

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

Name of Applicant:	Sidley Austin Brown & Wood LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	June 24, 2004, <i>nunc pro tunc</i> to June 2, 2004
Period for Which Compensation and Reimbursement is Sought:	January 1, 2005 through January 31, 2005
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$660,237.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$50,100.38
This is a(n): <u> X </u> interim <u> </u> final 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
3/7/05	12/1/04-12/31/-04	\$526,728.00 – Fees \$57,274.59 – Expenses	Certificate of No Objection Filed 3/29/05

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SUMMARY OF TIME ON MONTHLY FEE STATEMENT
JANUARY 1, 2005 THROUGH JANUARY 31, 2005

Name of Professional/ Individual	Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate²	Total Hours Billed	Total Compensation
Larry J. Nyhan	Partner/ Bankruptcy/ 24 years. Admitted 1980.	\$725.00	13.70	\$9,932.50
Guy S. Neal	Partner/ Bankruptcy/ 11 years. Admitted 1993.	\$550.00	109.50	\$59,675.00
Ellen R. Moring	Associate/ Bankruptcy/ 14 years. Admitted 1990.	\$470.00	196.60	\$92,402.00
Paul S. Caruso	Associate/ Bankruptcy/ 9 years. Admitted 1996.	\$450.00	225.10	\$101,295.00
Christopher F. van Elk	Associate/ Bankruptcy/ 4 years. Admitted 2002.	\$410.00	107.60	\$44,116.00
Teresa H. Chan	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$315.00	56.40	\$17,766.00

² Applicant revised its hourly rates for professionals on January 1, 2005, consistent with its ordinary billing practices for bankruptcy and non-bankruptcy matters, as disclosed in its original retention application previously approved by the Court.

Laura Baccash Franzon	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$290.00	119.20	\$34,568.00
Matthew E. McClintock	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$290.00	80.40	\$23,316.00
Hadley H. Van Vactor	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$260.00	15.30	\$3,978.00
Scott B. Kitei	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$260.00	17.60	\$4,576.00
Brian J. Lohan	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$260.00	18.90	\$4,914.00
Eileen McDonnell- O'Driscoll	Legal Assistant/ Bankruptcy/ 19 years.	\$185.00	14.20	\$2,627.00
Lauren A. Hoeflich	Legal Assistant/ Bankruptcy/ 3 years.	\$165.00	32.80	\$5,412.00
Joseph H. Elsabee	Legal Assistant/ Bankruptcy/ 1 year.	\$150.00	31.10	\$4,665.00
Susan L. Summerfield	Project Assistant/ Bankruptcy/ 14 years.	\$95.00	17.50	\$1,662.50

Paul V. Gerlach	Partner/ Litigation/ 17 years. Admitted 1982.	\$700.00	16.60	\$11,620.00
Barry W. Rashkover	Partner/ Litigation/ 17 years. Admitted 1987.	\$655.00	19.90	\$13,034.50
Dana L. Post	Associate/ Litigation/ 5 years. Admitted 2000.	\$380.00	5.80	\$2,204.00
Catherine B. Winter	Associate/ Litigation/ 3 years. Admitted 2002.	\$370.00	39.60	\$14,652.00
Faith E. Jenkins	Associate/ Litigation/ 1 year. Admitted 2004.	\$315.00	11.40	\$3,591.00
Marcus A. Cordova	Associate/ Litigation/ < 1 year. Admission pending.	\$285.00	32.90	\$9,376.50
Gabriel S. Meyer	Associate/ Litigation/ 2 years. Admitted 2002.	\$280.00	85.30	\$23,884.00
Eric Gold	Associate/ Litigation/ < 1 year. Admission pending.	\$285.00	10.50	\$2,992.50
Angela M. Xenakis	Associate/ Litigation/ 1 year. Admitted 2003.	\$250.00	15.30	\$3,825.00

Elizabeth S. Fishman	Associate/ Litigation/ 1 year. Admitted 2004.	\$215.00	7.90	\$1,975.00
Robert Lyons	Legal Assistant/ Litigation/ 4 years.	\$185.00	150.60	\$27,861.00
Michael Wozniak	Legal Assistant/ Litigation/ 7 years.	\$135.00	19.50	\$2,632.50
Joseph C. Avellone	Legal Assistant/ Litigation/ 3 years.	\$125.00	9.90	\$1,237.50
Stephanie Sharp	Legal Assistant/ Litigation. < 1 year.	\$115.00	4.00	\$460.00
Thomas H. Yancey	Partner/ Taxation/ 24 years. Admitted 1980.	\$550.00	133.90	\$73,645.00
Angelo Ciavarella	Counsel/ Taxation/ 10 years. Admitted 1994.	\$575.00	31.60	\$18,170.00
Louis Gibber	Associate/ Taxation/ 2 years. Admitted 2002.	\$370.00	65.80	\$24,346.00
Todd W. Genger	Associate/ Regulatory/ 3 years. Admitted 2002.	\$310.00	44.60	\$13,826.00
Grand Total			1,761.00	\$660,237.50
Blended Rate		\$374.92		

EXPENSE SUMMARY
JANUARY 1, 2005 THROUGH JANUARY 31, 2005

Expense Category³	Service Provider (if applicable)	Total Expenses
Air Transportation	Various	\$34.00
Duplicating Charges (10¢/page)		\$569.87
Document Delivery Services	Federal Express/DHL	\$74.04
Document Services		\$31,070.87
Facsimile Charges (\$.50/page, outgoing only)		\$60.00
Ground Transportation		\$1,958.77
CALR – Lexis Research Service	Lexis	\$895.61
Meals – Out of Town		\$69.52
Meals		\$23.90
Messenger Services	Cannonball	\$7.00
Overtime Services		\$1,469.48
Document Production		\$1,562.50
Professional Services/Specialists		\$8,031.04
Search Services		\$399.14
Telephone Tolls		\$194.31
AT&T Conference Calls		\$771.23
Travel/Lodging		\$30.94
CALR – Westlaw Research Service	Westlaw	\$1,982.16
Filing Fees		\$896.00
Total		\$50,100.38

³ Pursuant to Applicant's agreement with the United States Trustee, Applicant has reduced its Lexis electronic research charges by 34%, its Westlaw electronic research charges by 10%, and its telephone toll charges by 66%.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

PEGASUS SATELLITE TELEVISION, INC., et al.,⁴

Debtors.

)
) Chapter 11
)

) Case No. 04-20878 (JBH)
)

) (Jointly Administered)
)

**MONTHLY STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES
INCURRED BY SIDLEY AUSTIN BROWN & WOOD LLP, COUNSEL TO THE
DEBTORS, FOR THE PERIOD JANUARY 1, 2005
THROUGH JANUARY 31, 2005.**

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

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

1. On June 2, 2004 (the "Petition Date"), the Debtors commenced these chapter 11 cases by each filing voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On the Petition Date, the Debtors also jointly filed

⁴ 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, L.P., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

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 January 1, 2005 and January 31, 2005, both dates inclusive. The amount of fees sought for services rendered during this period is \$660,237.50 representing 1,761.00 hours in professional and paraprofessional time for such services, and reimbursement of actual necessary expenses incurred by Applicant during the above-referenced period in connection with these services is requested in the amount of \$50,100.38.

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 K 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 a stipulation between the Debtors, the Official Committee of Unsecured Creditors, the Bank Steering Committee, and Wilmington Trust Company regarding the payment of a prepayment premium and accrued default interest to the secured lenders.. Applicant seeks \$2,735.00 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) responding to a subpoena from the Securities and

Exchange Commission (“SEC”), including preparing a document production regarding same, and (ii) communicating with Debtors’ personnel, SEC personnel, and other parties-in-interest regarding the foregoing. Applicant seeks \$138,631.50 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 and drafting the corresponding portions of the disclosure statement, (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 \$51,736.00 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, (vi) drafting a motion to approve the solicitation and voting procedures, (vii) preparing a liquidation and recovery analysis, (viii) addressing issues relating to the hearing on the disclosure statement, which hearing was held subsequent to

the period covered by this Application, (ix) addressing issues relating to the setting of a bar date for administrative claims filed against the Debtors, and (x) 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 \$254,742.50 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 \$550.00 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 the agenda for the hearing on January 19, 2005, (iv) preparing for the service and filing of several plan-related pleadings, (v) participating in a hearing on January 26, 2005, and (vi)

participating in conference calls and meetings concerning the progress of these chapter 11 cases. Applicant seeks \$10,653.00 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. 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 sixth monthly Fee Statement, (ii) the review of information for Applicant's seventh monthly Fee Statement, and (ii) the preparation of Applicant's second Interim Fee Application. 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 \$6,108.50 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. Executory Contracts and Leases: Applicant's professionals during the period covered by this Fee Statement (i) drafted a motion to extend the time in which Debtors could elect to assume or reject unexpired leases of non-residential real property, (ii) participated in multiple conference calls with the Debtors regarding certain executory contract issues, and (iii) addressed issues regarding a proposal relating to certain leases. Applicant seeks \$18,065.50 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. 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) addressing issues relating to responses by claimants to Debtors' first omnibus objection to certain claims, (iii) preparing an agenda for and participating in a hearing on January 26, 2005 regarding Debtors' first omnibus objection to certain claims, (iv) preparing Debtors' second omnibus objection to certain claims, (v) addressing claims issues arising under the proposed plan of reorganization, (vi) researching and preparing a memorandum relating to certain claims issues, (vii) preparing a motion to establish procedures for the filing of administrative claims against the Debtors, and (viii) communications with the claims agent, Trumbull Services, the Committee, and the Debtors' financial advisors, FTI Consulting, regarding claims analysis. Applicant seeks \$102,262.50 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. 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, (iii) prepared further documents and pleadings relating to a proposed asset sale, and (iv) 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 \$70,888.00 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. 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 (ii) communicating with various parties-in-interest regarding the retention of such professionals. Applicant seeks \$1,546.00 in fees for services performed in this category as more particularity detailed in Exhibit K 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 K 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 K 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 6 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”)⁵. Applicant has incurred expenses of \$50,100.38 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 7 of this Fee Statement, as required by D. Me LBR 2016-1.

