

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

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

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

This matter came before the Court on the First Interim Application for Allowance of Compensation Reimbursement of Expenses of Sidley Austin Brown & Wood LLP for Services Rendered and Expenses Incurred as Counsel to the Debtors for the Second Interim Period From September 1, 2004 through November 30, 2004 (the "Sidley Second Interim Fee Application"), after proper notice and hearing, the Court having independently reviewed the Sidley Second Interim Fee Application, the Court finding that no responses or objections to the Sidley Second Interim Fee Application have been filed by any party-in-interest, it is hereby

ORDERED that, pursuant to 11 U.S.C. § 331, Sidley Austin Brown & Wood LLP ("Sidley") is allowed compensation for services in the amount of \$2,056,638.00, and reimbursement of expenses in the amount of \$165,226.36 for a total of \$2,221,864.36, for the period of September 1, 2004 through November 30, 2004. The award of compensation and expenses made hereby is interim only, and Sidley's entitlement to such compensation and

expenses is subject to final approval of this Court in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and this Court's local rules.

Dated: March 24, 2005

/s/ James B. Haines, Jr.  
Honorable James B. Haines, Jr.,  
United States Bankruptcy Judge

## CERTIFICATE OF SERVICE

District/off: 0100-2  
Case: 04-20878User: rrowell  
Form ID: pdf901Page 1 of 5  
Total Served: 145

Date Rcvd: Mar 25, 2005

The following entities were served by first class mail on Mar 27, 2005.

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crcm +Ad Hoc Committee of PSC Noteholders, c/o Kenneth A. Rosen, Esq., 65 Livingston Ave.,  
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cr +Alachua County, Florida, Von Fraser, Tax Collector, P.O. Box 1439, Gainesville, FL 32602-1439  
cr +Angelo, Gordon & Co., Attn: Leigh Walzer, 245 Park Avenue, 26th Floor,  
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cr +Argo Partners, 12 West 37th Street, 9th Floor, New York, NY 10018-7480  
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cr +CRT Capital Group LLC, Attn: Nadav Braun, 262 Harbor Drive, Stamford, CT 06902-7438  
cr +Cohanzick Management, LLC, 427 Bedford Road, Suite 260, Pleasantville, NY 10570-3029  
cr +Collin County Tax Assessor/Collector, c/o David B. McCall, Esq., 777 E. 15th Street,  
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cr +County of Kendall, Texas, c/o Michael Reed, PO Box 26990, Austin, TX 78755-0990  
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cr +Halifax County Tax Collections, P.O. Box 68, Halifax, NC 27839-0068  
cr +Henry County Tax Commissioner, Andy Pipkin, P.O. Box 488, McDonough, GA 30253-0488  
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cr +IKON Office Solutions, Inc., Recovery and Bankruptcy, 5400 Bowman Road, Macon, GA 31210-8879  
cr +Installs, Inc. LLC, Attn: Gerald L. Kohn VP, 438 Main Street, Suite 225,  
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cr +Internal Revenue Service, 68 Sewall Street, Room 311, Augusta, ME 04330-6349  
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cr +Michigan Department of Treasury, Revenue & Collections Division, P.O. Box 30754,  
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cr +Missouri Department of Revenue, 301 W. High St., P.O. Box 475, Jefferson City, MO 65102-0475  
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17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7308  
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135 Maxess Road, Suite 26, Melville, NY 11747-3801  
cr +Prime TV LLC, 1930 N. Poplar Street, Southern Pines, NC 28387-7091  
cr +Riverside Claims LLC, Attn: Connie Macewicz, P.O. Box 626 - Planetarium Station,  
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cr Robert R. Russell, 209 Green Drive, Savannah, GA 31419  
cr +Sandell Asset Management Corp., c/o Timothy A. Davidson, Esq., Andrews Kurth, LLP,  
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cr +Saturn Satellite Systems, Inc., Attn: John W. Markham, LLM., Tax General Counsel,  
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cr +Sheriff of Mercer County, P.O. Box 5429, Princeton, WV 24740-5429  
cr +Southwest Wireless, c/o Scott Estep, P.O. Box 4344, Pueblo, CO 81003-0344  
cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570  
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intp +Trumbull Services, L.L.C., 4 Griffin Road North, Windsor, CT 06095-1579  
intp +United States Trustee, 537 Congress Street, Portland, ME 04101-3318  
cr +Viacom Inc., Attn: Helen E. D'Antona, Mgr., Litigation Support Servies,  
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cr +W. Dale Summerford CFC, Gadsden County Tac Collector, P.O. Box 817, Quincy, FL 32353-0817  
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The following entities were served by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*  
aty Arnold & Porter, LLP  
aty Bernstein, Shur, Sawyer & Nelson  
aty Drinker, Biddle & Reath, LLP  
aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP  
aty Shaw, Pittman, LLP  
aty Sidley Austin Brown & Wood LLP  
cr Advance Notice, Inc.  
sp Arnold & Porter, LLP

