to Chicago	5.00
12/16/04	ME McClintock	Nonworking travel from Philadelphia to Chicago	5.00
12/22/04	GS Neal	Nonworking travel to/from New York for meeting on plan and disclosure statement issues	4.00
Total Hours			<hr/> 42.00

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Travel Time

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	4.00	\$500.00	\$2,000.00
PS Caruso	8.00	390.00	3,120.00
LB Franzon	20.00	260.00	5,200.00
ME McClintock	10.00	260.00	2,600.00
Total Hours and Fees	42.00		\$12,920.00