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

⁵ 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%.

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.

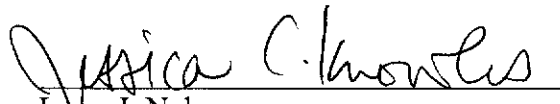
REVIEW OF APPLICABLE LOCAL RULE

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 \$660,237.50, and reimbursement of expenses in the amount of \$50,100.38 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: April 6, 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 January 1, 2005 through January 31, 2005

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

March 21, 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 January 31, 2005 re
DIP Financing/Cash Collateral:

Fees	\$2,735.00
Total Due This Bill	<u>\$2,735.00</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

DIP Financing/Cash Collateral

TIME DETAIL

Date	Name	Narrative	Hours
01/12/05	PS Caruso	Review stipulation re: payment of bank default interest and pre-payment penalties	.50
01/13/05	PS Caruso	Review and provide comments on banks 9019 motion and confer with G. Neal re: same	1.60
01/13/05	GS Neal	Confer with P. Caruso on bank 9019 motion and review same	1.20
01/17/05	GS Neal	Review secured lender settlement terms	.50
01/19/05	PS Caruso	Review various versions of 9019 motion and stipulation in connection with bank default interest and penalties	1.20
01/20/05	PS Caruso	Attention to Bank 9019 Motion and respond to inquiries from Paul Weiss attorneys re: same	.70
Total Hours			<hr/> 5.70

Invoice Number: *****

Pegasus Group

DIP Financing/Cash Collateral

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	1.70	\$550.00	\$935.00
PS Caruso	<u>4.00</u>	450.00	<u>1,800.00</u>
Total Hours and Fees	5.70		\$2,735.00

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 January 1, 2005 through January 31, 2005

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

March 31, 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 January 31, 2005 re
Regulatory:

Fees	\$138,631.50
Total Due This Bill	<u>\$138,631.50</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

Regulatory

TIME DETAIL

Date	Name	Narrative	Hours
01/02/05	EM Gold	Editing, researching, and drafting memo re: SEC issues	9.50
01/02/05	BW Rashkover	Review memorandum on SEC issues and email E. Gold with comments re: same	1.50
01/02/05	CB Winter	Reviewing documents re: SEC issues	1.50
01/03/05	JC Avellone	Update correspondence binder re: SEC issues	.40
01/03/05	MA Cordova	Review documents for production to SEC	5.70
01/03/05	ES Fishman	Review documents for production to SEC	5.40
01/03/05	PV Gerlach	Conference with B. Rashkover regarding status of Pegasus SEC document production and related issues (.5); discussion with S. Blank regarding issues in SEC matter (.5); telephone call with C. Winter regarding SEC issues and T. Lodge call (.3)	1.30
01/03/05	EM Gold	Editing memo re: SEC issues	1.00
01/03/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena	12.50
01/03/05	GS Neal	Confer with T. Lodge on SEC-related issues	.40
01/03/05	DL Post	Meetings with B. Rashkover re: memorandum on SEC issues (1.3); revising memorandum (1.7); reviewing cases cited within memorandum (1.4); meeting with C. Winter and F. Jenkins re: case status and upcoming tasks (.6); attending to files and correspondence re: SEC issues (.3); revising letter re: SEC issues (.5)	5.80
01/03/05	BW Rashkover	Review memorandum and authorities on SEC issues and draft comments to E. Gold and D. Post re: same (1.0); conference with D. Post re: memorandum and document production (1.0); review and revise memorandum and review case law re: SEC issues (2.2); conferences re: same with D. Post (.3); telephone conference with P. Gerlach re: same (.5)	5.00
01/03/05	CB Winter	Reviewing e-mails re: status of SEC document production (1.5); meeting with D. Post to discuss status of review (.6); setting up conference call for 1/6/05 re: SEC issues (.4); telephone conference with P. Gerlach re: same (.3)	2.80
01/04/05	MA Cordova	Review emails re: SEC issues	2.40
01/04/05	PV Gerlach	Call with B. Rashkover regarding SEC document production issues and several emails regarding same (.6); email G. Neal	2.00

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		regarding SEC issues (.5); extended call with T. Lodge regarding SEC issues (.9)	
01/04/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena	11.50
01/04/05	GS Meyer	Document review for production to SEC	5.10
01/04/05	GS Neal	Prepare for and participate in conference call with T. Yancey and SEC regarding SEC issues	1.30
01/04/05	BW Rashkover	Conferences with C. Winter, P. Gerlach and J. Mitnick re: SEC document production issues and email D. Post re: same (1.1); conference call re: SEC issues (.9)	2.00
01/04/05	CB Winter	Email D. Post re: status of various SEC document production issues (.8); telephone call with T. Lodge re: same (.8); meeting with B. Rashkover re: same (.5); attending conference call with B. Rashkover, G. Neal and client re: SEC issues (.9)	3.00
01/04/05	TH Yancey	Attend call with T. Lodge, G. Neal, S. Blank, B. Rashkover and P. Gerlach re: SEC issues	.90
01/04/05	TH Yancey	Review memo re: SEC matters	.20
01/05/05	MA Cordova	Review documents re: SEC issues	.40
01/05/05	TW Genger	Electronic document review for production to SEC	4.00
01/05/05	PV Gerlach	Emails with T. Lodge re: SEC issues	.30
01/05/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena (10.2); telephone call with C. Winter re: same (.3)	10.50
01/05/05	GS Meyer	Document review for production to SEC	2.60
01/05/05	BW Rashkover	Conference with C. Winter re: SEC document review (.2); email to P. Gerlach re: same (.1); meeting with C. Winter, et al. re: email review (.5)	.80
01/05/05	CB Winter	Telephone call with R. Lyons re: status of SEC document review (.3); meeting with R. Lyons, B. Rashkover and T. Fehilly re: document review process (.5); telephone call with B. Rashkover re: same (.2); arranging for T. Lodge's visit to office (.3)	1.30
01/06/05	MA Cordova	Review documents re: SEC issues	3.80
01/06/05	TW Genger	Electronic document review for production to SEC	3.50
01/06/05	PV Gerlach	Conference call with T. Lodge, S. Blank and B. Rashkover regarding document production and other SEC issues (1.0); call with B. Rashkover regarding SEC issues (.5)	1.50

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
01/06/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena	9.30
01/06/05	GS Meyer	Document review for production to SEC	5.20
01/06/05	BW Rashkover	Conference with T. Lodge, S. Blank, and P. Gerlach re: SEC issues (1.0); telephone conference with P. Gerlach re: same (.5); review and revise letter re: SEC issues (.3)	1.80
01/06/05	CB Winter	Meeting with T. Lodge re: SEC issues (1.0); conference call with client, P. Gerlach and B. Rashkover to discuss various SEC issues (1.0); revising letter re: SEC issues (.6); reviewing documents produced to SEC on 12/30/04 (1.1); telephone call with J. Tatel re: status of document review (.3); reviewing documents re: SEC issues (3.0)	8.00
01/06/05	AM Xenakis	Document review for production to SEC	5.30
01/07/05	JC Avellone	Assist with document production to SEC	1.50
01/07/05	MA Cordova	Review documents re: SEC issues	4.50
01/07/05	TW Genger	Electronic document review for production to SEC	3.50
01/07/05	FE Jenkins	Meeting with Bob Lyons and Catherine Winter re: document production to SEC	.80
01/07/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena (3.5); meeting with F. Jenkins and C. Winter re: same (.8)	4.30
01/07/05	GS Meyer	Document review for production to SEC	6.80
01/07/05	CB Winter	Telephone calls re: SEC document production (1.3); meeting with F. Jenkins and R. Lyons re: same (.8); telephone call with C. Carleton re: SEC issue (.4); email B. Rashkover re: document production (.2); telephone call with T. Fehilly re: document production (.3)	3.00
01/08/05	R Lyons	Assisting attorneys in electronic review of documents pursuant to SEC subpoena	4.00
01/09/05	TW Genger	Electronic document review for production to SEC	2.00
01/09/05	GS Meyer	Document review for production to SEC	.90
01/10/05	MA Cordova	Review documents re: SEC issues	5.70
01/10/05	T Fehilly	Invited Paul Neale from DOAR litigation services , into the office to discuss the proposed work flow envisioned for the deduplicating and culling of the global universe of email with other members of the legal team present.	1.00

