

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND
OUT-OF-POCKET EXPENSES INCURRED BY BERNSTEIN, SHUR, SAWYER &
NELSON AS CO-COUNSEL TO THE DEBTORS FOR THE PERIOD BEGINNING
DECEMBER 1, 2004 AND ENDING DECEMBER 31, 2004**

Bernstein, Shur, Sawyer & Nelson (“BSSN”), co-counsel to Pegasus Satellite Television, Inc. and its affiliates, the debtors and debtors-in-possession in the above-captioned cases, submits its monthly statement (the “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning December 1, 2004 and ending December 31, 2004 (the “Compensation Period”). In support of the Monthly Statement, BSSN states as follows:

1. On June 2, 2004 (the “Commencement Date”), Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Maine (the “Court”).

2. On June 24, 2004, the Court entered an order granting the employment of BSSN as co-counsel to the Debtors (the “BSSN Retention Order”).

3. On June 24, 2004, the Court entered an order pursuant to sections 105(a) and 331 of the Bankruptcy Code establishing procedures for monthly compensation and reimbursement

of expenses for professionals (the “Monthly Fee Order”). Pursuant to the Monthly Fee Order, the Court authorized a monthly payment for all professionals, subject to a 10% holdback for fees only.

4. For the Compensation Period, BSSN’s fees for providing professional services to the Debtors total \$5,805.00. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$468.99. Additional out-of-pocket expenses that BSSN has incurred but not yet processed due to timing may exist; such expenses will be submitted at a later date. Attached hereto as Exhibit “A” is a schedule summarizing professional services and expenses recorded during the Compensation Period.

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
December 1 – December 31 ‘04	\$5,805.00	\$580.50	\$5,224.50	\$468.99	\$5,693.49

6. Based upon the foregoing, pursuant to the Monthly Fee Order, BSSN requests that, in the absence of timely service on BSSN of a Notice Of Objection To Fee Statement by a recipient of this Monthly Statement, the Debtors, in accordance with the Monthly Fee Order, pay to BSSN \$5,693.49, on or after May 23, 2005.

May 2, 2005

BERNTEIN, SHUR, SAWYER & NELSON

/s/ Robert J. Keach
 By: Robert J. Keach, Esq.
 Shareholder
 100 Middle Street, P. O. Box 9729
 Portland, ME 04104-5029

Bernstein, Shur, Sawyer & Nelson, P.A.

Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

Pegasus Satellite Communications, Inc.
c/o Ted Lodge
President & Chief Operating Officer
Pegasus Satellite Television, Inc.
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

April 26, 2005 Invoice# 3174488
Matter Number: 034902-00002
RE: Bankruptcy

Fees for Professional Services 12/01/04 Through 12/31/04	\$5,805.00
Expenses 12/01/04 Through 12/31/04	\$468.99

Total This Invoice	\$6,273.99

----- S E R V I C E S S U M M A R Y -----

LMG	LEN GULINO	9.90 hours at	\$225.00 =	\$2,227.50
RJK	ROBERT J. KEACH	7.10 hours at	\$350.00 =	\$2,485.00
SD	SHEILA DILIOS	11.50 hours at	\$95.00 =	\$1,092.50

Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.

Remittance Copy

Bernstein, Shur, Sawyer & Nelson, P.A.

Counselors at Law
I.D. #01-0378211

P.O. Box 9729
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Total This Invoice - Due on Receipt

\$6,204.19

A late charge of 1 1/2% per month may be imposed
for payment after 30 days.
To Ensure Proper Credit to Your Account:

Please return this Remittance Copy with your payment.

If paying by check, please mark the invoice number on your check.

If paying by Visa or Mastercard, please complete the information below.

Card Number _____ Exp. Date _____

Signature _____ Amount _____

REQUIRED PRIVACY ACT NOTICE

Bernstein, Shur, Sawyer & Nelson does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