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

cr Austin CAD  
cr Bartow County Tax Commissioner  
cr Bexar County  
cr Blanco CAD  
cr Buena Vista ISD  
fa Capital & Technology Advisors, LLC  
op Capital Management Associates, Inc.  
intp Carsey Warner Distribution, LLC  
cr Charles County, Maryland  
cr Citadel Broadcasting Company  
cr City of DeLeon, a municipal corporation, DeLeon Independent School District  
cr City of Del Rio, Texas  
cr City of Poth  
cr City of Stockdale  
cr Connecticut Dept. of Revenue Services  
cr County of Lynn  
cr County of Henderson, Trinity Valley Community Coll  
cr County of Van Zandt  
cr County of Wilbarger, Vernon Independent School Dis  
cr Crown Castle South, LLC  
cr D.E. Shaw Laminar Portfolios, LLC  
cr Delaware Street Capital Master Fund, LP, et al  
cr Directv  
consult FTI Consulting, Inc.  
cr Fox Broadcasting Company  
cr Gonzales County, Texas  
fa Greenhill & Co., LLC  
intp H.M. Davidson & Co., L.L.C.  
cr HBK Investments L.P.  
cr HSBC Bank USA  
consult Herbein & Company, Inc.  
acc Herbein Consulting, Inc.  
consult Hewitt Associates LLC  
cr Houston CAD  
cr Indiana Department of Revenue  
cr Ingram ISD  
cr IntelliRisk Management Corporation  
cr Jackson County  
op KPMG LLP  
cr Kansas Department of Revenue  
cr Karnes City ISD  
cr Karnes County, Texas  
consult Kekst and Company Incorporated  
sp King & Spalding, LLP  
cr Kinney County Appraisal District  
acc Kreischer Miller  
cr LEC Development, Inc.  
cr LaVernia ISD  
cr Lampass CAD  
cr Lee County  
cr Llano County  
cr Madison County  
cr Massachusetts Department of Revenue  
cr Mastagorda County  
cr Medina ISD  
cr Metron North America, Inc.  
fa Miller Buckfier Lewis Ying & Co., LLC  
cr Nebraska Department of Revenue  
cr Normangee ISD  
cr Nortel Networks, Inc.  
cr Omnipoint Holdings, Inc.  
cr Par Capital Management, Inc.  
cr Paramount Pictures Corp.  
cr Pecos County  
intp Pegasus Communications Corporation  
cr Polk County  
cr Poth ISD  
aud PricewaterhouseCoopers LLP  
acc PricewaterhouseCoopers LLP  
cr Professional Satellite & Communications  
cr Professional Satellite & Communications  
cr Refugio County  
sp Shaw Pittman LLP  
cr Shelby County  
cr Stockdale ISD  
cr TWC of Kentucky, Inc.  
cr Telepictures Distribution  
cr Terrell County  
cr The Steering Committee of Senior Secured Creditors  
cr Trinity County  
cr Trinity/Groveton Tax Office  
cr Twentieth Television, Inc.  
cr Val Verde County

District/off: 0100-2  
Case: 04-20878

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Date Rcvd: Mar 25, 2005

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cr Wachovia Bank, National Association  
cr Warner Bros. Domestic Television Distribution  
cr Warner Bros. Entertainment, Inc.  
cr Webclick Concepts, Inc.  
cr Wilmington Trust Co.  
cr Wilson County, Texas

TOTALS: 97, \* 0

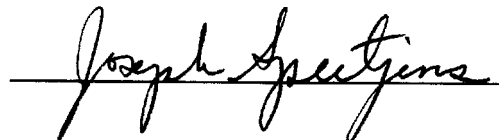
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.**

**First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Mar 27, 2005

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.