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
01/10/05	T Fehilly	Invited Chris Koa from Kroll Ontrack litigation services , into the office to discuss the proposed work flow envisioned for the deduplicating and culling of the global universe of email with other members of the legal team present.	1.00
01/10/05	T Fehilly	Invited Nick Scheer from FIOS litigation services , into the office to discuss the proposed work flow envisioned for the deduplicating and culling of the global universe of email with other members of the legal team present.	1.00
01/10/05	T Fehilly	After presentations from DOAR , FIOS and Kroll Ontrack , Catherine Winter Bob Lyons and myself mapped out the next steps to be taken in the process to retain a service bureau for the culling and deduplication of the global universe of email.	1.00
01/10/05	ES Fishman	Review documents for production to SEC	2.50
01/10/05	TW Genger	Electronic document review for production to SEC	2.00
01/10/05	PV Gerlach	Telephone call T. Yancey and T. Lodge regarding Pegasus status and SEC issues (.6); call with B. Rashkover regarding SEC issues (.5); telephone call Phil Parker regarding bankruptcy issues (.3)	1.40
01/10/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	3.50
01/10/05	R Lyons	Meetings with IT vendors, C. Winter and T. Fehilly to discuss production to SEC (3.9); assessment and discussion of IT issues (1.1)	5.00
01/10/05	GS Meyer	Document review for production to SEC	6.60
01/10/05	BW Rashkover	Conference call with P. Gerlach re: SEC issues	.50
01/10/05	CB Winter	Meetings with vendors, T. Fehilly and R. Lyons to discuss SEC document review (3.9); conference call with client re: SEC issues (.6); email B. Rashkover re: document production (.3)	4.80
01/11/05	MA Cordova	Review documents re: SEC issues	2.80
01/11/05	PV Gerlach	Emails and calls from S. Blank regarding subpoena (.3); extended call with S. Blank and T. Lodge regarding subpoena and other SEC issues (.7)	1.00
01/11/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	9.50
01/11/05	GS Meyer	Document review for production to SEC	6.00
01/11/05	BW Rashkover	Revise letter re: SEC issues (.2); telephone conference with T. Lodge re: bankruptcy issues (.3); email to P. Gerlach re: same	.70

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		(.2)	
01/11/05	AM Xenakis	Document review for production to SEC	2.00
01/12/05	MA Cordova	Review documents re: SEC issues	.50
01/12/05	TW Genger	Electronic document review for production to SEC	6.50
01/12/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	8.50
01/12/05	GS Meyer	Document review for production to SEC	6.50
01/12/05	AM Xenakis	Document review for production to SEC	1.50
01/13/05	TW Genger	Electronic document review for production to SEC	2.30
01/13/05	PV Gerlach	Call from K. O'Donnell regarding bankruptcy issues (.4); call client regarding same (.3); meet (in part) with T. Lodge to update status regarding SEC issues (.6)	1.30
01/13/05	PV Gerlach	Call with S. Blank regarding subpoena (.3); email regarding SEC call (.2); email T. Yancey regarding same (.3)	.80
01/13/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	3.50
01/13/05	GS Meyer	Document review for production to SEC	6.20
01/13/05	AM Xenakis	Document review for production to SEC	3.50
01/13/05	TH Yancey	Meet with T. Lodge, J. Tatel and P. Gerlach re: SEC issues	1.50
01/14/05	MA Cordova	Meet with F. Jenkins re: letter re: SEC issues (1.0); assist attorney in drafting letter re: SEC issues (0.5)	1.50
01/14/05	PV Gerlach	Email S. Blank regarding SEC issues (.3); review Pegasus letter regarding outstanding questions regarding SEC issues (.2); email B. Rashkover regarding same (.5)	1.00
01/14/05	FE Jenkins	Edit and revise letter re: SEC issues (1.6); meet with Marcus Cordova re: same (1.0); email Dana Post re: same (.4)	3.00
01/14/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	7.00
01/14/05	GS Meyer	Document review for production to SEC	6.00
01/14/05	BW Rashkover	Conference with C. Winter re: SEC document production issues	.50
01/14/05	S Sharp	Prepare and produce documents to SEC	3.00
01/14/05	CB Winter	Meeting with B. Rashkover to discuss SEC document production	.50
01/14/05	MF Wozniak	Prepare and produce Pegasus documents to the Securities and	3.00

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		Exchange Commission	
01/14/05	AM Xenakis	Document review for production to SEC	3.00
01/17/05	MA Cordova	Review documents re: SEC issues	1.60
01/17/05	TW Genger	Electronic document review for production to SEC	6.80
01/17/05	MF Wozniak	Assist with Pegasus production to the Securities and Exchange Commission	1.00
01/18/05	TW Genger	Electronic document review for production to SEC	2.00
01/18/05	PV Gerlach	Review SEC subpoena in Pegasus matter (.3); telephone call regarding SEC issues (.5); call (in part) regarding SEC and bankruptcy issues (.8); emails regarding SEC issues (.3); call from T. Lodge regarding SEC issues (.6)	2.50
01/18/05	FE Jenkins	Document review for production to SEC	3.00
01/18/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	10.50
01/18/05	GS Meyer	Document review for production to SEC	6.60
01/18/05	GS Neal	Confer with P. Gerlach, B. Rashkover and T. Lodge on SEC issues (1.6); follow up regarding same (.2)	1.80
01/18/05	LJ Nyhan	Conference with and emails to T. Yancey regarding SEC and plan issues	.80
01/18/05	BW Rashkover	Conference call with T. Lodge, S. Blank, P. Gerlach, P. Parker, G. Neal and T. Yancey re: SEC issues update	1.50
01/18/05	CB Winter	Telephone call with client, B. Rashkover, G. Neal and P. Gerlach re: SEC and bankruptcy issues (1.6); forwarding to client copy of letter sent to SEC (.2)	1.80
01/18/05	TH Yancey	Follow up calls re: SEC issues with T. Lodge and L. Nyhan	.40
01/18/05	TH Yancey	Attend telephone conference with T. Lodge, G. Neal, P. Gerlach, B. Rashkover and G. McGuire regarding SEC issues (1.6); follow up re: same (.2)	1.80
01/19/05	MA Cordova	Review documents re: SEC issues	2.80
01/19/05	PV Gerlach	Call with SEC and bankruptcy counsel regarding SEC issues (.8); emails regarding same (.4); call D. Maynard regarding SEC issue status (.3); conference call with interested party regarding SEC issues (.5) call with S. Blank and T. Lodge regarding same (.5)	2.50
01/19/05	FE Jenkins	Document review for production to SEC	3.00

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
01/19/05	R Lyons	Coordinating document production to SEC	1.00
01/19/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	5.00
01/19/05	GS Meyer	Document review for production to SEC	7.20
01/19/05	BW Rashkover	Telephone conference with T. Lodge and S. Blank re: SEC issues (.5) telephone conference with interested party re: subpoena, and emails to F. Jenkins re: documents re: same (1.0)	1.50
01/19/05	CB Winter	Reviewing e-mails re: SEC issues (.6); conference call with T. Lodge to discuss same (.5); preparing documents for production (.9); conference call with T. Lodge, B. Rashkover and S. Blank re: SEC subpoena (.5)	2.50
01/20/05	MA Cordova	Review documents re: SEC issues	1.20
01/20/05	FE Jenkins	Continue drafting letter and preparing binder for interested party re: SEC issues	.80
01/20/05	FE Jenkins	Draft letter and send documents re: SEC issues to interested party	.80
01/20/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	4.00
01/20/05	R Lyons	Coordinating document production to SEC	1.50
01/21/05	R Lyons	Coordinating document production to SEC	.50
01/21/05	GS Meyer	Document review for production to SEC	3.60
01/21/05	LJ Nyhan	Conference with G. Neal regarding SEC issues	.40
01/23/05	TW Genger	Electronic document review for production to SEC	6.50
01/23/05	GS Meyer	Document review for production to SEC	4.80
01/24/05	JC Avellone	Prepare documents for production to the SEC	3.00
01/24/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	8.50
01/24/05	GS Meyer	Document review for production to SEC	1.30
01/24/05	BW Rashkover	Conference with C. Winter re: SEC document production issues	.30
01/24/05	S Sharp	Organize documents re: SEC issues	1.00
01/24/05	CB Winter	Conference call with S. Blank, M. Eyer and M. Srivastava re: status of document production to SEC (.4); follow-up discussion with B. Rashkover re: same (.3); final preparations for producing certain documents (1.7); telephone call with T. Lodge re: SEC	3.00

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		issues (.6)	
01/24/05	MF Wozniak	Prepare Pegasus documents to be produced to the Securities and Exchange Commission for C. Winter	4.50
01/25/05	JC Avellone	Prepare documents for production to the SEC	2.30
01/25/05	R Lyons	Assist with document production to SEC	4.50
01/25/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	7.50
01/25/05	GS Meyer	Document review for production to SEC	2.20
01/25/05	BW Rashkover	Conference call re: document production to SEC	1.00
01/25/05	CB Winter	Drafting cover letter re: SEC issues (.3); telephone call with T. Lodge to discuss status of document production (.5); conference call with client to discuss same (1.0); preparing to produce documents (2.5)	4.30
01/25/05	MF Wozniak	Prepare Pegasus documents to be produced to the Securities and Exchange Commission	5.00
01/26/05	JC Avellone	Prepare documents for production to the SEC	2.70
01/26/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	4.00
01/26/05	GS Meyer	Document review for production to SEC	.80
01/26/05	CB Winter	Addressing SEC document production issue	.50
01/26/05	MF Wozniak	Prepare Pegasus documents to be produced to the Securities and Exchange Commission for C. Winter	5.00
01/27/05	R Lyons	Assist with document production to SEC	3.50
01/27/05	R Lyons	Assisting attorneys in electronic review of production materials to SEC	4.50
01/27/05	GS Meyer	Document review for production to SEC	2.90
01/27/05	BW Rashkover	Review materials on SEC issue(.5); meeting with T. Lodge re: SEC issues (1.0)	1.50
01/27/05	CB Winter	Conference call with client re: SEC document production issue (.8); telephone call with re: same (.4); arranging conference call between SABW and client to discuss SEC matters (.3); reviewing memo from R. Lyons re: document production issue (.3)	1.80
01/28/05	TW Genger	Electronic document review for production to SEC	5.50
01/28/05	R Lyons	Assisting attorneys in electronic review of production materials to	1.00