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02

Asset Disposition

Date	ATTY	Hours	
12/11/04	LMG	1.00	Review and prepare for Joinder of the Steering Committee of the Secured Lenders to the Motion of Wilmington Trust Company For Partial Summary Judgment.
12/14/04	RJK	2.10	Review Consent Motion to Continue 12/16/04 Evidentiary Hearing; review Motion of Wilmington Trust for Partial Summary Judgment; review Joinder of Steering Committee Response to Wilmington Trust's Motion for Partial Summary Judgment; review creditor committee's rule 56(b) Statement
12/14/04	LMG	0.50	Review Rule 56(b) Supporting Statement of Material Undisputed Facts Filed by Official Committee of Unsecured Creditors.
12/14/04	LMG	0.30	Review Motion for Entry of an Order Permitting the Official Committee of Unsecured Creditors to File a Response to the Motion for Partial Summary Judgment Filed by Wilmington Trust Company.
12/15/04	LMG	0.20	Review Order Granting Consent Motion to continue the December 16, 2004 Evidentiary Hearing.
12/16/04	LMG	2.00	Review Reply Of Wilmington Trust Company To Response Of The Official Committee of Unsecured Creditors.
12/16/04	LMG	2.50	Prepare for, attendance at and follow up on hearing on motion to pay prepayments penalty and default interest.
12/20/04	LMG	0.30	Communications with co-counsel re. results of Motion for Summary Judgment hearing.
12/30/04	RJK	0.40	Review motion regarding abandonment; review notice regarding same

Total 02		9.30	

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03 Business Operations

Date	ATTY	Hours
12/29/04	LMG	0.30

Total 03		0.30

Respond to Neal Guy inquiry regarding results of hearing and inconsistency with news reports.

04 Case Administration

Date	ATTY	Hours
12/14/04	LMG	0.50
12/14/04	LMG	1.00

Total 04		1.50

Commence preparation for Thursday hearings.
Meeting with Co-counsel; prepare for hearing.

05 Claims Administration and Objections

Date	ATTY	Hours
12/15/04	RJK	0.20
12/20/04	RJK	0.40
12/21/04	RJK	0.20
12/21/04	LMG	0.20
12/23/04	SD	0.50
12/27/04	LMG	0.30

Respond to e-mail review objections to claims
Review First Omnibus Objection to Claims and Pooler Declaration regarding same
Review and respond to e-mails regarding claim objections
Review Transfer of Claim. Notice of Transfer Agreement 3001.
Attention to e-filing of 1st omnibus objections to claims.
Review Debtors' First Omnibus Objection to and Motion to Reclassify, Reduce or Disallow Certain Claims Pursuant to 11 U.S.C. Section 502(b).

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12/29/04	SD	0.30	Review of e-mail from Trumbull Services; attention to e-filing of certificate of service for filing of 1st objections to claims.
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Total 05 2.10

07 Fee/Employment Applications

Date	ATTY	Hours	
12/02/04	SD	0.20	Draft certificate of service for FTI October fee statement.
12/02/04	SD	0.80	Revision to certificate of no objection for BSSN September Fee Statement; update billing history chart; e-mail to client; draft certificate of service; e-filing of certificate of no objection.
12/03/04	SD	0.60	Review of proforma; update task codes in preparation of filing monthly fee statement for October; review of billing for balance due to e-mail to Mr. Quigley.
12/09/04	SD	0.70	Attention to revision of proforma task coding in preparation of filing of monthly fee statement for October time.
12/10/04	SD	0.30	Draft certificate of service for certificate of no objection for various fee statements; attention to e-filing of certificate of no objection and certificate of service.
12/13/04	SD	1.20	Revision to task coding on proforma in preparation of filing monthly fee statement for October time.
12/14/04	SD	0.60	Compile Kekst monthly fee statement; attention to filing of Kekst monthly fee statement; draft certificate of service.

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12/14/04	SD	0.40	Attention to compiling monthly fee statement together; finalize certificate of service; e-filing of monthly fee statement.
12/15/04	SD	0.10	E-mail from Jarod Wada regarding FTI October fee statement; review of ECF to confirm filing of same.
12/15/04	SD	0.30	Draft certificate of service for Certificate of No Objection Pricewaterhouse June/July fee statement; e-filing Certificate of No Objection.
12/20/04	SD	0.70	Attention to filing Sidley Austin's fee statement for October time; draft certificate of service.
12/20/04	SD	0.60	Draft certificate of service for Certificate of No Objection for FTI monthly fee statements; attention to e-filing of certificate of service for FTI monthly fee statements.
12/20/04	SD	0.40	Draft certificate of service; attention to e-filing of certificate of no objection for Shaw Pittman October fee statement.
12/21/04	SD	0.20	Respond to various e-mails regarding hearing dates and filing of monthly fee statements.
12/22/04	SD	1.30	Draft certificate of service for Herbein & Co. October monthly fee statement; attention to e-filing of Herbein & Co. October monthly fee statement; various attempts at e-filing, not being accepted due to size of file; attempts to minimize file size; telephone call with Susan Moore regarding sending of new file.