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		SEC	
01/28/05	GS Meyer	Document review for production to SEC	.30
01/31/05	PV Gerlach	Confer with B. Rashkover regarding SEC issues (.3); email G. Neal regarding same (.2); call to K. O'Donnell regarding SEC issue (.3); call from SEC staff requesting letter regarding SEC issue (.2)	1.00
01/31/05	R Lyons	Preparation of production materials to SEC per attorney request (5.0); telephone calls with C. Winter re: same (.5)	5.50
01/31/05	GS Meyer	Document review for production to SEC	3.70
01/31/05	BW Rashkover	Telephone conference with P. Gerlach re: SEC issues	.30
01/31/05	CB Winter	Email B. Rashkover re: SEC document production (.3); telephone calls with R. Lyons re: same (.5)	.80
01/31/05	MF Wozniak	Assist R. Lyons with Pegasus document productions to the Securities and Exchange Commission	1.00
Total Hours			486.30

Invoice Number: *****

Pegasus Group

Regulatory

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	1.20	\$725.00	\$870.00
PV Gerlach	16.60	700.00	11,620.00
BW Rashkover	18.90	655.00	12,379.50
GS Neal	3.50	550.00	1,925.00
TH Yancey	4.80	550.00	2,640.00
DL Post	5.80	380.00	2,204.00
CB Winter	39.60	370.00	14,652.00
FE Jenkins	11.40	315.00	3,591.00
TW Genger	44.60	310.00	13,826.00
MA Cordova	32.90	285.00	9,376.50
EM Gold	10.50	285.00	2,992.50
GS Meyer	85.30	280.00	23,884.00
ES Fishman	7.90	250.00	1,975.00
AM Xenakis	15.30	250.00	3,825.00
R Lyons	150.60	185.00	27,861.00
T Fehilly	4.00	170.00	680.00
MF Wozniak	19.50	135.00	2,632.50
JC Avellone	9.90	125.00	1,237.50
S Sharp	4.00	115.00	460.00
Total Hours and Fees	486.30		\$138,631.50

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 January 1, 2005 through January 31, 2005

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

March 22, 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 January 31, 2005 re
Tax Issues:

Fees	\$51,736.00
Total Due This Bill	<u>\$51,736.00</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
01/03/05	A Ciavarella	Meeting with L. Gibber re: tax issues (.2); consideration of tax issues (.8)	1.00
01/03/05	L Gibber	Conference with A. Ciavarella regarding tax issues regarding disclosure statement	.20
01/04/05	L Gibber	Review bankruptcy plan and disclosure statement including tax portions thereof (2.5); additional research regarding same (1.2); email A. Ciavarella regarding same (.3)	4.00
01/04/05	TH Yancey	Email A. Ciavarella regarding tax issues regarding plan	.30
01/05/05	A Ciavarella	Review/edit draft tax sections of disclosure statement (1.0); research re: same (.4); meetings and phone calls with L. Gibber re: same (.6); phone call with L. Gibber and T. Yancey re: same (1.0)	3.00
01/05/05	L Gibber	Conferences with A. Ciavarella regarding tax issues in plan (.6); conference with E. Moring regarding same (.3); conferences with T. Yancey and A. Ciavarella regarding same (1.0); call with T. Yancey and D. Killip regarding same (.5); research regarding tax issues regarding plan (3.2); drafting tax sections of disclosure statement for the plan (9.9)	15.50
01/05/05	TH Yancey	Telephone conference with A. Ciavarella and L. Gibber regarding tax issues regarding plan	1.00
01/05/05	TH Yancey	Telephone conference with D. Killip and L. Gibber regarding tax aspects of plan	.50
01/06/05	A Ciavarella	Review/edit revisions of draft tax section of disclosure statement (1.7); research re: same (.4); meetings and phone calls re: same (.4)	2.50
01/06/05	L Gibber	Drafting tax section of disclosure statement for plan (6.9); research regarding same (2.4); conference with T. Yancey regarding same (.2)	9.50
01/06/05	TH Yancey	Review tax treatment of claims reserve, including telephone conference with IRS re: same	3.30
01/07/05	A Ciavarella	Review revised tax section of disclosure statement (1.0); email in connection with same (.3); phone call with L. Gibber and T. Yancey re: same (1.0)	2.30
01/07/05	L Gibber	Call with A. Ciavarella and T. Yancey regarding disclosure statement tax issues	1.00

Invoice Number: *****

Pegasus Group

Tax Issues

Date	Name	Narrative	Hours
01/09/05	L Gibber	Review changes to tax sections of disclosure statement	.30
01/10/05	A Ciavarella	Review/consider edits to draft tax section of disclosure statement (.9); meetings with L. Gibber re: same (.6)	1.50
01/10/05	L Gibber	Conference with A. Ciavarella regarding tax issues regarding disclosure statement (.4); conference with T. Yancey regarding tax issues regarding disclosure statement (.5); conference with T. Yancey and E. Moring regarding same (1.2); conference with A. Ciavarella regarding same (.2)	2.30
01/10/05	TH Yancey	Telephone conference with L. Gibber re: tax issues re: plan	.50
01/10/05	TH Yancey	Review issues in draft tax provisions of disclosure statement and materials regarding same	1.50
01/12/05	PS Caruso	Telephone conferences and correspondence with S. Hammond re: state tax issues	1.20
01/12/05	A Ciavarella	Review/edit draft tax sections of disclosure statement (.5); research relating to same (.2); meetings with L. Gibber re: same (.4); phone call with L. Gibber and T. Yancey re: same (1.4)	2.50
01/12/05	L Gibber	Conference with A. Ciavarella regarding comments to tax section of disclosure statement (.4); review same (3.3); conferences with A. Ciavarella and T. Yancey regarding same (1.4); conferences with Akin Gump regarding same (2.4)	7.50
01/13/05	PS Caruso	Review and revise memo re: state tax issue	1.20
01/13/05	A Ciavarella	Review/edit disclosure statement re: tax issues (.9); phone call with L. Gibber and T. Yancey re: same (1.0); consideration of tax issues (.6)	2.50
01/13/05	L Gibber	Review comments to tax section of disclosure statement (1.9); research regarding same (3.6); conference with A. Ciavarella and T. Yancey regarding same (1.0)	6.50
01/14/05	PS Caruso	Revise memorandum re: state tax issue and distribute same to committee counsel	1.10
01/14/05	A Ciavarella	Preparation for and participation in conference call with T. Yancey and L. Gibber regarding tax and related issues in disclosure statement (2.4); review T. Yancey mark-up of same (.9)	3.30
01/14/05	L Gibber	Conference call with A. Ciavarella and T. Yancey reviewing comments to the tax section of disclosure statement (2.1); conference with A. Bobker @ Debevoise regarding same (.9)	3.00
01/18/05	A Ciavarella	Review/edit tax section of disclosure statement (1.3); meeting	2.00

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Pegasus Group

Tax Issues

Date	Name	Narrative	Hours
		with L. Gibber re: same (.5); email T. Yancey re: same (.2)	
01/18/05	L Gibber	Revising tax section of disclosure statement (3.2); conferences with A. Ciavarella regarding same (.5); conference with E. Moring regarding same (.3)	4.00
01/19/05	A Ciavarella	Email L. Gibber re: tax issues in disclosure statement	.30
01/19/05	L Gibber	Conference with T. Yancey regarding tax section of disclosure statement	1.00
01/19/05	TH Yancey	Telephone conference with G. Neal and E. Moring regarding resolution of potential tax claims (.7); preparation of materials regarding same (.6)	1.30
01/20/05	L Gibber	Drafting changes to the tax section of disclosure statement and circulating same to working group	2.00
01/20/05	TH Yancey	Review tax analysis and attend telephone conference regarding determination of taxes for recovery analysis	1.00
01/20/05	TH Yancey	Review 2005 federal income tax issues for estate and new draft of tax section of disclosure statement	1.30
01/24/05	A Ciavarella	Email L. Gibber re: tax issues in disclosure statement	.30
01/24/05	TH Yancey	Email with D. Killip regarding status of net operating losses	.30
01/25/05	A Ciavarella	Phone calls with T. Yancey re: tax issues re: potential asset sale (.3); review Akin Gump edits to proposed tax section of disclosure statement (.4); email L. Gibber re: same (.1)	.80
01/26/05	A Ciavarella	Phone calls and meetings with T. Yancey and Louis Gibber regarding open tax and business issues (1.0); review/edit proposed language to include in documents relating to use of NOLs and other issues (1.2); research regarding tax issues (.8)	3.00
01/26/05	L Gibber	Research regarding additional NOL and NUBIL issues (2.6); conferences with A. Ciavarella and T. Yancey regarding same (.9)	3.50
01/27/05	A Ciavarella	Phone calls, meetings, research and consideration of tax issues (.8); review/edit tax provisions of disclosure statement (1.0); conference call with Akin Gump re: same (1.0)	2.80
01/27/05	L Gibber	Conferences with A. Ciavarella, T. Yancey and Akin regarding tax issues regarding disclosure statement and plan (2.4); research regarding same (1.6)	4.00
01/28/05	A Ciavarella	Phone calls and meetings with L. Gibber re: tax issues (1.5); review and edit tax provisions of disclosure statement (.5); email correspondence re: same (.2); telephone call with E. Moring re:	2.50

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Pegasus Group

Tax Issues

Date	Name	Narrative	Hours
		same (.3)	
01/28/05	L Gibber	Conferences with A. Ciavarella regarding changes to the tax sections of disclosure statement and plan	1.50
01/28/05	TH Yancey	Review authorities regarding tax net operating losses	1.90
01/28/05	TH Yancey	Attend telephone conference with R. Parks, D. Botter and G. Maguire re: tax net operating losses	1.00
01/31/05	A Ciavarella	Calls and email re: tax issues re: disclosure statement (.4); review same (.5); research regarding CNOLs (.4)	1.30
Total Hours			114.80

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Pegasus Group

Tax Issues

TIME SUMMARY

Name	Hours	Rate	Value
A Ciavarella	31.60	\$575.00	\$18,170.00
TH Yancey	13.90	550.00	7,645.00
PS Caruso	3.50	450.00	1,575.00
L Gibber	<u>65.80</u>	370.00	<u>24,346.00</u>
Total Hours and Fees	114.80		\$51,736.00

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 January 1, 2005 through January 31, 2005

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

March 21, 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 January 31, 2005 re
Plan and Disclosure Statement:

Fees	\$254,742.50
Total Due This Bill	<u>\$254,742.50</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

Plan and Disclosure Statement

TIME DETAIL

Date	Name	Narrative	Hours
01/02/05	TH Chan	Draft Motion for Order to approve balloting/voting procedures	2.90
01/02/05	GS Neal	Draft open issues list for filing of plan and disclosure statement	1.00
01/03/05	PS Caruso	Telephone conferences and correspondence with E. Moring, G. Neal, FTI and Pegasus re: liquidation analysis (2.6); review Plan (2.8)	5.40
01/03/05	TH Chan	Draft Motion for Order to approve balloting/voting procedures (3.8); compile research re: balloting/voting procedures in other chapter 11 cases (2.5); conference with E. Moring re: same (.3)	6.60
01/03/05	LB Franzon	Examination of certain agreements in connection with liquidation analysis	.50
01/03/05	EA McDonnell-O'Driscoll	Confer with T. Chan re Disclosure Statement approval orders and supporting documentation (.1); research re same (.6)	.70
01/03/05	ER Moring	Conferences with T. Chan re: plan research issues (.3); conferences with C. van Elk re: comments to plan and disclosure statement and issues re: same (1.1); e-mails with S. Blank re: disclosure statement issues (.2); telephone call with R. Keach re: plan filing and related issues (.2); draft and revise list of plan and disclosure statement pleadings and tasks to finalize (1.2); telephone call (in part) with D. Botter, P. Dublin and G. Neal re: plan comments and issues (.7); telephone call (in part) with G. Maguire and G. Neal re: same (.7); telephone calls with G. Neal re: plan and disclosure statement issues (.4); draft and revise Chapter 11 plan (6.2); e-mails with G. Neal re: plan (.4)	11.40
01/03/05	GS Neal	Conference calls with Committee (1.2) and PCC (.9) regarding revisions to plan and disclosure statement; review certain plan provisions and revise proposed language regarding same (1.5); confer with E. Moring on open plan and disclosure statement issues (.6); confer with L. Nyhan regarding same (.6)	4.80
01/03/05	LJ Nyhan	Office conference with G. Neal regarding plan issues (.60); review plan documents (.50)	1.10
01/03/05	TH Yancey	Draft tax portion of disclosure statement	5.30
01/03/05	CF van Elk	Meetings w/ E. Moring re: Plan and Disclosure Statement (1.0); Call w/ P. Caruso re: liquidation analysis and claims summary (.1); Review and mark up draft of Plan (4.8); Call w/ S. Blank re: Disclosure Statement document summaries (.2)	5.90

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/04/05	PS Caruso	Telephone conferences and correspondence with Pegasus, FTI, and Akin Gump and review of disclosure statement and plan	8.70
01/04/05	TH Chan	Research re: notice re: hearing to approve disclosure statement and administrative claims bar date (1.3); meeting with E. Moring re: notice provisions (.1); review issues pertaining to balloting agent (.4); revise motion for order to approve balloting/voting procedures (3.6); meeting with E. Moring to discuss research re: Plan issue (.6); research re: Plan issues (2.1); meeting with G. Neal, E. Moring, C. van Elk and H. Van Vactor to discuss progress (.9)	9.00
01/04/05	ER Moring	Conferences with T. Chan re: related plan documents and plan research (.7); telephone calls with P. Dublin re: plan issues (.5); telephone calls with G. Maguire re: plan issues (.3); telephone call with T. Yancey re: tax issues regarding plan (.5); meeting with G. Neal, C. van Elk, H. Van Vactor and T. Chan re: plan and disclosure issues and tasks (.9); emails with working group re: plan issues (.4); research re: plan issues (.9); conference call with Akin, Debevoise and Sidley attorneys re: plan comments and issues (1.0); telephone call with R. Keach re: plan related documents and procedural issues (.5); emails with P. Caruso re: claims and liquidation analyses (.3); draft and revise plan (6.1); conferences with C. van Elk re: plan and disclosure statement issues (.9); conferences with G. Neal re: same (.9)	13.90
01/04/05	GS Neal	Conference calls with Committee and PCC regarding plan and disclosure statement (3.1); confer with E. Moring regarding plan and disclosure statement filing and service issues (.9); confer with P. Caruso regarding liquidation and recovery analysis (.5); confer with team regarding plan issues (.9); telephone call with T. Yancey regarding Disclosure Statement (.3)	5.70
01/04/05	LJ Nyhan	Email G. Neal regarding committee and plan issues (.40); review revised plan (1.50)	1.90
01/04/05	HH Van Vactor	Meeting with Guy Neal, Ellen Moring, Teresa Chan, and Chris Van Elk re: Plan progress (.9); review motion to extend exclusivity (.1)	1.00
01/04/05	TH Yancey	Draft tax portion of disclosure statement (4.6); telephone conference with E. Moring re: tax issues re: plan (.5)	5.10
01/04/05	TH Yancey	Telephone conferences with G. Neal re: disclosure statement	.30
01/04/05	TH Yancey	Telephone conference with bankruptcy counsel for debtors, creditors and PCC regarding plan	.90

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/04/05	CF van Elk	Revise Disclosure Statement to reflect revised Plan and other comments (9.0); Meet w/ E. Moring re: Plan and Disclosure Statement (.9); Call w/ L. Nyhan, G. Neal, E. Moring and counsel to Committee and PCC re: comments on Plan (1.0); Meeting w/ G. Neal, E. Moring, T. Chan and H. Van Vactor re: plan status (.9)	11.80
01/05/05	PS Caruso	Attention to recovery analysis and liquidation analysis	8.50
01/05/05	TH Chan	Draft Notice of Hearing to Approve Disclosure Statement (1.0); revise Notice of Hearing to Approve Disclosure Statement (1.6); revise Motion for Order to approve balloting/voting procedures (1.6)	4.20
01/05/05	ER Moring	Telephone call with T. Lodge, S. Blank, L. Nyhan and G. Neal re: plan and timing issues (.5); confer with T. Chan re: drafting of motions related to plan (.2); conferences with C. van Elk re: plan and disclosure statement issues (.5); telephone call with L. Gibber re: tax issues re: plan (.3); telephone calls with G. Maguire re: plan issues (.4); conferences with G. Neal re: plan and disclosure statement issues (1.0); emails with working group re: plan issues and logistics (.5); call with Akin, Debevoise and Sidley re: plan and disclosure statement comments and issues (1.2); telephone call with T. Yancey, G. Neal and C. van Elk re: plan and disclosure statement tax issues (1.2); draft and revise plan and disclosure statement (8.4)	14.20
01/05/05	GS Neal	Calls with Committee and PCC counsel regarding proposed revisions to plan and disclosure statement (2.3); confer internally regarding certain plan issues (2.4); meetings with E. Moring regarding open plan items (1.0); review plan issues (.5)	6.20
01/05/05	LJ Nyhan	Conferences with client regarding plan issues (.80); conference with G. Neal regarding committee issues (.40)	1.20
01/05/05	HH Van Vactor	Email re: Motion to extend exclusivity with Chris van Elk (.1); review past motions and review necessary background information to draft exclusivity motion (1.2)	1.30
01/05/05	TH Yancey	Telephone call with counsel for creditors committee re: comments to plan and disclosure statement	1.20
01/05/05	TH Yancey	Review and provide comments re: disclosure statement	5.00
01/05/05	CF van Elk	Revise Disclosure Statement per comments received on call with interested parties (3.6); Calls and emails w/ S. Hammond of client re: claims analysis (1.2); Calls w/ G. Neal, E. Moring and counsel to Committee and PCC re: comments on Plan and Disclosure Statement (2.3); Review exclusivity motion (2.2);	11.60