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12/29/04	SD	0.50	Review of e-mail from Shaw Pittman; draft of certificate of service for Shaw Pittman fee statement; e-filing of Shaw Pittman monthly fee statement.
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Total 07 8.90

08 Fee/Employment Objections

Date	ATTY	Hours	
12/14/04	RJK	0.20	Telephone call from Ellen Moring regarding Greenhill; telephone call to Jack Manheimer regarding Greenhill fees
12/17/04	SD	0.10	Telephone call to Scott of Greenhill re fees.

Total 08 0.30

12 Plan and Disclosure Statement

Date	ATTY	Hours	
12/01/04	SD	0.20	Review and respond to various e-mails regarding hearing on exclusivity; telephone call to court to confirm that it is off the docket.
12/02/04	RJK	2.80	Review plan and disclosure statement (first drafts)
12/15/04	LMG	0.50	Review Second Order Extending Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and to Solicit Acceptances.
12/21/04	LMG	0.30	Review Declaration re: Non-extension of Exclusivity Period re Second Order Extending Exclusivity, Docket No. 812, and Motion to Extend Exclusivity, Docket no. 694 Filed by Davidson Kempner Partners.

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12/21/04	RJK	0.10	Review and respond to e-mail regarding plan--filing schedule
12/29/04	RJK	0.60	Review changes to plan; telephone call to Guy Neal regarding same
12/30/04	RJK	0.10	Telephone call to Guy Neal regarding plan

Total 12		4.60	

14 Other

Date	ATTY	Hours	
12/03/04	SD	0.10	Review of e-filings; docket court related deadlines.
12/08/04	SD	0.10	Telephone call to court regarding confirmation of hearing dates/times.
12/10/04	SD	0.30	Draft certificate of service for notice of agenda for 12/15/04 hearings; attention to e-filing and service of notice of agenda.
12/10/04	SD	0.40	Update service list date and service list envelope data and e-mail group.
12/10/04	SD	0.10	Review of e-filings docket court related deadlines.
12/16/04	SD	0.10	Review of e-mail; telephone call to court regarding available hearing dates for January.
12/20/04	SD	0.30	Review and respond to various e-mails regarding filings from Sidley Austin attorneys.
12/21/04	SD	0.10	Review of e-filings; docket court related deadlines.

Total 14		1.50	

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02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	6.80	225.00	1,530.00
ROBERT J. KEACH	2.50	350.00	875.00

Total 02	9.30		2,405.00

03 Business Operations

Attorney	Hours	Rate	Amount
LEN GULINO	0.30	225.00	67.50

Total 03	0.30		67.50

04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	1.50	225.00	337.50

Total 04	1.50		337.50

05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	0.50	225.00	112.50
ROBERT J. KEACH	0.80	350.00	280.00
SHEILA DILIOS	0.80	95.00	76.00

Total 05	2.10		468.50

07 Fee/Employment Applications

Attorney	Hours	Rate	Amount
SHEILA DILIOS	8.90	95.00	845.50

Total 07	8.90		845.50

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08	Fee/Employment Objections			
	Attorney	Hours	Rate	Amount
	ROBERT J. KEACH	0.20	350.00	70.00
	SHEILA DILIOS	0.10	95.00	9.50
		-----		-----
	Total 08	0.30		79.50
12	Plan and Disclosure Statement			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.80	225.00	180.00
	ROBERT J. KEACH	3.60	350.00	1,260.00
	SHEILA DILIOS	0.20	95.00	19.00
		-----		-----
	Total 12	4.60		1,459.00
14	Other			
	Attorney	Hours	Rate	Amount
	SHEILA DILIOS	1.50	95.00	142.50
		-----		-----
	Total 14	1.50		142.50

TOTAL FEES \$5,805.00

PHOTOCOPY 13.40
PHONE CALL(S) 2.16
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS 308.00
MISCELLANEOUS - PAID TO: WEST GROUP 101.21
MISCELLANEOUS - PAID TO: WEST GROUP 44.22

TOTAL EXPENSES \$468.99

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TOTAL FEES PLUS EXPENSES \$6,273.99