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		Review Disclosure Statement Hearing Notice (.6); Revise disclosure statement related to certain claims (.4); Revise disclosure statement re: other matters (1.3)	
01/06/05	PS Caruso	Review revised drafts of plan and disclosure statement (4.6); telephone conferences and correspondence with debtors, and debtor and committee professionals re: recovery analysis and liquidation analysis (1.9)	6.50
01/06/05	TH Chan	Email E. Moring re: notice provisions for Administrative Bar Date Motion and Approval of Disclosure Statement hearing (.3); modify chart of Debtors' corporate structure (.9); revise notice of hearing to approve the Disclosure Statement (.9); revise Motion for Order to approve balloting/voting procedures (.2)	2.30
01/06/05	ER Moring	Telephone calls with G. Maguire re: plan issues (.5); telephone calls with T. Yancey and C. van Elk re: tax issues regarding plan and disclosure statement (1.3); telephone call with D. Botter re: plan issues (.2); draft and revise plan and disclosure statement (6.1); emails with Trumbull and local counsel re: service and filing of notice of hearing of disclosure statement (.7); review and revise notice of hearing of disclosure statement (.4); conference call with Sidley, Akin and Debevoise attorneys re: comments to plan and disclosure statement (.8); emails to working group re: plan (.3); telephone call with T. Yancey re: recovery analysis (.3)	10.60
01/06/05	GS Neal	Confer with T. Lodge regarding plan and disclosure statement and filing of same (1.0); confer with E. Moring and C. van Elk regarding needed revisions to plan and disclosure statement (1.2); confer with Committee and PCC counsel regarding plan revisions (.8); confer with R. Keach regarding procedural issues and tax matters regarding plan (1.0)	4.00
01/06/05	LJ Nyhan	Email G. Neal regarding plan and committee issues and review related documents	.40
01/06/05	HH Van Vactor	Draft Motion to extend exclusivity	.50
01/06/05	TH Yancey	Provide comments re: plan	.80
01/06/05	TH Yancey	Telephone conference with counsel for creditors committee regarding comments re: plan and disclosure statement	.80
01/06/05	TH Yancey	Telephone conference with L. Gibber re: tax portion of disclosure statement	.20
01/06/05	TH Yancey	Telephone conference C. Van Elk regarding disclosure statement items	.30

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/06/05	TH Yancey	Telephone conference with E. Moring regarding recovery analysis	.30
01/06/05	TH Yancey	Telephone conference with E. Moring and C. Van Elk regarding plan comments	1.30
01/06/05	CF van Elk	Email E. Moring and G. Neal re: motion to extend exclusivity (.5); Call w/ T. Yancey re: certain disclosures (.3); Revise Disclosure Statement (4.9); Review objection to exclusivity (.6); Call w/ E. Moring and T. Yancey re: comments to Plan and Disclosure Statement (1.3); Review Voting Procedures Motion (.3); Review Recovery Analysis (1.4)	9.30
01/07/05	PS Caruso	Continue work on liquidation and recovery analysis (4.0); telephone conferences and correspondence with FTI, MBLY, Pegasus and Akin Gump re: same (2.8)	6.80
01/07/05	EA McDonnell-O'Driscoll	Conference with E. Moring re distribution of plan and disclosure statement to client and team (.1); research re same (.2)	.30
01/07/05	ER Moring	Emails with T. Yancey re: tax issues re: plan and disclosure statement (1.2); telephone calls with E. McDonnell, M. Orfitelli, D. Hartie and S. Dilios re: service and filing of plan, disclosure statement and notice of hearing of disclosure statement (1.2); emails to R. Keach, S. Dilios, M. Orfitelli and D. Hartie re: service and filing of such documents (.5); telephone calls with S. Blank and M. Eyer re: obtaining certain information for notice purposes (.4); telephone calls with R. Keach re: notice of hearing on disclosure statement (.3); telephone calls with G. Neal re: plan and disclosure statement issues (.4); conferences with C. van Elk re: same (.6); revise and finalize plan and disclosure statement (3.3); emails to G. Neal, G. Maguire and P. Dublin re: revisions to plan (.8); emails to working group re: filed plan (.3)	9.00
01/07/05	GS Neal	Calls with E. Moring and R. Keach regarding revisions to plan and disclosure statement prior to filing (1.3); confer with DK Partners regarding plan and exclusivity issues (.2); confer with R. Keach on 1/10 exclusivity hearing (.2); confer with P. Caruso and MBLY on recovery and liquidation analysis and review same (1.5)	3.20
01/07/05	HH Van Vactor	Draft sections of motion to extend exclusivity and email C. van Elk re: same	1.00
01/07/05	TH Yancey	Revise tax portion of disclosure statement and send to counsel for creditors committee and PCC and email E. Moring regarding same	3.80
01/07/05	TH Yancey	Review disclosure statement and provide comments to C. Van	1.50

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
		Elk	
01/07/05	TH Yancey	Telephone conference with A. Ciavarella and L. Gibber regarding comments re: tax portion of disclosure statement (1.0); follow up regarding same (.3)	1.30
01/07/05	TH Yancey	Review draft tax portion of disclosure statement	1.00
01/07/05	CF van Elk	Revise Disclosure Statement and prepare for filing (3.0); Conferences with E. Moring re: same (.6); Review Voting Procedures Motion (2.1)	5.70
01/10/05	PS Caruso	Telephone conferences with FTI re: liquidation analysis	.70
01/10/05	PS Caruso	Emails with FTI and Pegasus re: liquidation analysis	.50
01/10/05	TH Chan	Meet with C. van Elk to discuss revisions to motion for order to approve balloting/voting procedures (.1); revise motion for order to approve balloting/voting procedures (1.0)	1.10
01/10/05	ER Moring	Review and analyze draft tax provisions of disclosure statement (1.2); telephone call with T. Yancey and L. Gibber re: comments and issues re: same (1.2); draft and revise comments to same (.5); draft and revise charts related to Effective Date (2.2); email C. van Elk re: status of plan related motions (.2); email G. Neal re: same and re: plan timeline (.2); review and revise plan timeline (.5)	6.00
01/10/05	LJ Nyhan	Telephone conference with client regarding plan issues and email G. Neal regarding same	.30
01/10/05	HH Van Vactor	Initial revisions to Motion to extend exclusivity	.60
01/10/05	TH Yancey	Telephone conference with E. Moring and L. Gibber regarding comments on draft tax portion of disclosure statement	1.20
01/10/05	CF van Elk	Revise Voting Procedures Motion (3.4); Meet with T. Chan re: same (.1)	3.50
01/11/05	PS Caruso	Continue preparation of recovery analysis	1.10
01/11/05	TH Chan	Revise motion for order to approve balloting/voting procedures (4.9); meet with C. van Elk re: motion to approve balloting/voting procedures (.2)	5.10
01/11/05	ER Moring	Draft and revise diagram related to Effective Date (1.3); email C. van Elk re: same and re: motions to extend exclusivity and approve balloting procedures (.9); emails with Trumbull and Financial Balloting Group re: ongoing service of notice of disclosure statement hearing (.5); draft and revise tasks to be performed re: plan and disclosure statement (2.5); draft and	9.20

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
		revise amended plan (1.5); review and revise motion to extend solicitation exclusivity (2.2); emails with H. van Vactor re: same (.3)	
01/11/05	ER Moring	Telephone calls with bondholders re: disclosure statement	.30
01/11/05	HH Van Vactor	Revise motion to extend solicitation exclusivity (2.3); research issues relating to same (1.7); draft email to Chris van Elk and Ellen Moring re: research findings (.4)	4.40
01/11/05	CF van Elk	Meet w/ T. Chan re: Voting Procedures Motion (.2); Edit Voting Procedures Motion (1.9)	2.10
01/12/05	PS Caruso	Telephone conference with FTI re: Liquidation Analysis	1.30
01/12/05	TH Chan	Revise motion for order to approve balloting/voting procedures (.8); meet with E. Moring to discuss revisions to motion for order to approve balloting/voting procedures (.2)	1.00
01/12/05	EA McDonnell-O'Driscoll	Email C. van Elk re research re balloting procedures in other cases for E. Moring and C. van Elk (.1); research re same and forward results (.6)	.70
01/12/05	ER Moring	Review research pertaining to exclusivity (.8); confer with H. Van Vactor re: motion to extend exclusivity (.3); review and revise motion to approve solicitation procedures (6.5); telephone calls with T. Yancey re: tax disclosure and confirmation order issues (.3); conferences with C. van Elk (.2) and T. Chan (.2) re: motion to approve solicitation procedures; telephone call with G. Neal re: plan and disclosure statement issues (.4); emails with R. Krasnow re: plan comments (.2); emails with G. Neal and R. Keach re: plan issues (.3)	9.20
01/12/05	GS Neal	Confer with P. Caruso and FTI regarding liquidation analysis (1.2); review analysis and revise same (.8); confer with E. Moring on open plan issues (.4)	2.40
01/12/05	LJ Nyhan	Review DTV memo and email G. Neal regarding DTV, plan and committee issues	.80
01/12/05	HH Van Vactor	Meet with Ellen Moring to discuss motion to extend exclusivity (.3); make initial revisions to Motion (.1)	.40
01/12/05	TH Yancey	Telephone conference with L. Gibber and A. Ciavarella regarding Debevoise comments on tax portion of disclosure statement	1.40
01/12/05	TH Yancey	Telephone conference with M. Nachman re: obtaining tax information from debtors for disclosure statement	.30
01/12/05	TH Yancey	Telephone conference with E. Moring regarding comments re:	.30

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		plan	
01/12/05	TH Yancey	Review Debevoise comments re: tax portion of disclosure statement	1.90
01/12/05	TH Yancey	Telephone conference with P. Cox and D. Killip regarding tax portion of disclosure statement	2.40
01/12/05	CF van Elk	Edit Master Ballot draft (.4); Review trustee comments to Plan (1.8); Revise portions of disclosure statement (1.6); Research issues relating to Voting Procedures Motion (.5); Telephone call with E. Moring re: same (.2); Email G. Neal and E. Moring re: service issues and case update (.4)	4.90
01/13/05	PS Caruso	Telephone conferences and correspondence with A. Frankum of FTI re: liquidation analysis and claims	1.20
01/13/05	PS Caruso	Telephone conference with E. Moring re: Service of Plan and D.S.	.40
01/13/05	PS Caruso	Correspondence with FTI, MBLY, Pegasus and Akin re: recovery analysis	1.10
01/13/05	TH Chan	Revise motion for order for balloting/voting procedures (3.5); meet with E. Moring to discuss revisions to motion for order for balloting/voting procedures (.4)	3.90
01/13/05	ER Moring	Review and revise motions to approve voting and solicitation procedures, set administrative claims bar date and extend exclusive time to solicit acceptances to plan (7.2); conferences with H. Van Vactor (.4) and T. Chan (.7) re: comments and issues re: same; email C. van Elk re: same and re: proper service of same (.2); telephone calls with bondholders re: questions regarding plan (.2); email T. Yancey re: tax issues re: plan and disclosure statement (.2); telephone conference with P. Caruso re: service of disclosure statement notices and bidding procedures (.4); review rules, local rules and case management order for proper service of plan related motions (.4)	9.70
01/13/05	GS Neal	Confer with E. Moring and T. Lodge on plan resolutions and liquidation analysis	.80
01/13/05	HH Van Vactor	Revise motion to extend exclusivity (3.5); discuss revisions with Ellen Moring (.4)	3.90
01/13/05	TH Yancey	Review Akin markup of tax portion of disclosure statement	.50
01/13/05	TH Yancey	Begin discussion of markup of tax portion of disclosure statement with A. Ciavarella and L. Gibber	1.00

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/13/05	CF van Elk	Revise Disclosure Statement (.9); Revise treatment of certain claims for voting purposes (2.2); Review tax section of disclosure statement (.6); Review liquidation analysis (.2); Begin draft of resolutions authorizing filing of Plan and Disclosure Statement (.6)	4.50
01/14/05	PS Caruso	Conduct legal research re: issue related to liquidation analysis	.80
01/14/05	PS Caruso	Continue work on recovery analysis with MBLY and Pegasus (1.2); provide comments to narrative on liquidation analysis (.6)	1.80
01/14/05	TH Chan	Revise motion for order approving balloting/voting procedures (.3); meet with E. Moring re: same (.3)	.60
01/14/05	ER Moring	Conferences with T. Chan re: motion to approve balloting and solicitation procedures (.3); email H. Van Vactor re: motion to extend solicitation exclusivity (.2); review and revise motions to approve balloting and solicitation procedures, extend solicitation exclusivity and set administrative claims bar date (4.9); email C. van Elk re: foregoing and solicitation of plan (.5); telephone calls with G. Neal re: foregoing (.4); email T. Yancey re: tax issues re: plan (.3); emails with D. McSwigan re: service of plan, disclosure statement and notice of hearing (.4); telephone calls with Creditors re: questions concerning plan (.5)	7.50
01/14/05	GS Neal	Confer with E. Moring and review draft pleadings concerning voting and balloting and administrative claims bar date (2.7); confer with T. Lodge regarding claims reserve and administrative claim reserve issues (.7)	3.40
01/14/05	TH Yancey	Continue review of Akin markup of tax portion of disclosure statement	.60
01/14/05	TH Yancey	Revise notes re: tax portion of disclosure statement and send to L. Gibber	.20
01/14/05	TH Yancey	Telephone conference with M. Nachman re: obtaining tax information for disclosure statement	.20
01/14/05	TH Yancey	Telephone conference with A. Ciavarella and L. Gibber re: markup of tax portion of disclosure statement	2.10
01/14/05	CF van Elk	Review trustee comments to Plan	2.20
01/15/05	TH Chan	Revise motion for order to approve balloting/voting procedures	.10
01/17/05	PS Caruso	Correspondence with FTI re: liquidation analysis and revise narrative in connection with same	1.20
01/17/05	LJ Nyhan	Review disclosure statement	.50

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/18/05	PS Caruso	Telephone call with G. Neal re: liquidation and recovery analysis (.5); address issues re: same (.7)	1.20
01/18/05	ER Moring	Research regarding plan issue (2.5); telephone calls with L. Gibber re: tax issues re: plan (.3); emails with P. Caruso re: plan issues (.2); draft and revise first amended plan (3.2); email C. van Elk re: plan and disclosure statement issues (.4); draft outline of plan and disclosure statement related issues and tasks (1.2); conferences with G. Neal re: same and claims analysis (.9)	8.70
01/18/05	GS Neal	Meeting with E. Moring regarding revisions to plan and disclosure statement and open item relating to same (.9); telephone conference with P. Caruso regarding liquidation analysis (.5)	1.40
01/18/05	LJ Nyhan	Email G. Neal regarding plan issues (.20); review related documents (.20)	.40
01/18/05	HH Van Vactor	Email re: proposed exclusivity order with Ellen Moring (.2); Draft, revise, and finalize solicitation exclusivity order (.5)	.70
01/19/05	PS Caruso	Telephone call with E. Moring re: amended plan	.30
01/19/05	PS Caruso	Correspondence with FTI and MBL re: recovery and liquidation analysis	2.00
01/19/05	ER Moring	Telephone call with G. Neal and T. Yancey re: tax issues re: plan (.7); review and revise plan (2.1); confer with G. Neal re: same (.5); telephone call with P. Caruso re: liquidation analysis (.3); telephone call with P. Dublin re: comments to plan and solicitation exclusivity (.5); telephone call (in part) with T. Yancey and L. Gibber re: tax issues re: plan (.4); emails with R. Krasnow re: comments to plan (.2); confer with G. Neal re: exclusivity and solicitation issues (.3); review and revise disclosure statement (2.2)	7.20
01/19/05	GS Neal	Meetings with E. Moring to discuss revisions to plan and disclosure statement (.8); review materials regarding same including indenture trustee comments, liquidation analysis, recovery analysis and potential sale issues (.9); telephone conference with E. Moring and T. Yancey regarding tax issues regarding plan (.7)	2.40
01/19/05	GS Neal	Confer (in part) with P. Gerlach and SEC counsel on plan and disclosure statement (.3); confer with T. Lodge regarding same (.3)	.60
01/19/05	TH Yancey	Review and prepare comments re: draft tax portion of disclosure statement	3.70

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/19/05	TH Yancey	Telephone conference with L. Gibber re: comments on tax portion of disclosure statement	1.00
01/19/05	CF van Elk	Review certain plan provisions	1.70
01/20/05	PS Caruso	Review revised liquidation analysis (.7); telephone call with G. Neal and A. Frankum of FTI re: same (1.1)	1.80
01/20/05	TH Chan	Meet with E. Moring and G. Neal to discuss Balloting/Voting procedures motion (1.2); meet with E. Moring to discuss further revisions to Balloting/Voting procedures motion (.6); call with the Trumbull Group, LLC to discuss its comments to the Balloting/Voting procedures motion (.4); revise Balloting/Voting procedures motion (5.8)	8.00
01/20/05	ER Moring	Emails with P. Dublin re: plan (.1); emails with R. Keach re: plan issues (.2); conference with G. Neal and T. Chan re: issues and comments to solicitation procedures motion (1.2); review and revise motion to extend solicitation exclusivity, approve balloting and solicitation procedures and set administrative claims bar date (7.9); email P. Caruso re: publication of notice re: plan (.2); telephone calls with D. McSwigan and D. Hartie re: balloting and solicitation issues (.4); telephone call with R. Keach re: plan and disclosure statement issues (1.2); conferences and emails with T. Chan re: balloting and solicitation motion (.5); conferences with H. Van Vactor re: exclusivity motion (.2); conferences with C. van Elk re: disclosure statement issues (.3); draft and revise notice of plan related motions (.5)	12.70
01/20/05	GS Neal	Confer with P. Caruso and FTI on updated liquidation analysis (1.1); confer with H. Van Vactor on motion to extend solicitation period (.1); confer with E. Moring and T. Chan on solicitation procedures motion (1.2) and review and revise same (1.0); confer with R. Keach on issues relating to plan (1.1)	4.50
01/20/05	HH Van Vactor	Meet with Guy Neal re: revisions to solicitation exclusivity motion (.1); revise solicitation exclusivity motion and proposed order (.8); discuss additional revisions with Ellen Moring (.2); finalize revisions to motion and order (.4)	1.50
01/20/05	CF van Elk	Review and mark up Disclosure Statement (3.6); Conference with E. Moring re: same (.3); Review and comment on Plan (2.8)	6.70
01/21/05	PS Caruso	Attention to liquidation and recovery analysis and t/cs and correspondence with FTI and MBLY re: same	2.00
01/21/05	TH Chan	Revise time line for Plan Confirmation (1.0); confer with E. Moring re: same (.3)	1.30

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/21/05	ER Moring	Review and revise motion and order to approve balloting and solicitation procedures, motion and order to set administrative claims bar date and motion and order to extend solicitation exclusivity (5.0); telephone calls with P. Dublin re: comments to same and HSBC's comments to plan (1.0); review HSBC's comments to plan (.5); telephone calls with G. Neal re: issues raised by Committee to plan related motions (.5)	7.00
01/21/05	GS Neal	Telephone conferences with and emails to E. Moring regarding plan and disclosure statement revisions and timing of same in light of potential sale negotiations (1.3); review revised liquidation analysis (.3); review claims issues in plan (.7)	2.30
01/21/05	LJ Nyhan	Telephone conference with bondholders regarding plan confirmation issues	.30
01/23/05	LJ Nyhan	Review G. Neal memo regarding disclosure statement amendments	.20
01/24/05	PS Caruso	T/cs and correspondence with FTI and MBLY re: liquidation and recovery analysis	.60
01/24/05	ER Moring	Draft, revise and finalize motions to approve balloting and solicitation procedures, set administrative claims bar date and extend solicitation exclusivity (4.2); meet with C. van Elk re: same (1.3); emails with R. Keach and S. Dilios re: service and filing of same (.4); telephone calls with P. Dublin re: comments to same (.3); telephone calls with G. Neal re: issues re: same (.3); analyze contingent, unliquidated claims as they impact on solicitation procedures (.8); confer with E. McDonnell re: service and filing of same (.3)	7.60
01/24/05	GS Neal	Telephone conference with E. Moring regarding status of plan and disclosure statement revisions (.3); email E. Moring regarding same (.4); confer with A. Ghais and M. Hyatte on plan issue (.7); research related plan issues (2.3)	3.70
01/24/05	CF van Elk	Meet w/ E. Moring re: Voting Procedures, Administrative Claims Bar Date and Exclusivity motions (1.3); Edit Disclosure Statement (3.5)	4.80
01/25/05	ER Moring	Emails with G. Neal and C. van Elk re: comments to plan and disclosure statement	.20
01/25/05	GS Neal	Review plan issues (1.2); confer with M Hyatte and T. Lodge regarding same (.6); confer with Committee regarding same (.4)	2.20
01/25/05	CF van Elk	Review changes to Disclosure Statement (.9); Review comments on same from counsel to DirecTV (.6)	1.50

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/26/05	PS Caruso	T/c w/FTI re: claims reconciliation and liquidation analysis	.60
01/26/05	JH Elsabee	Research various confirmation orders for C. Van Elk	.90
01/26/05	ER Moring	Draft and revise plan and disclosure statement (7.5); conferences with C. van Elk re: issues re: same (.7); telephone calls with G. Neal re: issues re: same (.5); numerous emails with working group re: plan issues (1.3); review pleadings filed in case for incorporation into the disclosure statement (.8)	10.80
01/26/05	GS Neal	Review status of tax disclosures (.7); telephone conferences and emails with E. Moring on plan and disclosure statement amendments and issues (1.2)	1.90
01/26/05	CF van Elk	Revise Disclosure Statement per comments and to conform to revised Plan (4.4); Meet w/ E. Moring re: revisions to Plan and Disclosure Statement (.7); Draft order approving Disclosure Statement (1.1)	6.20
01/27/05	PS Caruso	Review revised Plan and Disclosure Statement with exhibits	3.60
01/27/05	ER Moring	Draft and revise plan and disclosure statement (6.5); telephone calls and emails with G. Neal re: plan issues (.9); telephone calls with T. Yancey re: plan tax issues (.7); meet with T. Lodge re: plan issues (.3); emails with R. Krasnow re: comments to plan (.8); emails with Trumbull re: service of amended plan and disclosure statement (.4); emails with G. Neal and P. Dublin re: balloting and solicitation procedures (.5); telephone call with R. Keach re: plan and disclosure statement issues (.4); review balloting procedures objection (.3); numerous emails with working group re: plan and disclosure statement (1.5)	12.30
01/27/05	GS Neal	Review objection to voting procedures and confer with E. Moring and C. van Elk regarding same (.4); review revisions to plan and disclosure statement (.8)	1.20
01/27/05	TH Yancey	Review proposed comments on tax portion of disclosure statement from P. Cox	1.00
01/27/05	TH Yancey	Telephone conference with P. Cox and L. Gibber regarding comments on tax portion of disclosure statement	1.00
01/27/05	TH Yancey	Telephone conferences with E. Moring, D. Killip and A. Ciavarella regarding revision of tax aspects of Plan and Disclosure Statement	1.00
01/27/05	TH Yancey	Telephone conference with R. Parks regarding tax issues in Plan	1.40
01/27/05	CF van Elk	Revise Disclosure Statement and Exhibits (4.6); Draft comments on balloting motion (.3); Research plan issues (1.6)	6.50

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/28/05	PS Caruso	Telephone call with E. Moring re: amended plan and disclosure statement (.2); correspond with MBLY re: recovery analysis (.2)	.40
01/28/05	ER Moring	Participate in conference calls with committee counsel re: comments and issues regarding plan and disclosure statement (2.3); email G. Neal re: same (.9); email T. Yancey re: same (.4); telephone calls with A. Ciavarella re: same (.3); conferences with C. van Elk re: same (.9); numerous emails with working group re: same (1.2); draft and revise plan and disclosure statement (4.8); telephone call with P. Caruso re: same (.2)	11.00
01/28/05	GS Neal	Confer with E. Moring, C. van Elk and Committee counsel regarding revisions to plan and disclosure statement (1.2); confer internally regarding same (1.1)	2.30
01/28/05	LJ Nyhan	Prepare for and participate in conference regarding plan issues	.60
01/28/05	TH Yancey	Revise tax language in plan	1.00
01/28/05	TH Yancey	Telephone conference with P. Cox regarding plan changes	.20
01/28/05	TH Yancey	Attend telephone conferences with T. Lodge, G. Neal and L. Nyhan regarding changes requested by committee in plan language	1.00
01/28/05	TH Yancey	Review tax language in plan and Akin comments re: plan and discuss same with A. Ciavarella	2.10
01/28/05	CF van Elk	Revise Disclosure Statement and Exhibits per comments received (4.2); Calls w/ G. Neal, T. Yancey, E. Moring and Committee counsel re: comments to Plan and Disclosure Statement (2.2); Research plan issues (1.8); Meet w/ E. Moring re: comments on Plan (.9)	9.10
01/29/05	PS Caruso	Review amended plan and disclosure statement	2.60
01/29/05	GS Neal	Conference call with L. Nyhan, T. Lodge and T. Yancey regarding plan and disclosure statement issues (.8); prepare for same (.3)	1.10
01/29/05	LJ Nyhan	Prepare for and participate in call with client regarding plan issues	1.00
01/29/05	TH Yancey	Telephone conference with L. Nyhan, T. Lodge and G. Neal regarding plan issues	.80
01/30/05	GS Neal	Email E. Moring regarding plan filing issues (.3); confer with T. Lodge regarding same (.2)	.50
01/30/05	TH Yancey	Review and draft comments re: disclosure statement amendment	1.00

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Plan and Disclosure Statement

Date	Name	Narrative	Hours
01/31/05	PS Caruso	Review revised Plan and Disclosure Statement	2.00
01/31/05	EA McDonnell-O'Driscoll	Confer with E. Moring re filing Amended Disclosure Statement and Amended Plan today (.4); confer with E. Moring re final version of amended plan to file (.1); review papers and prepare them for filing with court (1.6); file amended plan and amended disclosure statement electronically with the court (.9); email distribution of papers filed to client and internal working group (.4)	3.40
01/31/05	ER Moring	Participate in conference call with Committee counsel re: issues and comments re: plan and disclosure statement (2.3); draft and revise plan and disclosure statement (3.7); telephone calls with T. Yancey re: tax issues (.5); telephone calls with T. Lodge re: execution of plan (.3); telephone calls with G. Maguire re: Global Settlement Agreement reference in plan (.4); telephone calls with R. Krasnow re: same (.4); telephone calls with D. McSwigan and M. Orfitelli re: service of amended plan and amended disclosure statement (.3); emails with D. McSwigan and M. Orfitelli re: same (.4); conferences and emails with E. McDonnell re: filing of same (1.0); emails with R. Keach re: service and filing of plan and disclosure statement (.4); conferences with C. van Elk re: issues re: plan and disclosure statement (.9); conferences with G. Neal re: same (.9)	11.50
01/31/05	GS Neal	Conference call with Committee regarding plan and disclosure statement revisions (2.3); confer with E. Moring regarding revisions (.9); confer with T. Lodge regarding same (1.1); confer with PCC and DIRECTV regarding global settlement agreement reference in plan (.6)	4.90
01/31/05	LJ Nyhan	Review committee issues regarding PCC and tax issues in plan	.40
01/31/05	TH Yancey	Telephone conferences with T. Lodge, KPMG, A. Ciavarella, P. Cox and E. Moring regarding tax issues in plan and disclosure statement	2.50
01/31/05	TH Yancey	Telephone conference with G. Neal, D. Botter and others to discuss plan and disclosure statement amendments	2.30
01/31/05	TH Yancey	Review draft plan and prepare comments on same	.80
01/31/05	TH Yancey	Telephone conference with T. Lodge regarding tax issues regarding plan	.40
01/31/05	CF van Elk	Review scope of Settlement Order and Agreement (.8); Call w/ G. Neal, T. Yancey, E. Moring and counsel to Committee re: final comments to Plan and Disclosure Statement (2.3); Revise Disclosure Statement and Exhibits and prepare for filing (3.2);	7.20

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Date	Name	Narrative	Hours
		Meet w/ E. Moring re: revisions to Plan (.9)	
Total Hours			<hr/> 558.20

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Plan and Disclosure Statement

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	9.10	\$725.00	\$6,597.50
GS Neal	60.50	550.00	33,275.00
TH Yancey	62.40	550.00	34,320.00
ER Moring	190.00	470.00	89,300.00
PS Caruso	63.10	450.00	28,395.00
CF van Elk	105.20	410.00	43,132.00
TH Chan	46.10	315.00	14,521.50
LB Franzon	.50	290.00	145.00
HH Van Vactor	15.30	260.00	3,978.00
EA McDonnell- O'Driscoll	5.10	185.00	943.50
JH Elsabee	<u>.90</u>	150.00	<u>135.00</u>
Total Hours and Fees	558.20		\$254,742.50