

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  
FEBRUARY 1, 2005 AND ENDING FEBRUARY 28, 2005**

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 February 1, 2005 and ending February 28, 2005 (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 \$6,925.50. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$2,928.71. 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
February 1 – February 28‘05	\$6,925.50	\$692.55	\$6,232.95	\$2,928.71	\$9,161.66

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 \$9,161.66, 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# 3174490  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 02/01/05 Through 02/28/05	\$6,925.50
Expenses 02/01/05 Through 02/28/05	\$2,928.71
	-----
Total This Invoice	\$9,854.21

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

LMG	LEN GULINO	10.20 hours at	\$230.00 =	\$2,346.00
RJK	ROBERT J. KEACH	6.50 hours at	\$385.00 =	\$2,502.50
DM1	DANIEL J. MURPHY	0.70 hours at	\$110.00 =	\$77.00
SD	SHEILA DILIOS	20.00 hours at	\$100.00 =	\$2,000.00

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

## Remittance Copy

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

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I.D. #01-0378211

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

\$9,854.21

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	
02/01/05	SD	0.10	Telephone call with court regarding hearing on premium motions; telephone call from court regarding voting procedures, etc. motions.
02/02/05	RJK	0.20	Telephone conference with prospective buyer of broadcast assets.
02/08/05	LMG	0.30	Review Order Pursuant to 11 USC Section 105(a) and Bankruptcy rule 9019 Approving Stipulation by and Among the Debtors and Debtors in Possession, the Official Committee of Unsecured Creditors, the Bank Steering Committee and Wilmington Trust Company Filed by Pegasus Satellite Television, Inc..
02/16/05	SD	1.00	Attention to obtaining break up fee pleadings for Mr. Caruso; download pleadings and transcripts requested; e-mail to Mr. Keach.
02/16/05	RJK	0.60	Review materials regarding break-up fees; e-mail to Paul Caruso regarding same.
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Total 02		2.20	

## 04 Case Administration

Date	ATTY	Hours	
02/02/05	SD	0.10	E-mail from US Trustee office regarding monthly operating reports; e-mail to Sidley Austin regarding same
02/03/05	LMG	0.30	Review Notice of Agenda of Matters Scheduled for Hearing on February 9, 2005 at 11:00 a.m.
02/14/05	SD	0.20	Review of e-mail from Linda Rogers; review of e-mails to find Sidley response regarding filing of Monthly Operating Reports; telephone call with Linda Rogers.
02/14/05	SD	0.10	Follow up e-mails to/from Paul Caruso regarding monthly operating reports; e-mail Trustee letter to Mr. Caruso.

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02/16/05	SD	0.30	Review of files with respect to PST monthly operating reports; various e-mails to/from Laura Franzon regarding corrupt file; e-mail to US Trustees office regarding corrupt file.
02/16/05	SD	0.30	Attention to filing of December Monthly Operating Report; e-mails to trustee's office; e-mail to Laura Franzon regarding corrupt bank statement file.
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Total 04		1.30	

## 05 Claims Administration and Objections

Date	ATTY	Hours	
02/02/05	RJK	0.60	Review Par Capital Objection; e-mail to Guy Neal regarding Reply to same.
02/11/05	SD	0.20	Telephone calls from creditors regarding objections to claims; e-mails to/from Mr. Neal regarding instructions on forwarding calls on objections to claims.
02/14/05	LMG	0.30	Discussions with Attorney Cary regarding extension of time for Interstate to file answer to objection to claim.
02/14/05	SD	0.10	Review of e-mail regarding objections to claims from Paul Caruso; obtain 1st and 2nd omnibus objections to claims for Bob Keach.
02/17/05	RJK	0.60	Review Warner Bros. Response regarding claims objection; telephone conference with client.
02/18/05	SD	0.60	Attention to service of notice of agenda with respect to objection to claims; various e-mails to/from Laura Franzon; telephone call with court regarding ECF filing of agenda.

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02/18/05	SD	0.20	E-mail from Marc Orfitelli regarding Ingram School District; discussion with Bob Keach regarding responding to Ms. Anderson; respond to Ms. Anderson attaching proof of claim supplied by Mr. Orfitelli.
02/22/05	SD	0.50	Attention to e-filing of 3rd objections to claims.
02/23/05	LMG	1.80	Work with lead counsel on claims objection process and prep. for hearing.
02/23/05	SD	0.30	Telephone call from Matt McClintock; review of e-mail from Matt McClintock; attention to e-filing of order on omnibus objections to claims.
02/23/05	SD	0.50	Extract Notice of Hearing from 3rd omnibus objection to claims; draft certificate of service; attention to e-filing of notice of hearing; attention to service of same.
02/24/05	SD	0.50	Assist in preparation for court; attention to filing revised form or order on 2nd omnibus objections to claims.
02/24/05	LMG	1.70	Prepare for and attendance at and follow up on hearing on third objection to claims.
02/24/05	LMG	1.20	Research and advices provided regarding enforceability of arbitration of arbitration agreement in context of objection to claims procees.
02/25/05	SD	0.20	Attention to e-filing Trumbull certificate of service with respect to 3rd omnibus objections to claims.
02/25/05	LMG	0.40	Review Hearing Set on each claim listed on Exhibit J of Order on Objections to Claim dated 2/24/05.



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02/28/05	SD	0.10	Telephone call from Nelson Satellite; forward to Mr. Orfitelli from Trumbull
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Total 05		9.80	

**07      Fee/Employment Applications**

Date	ATTY	Hours	
02/01/05	SD	0.70	Draft certificate of service; attention to e-filing of FTI monthly fee statement.
02/03/05	SD	0.20	Attention to Drinker Biddle November monthly fee statement.
02/09/05	SD	0.80	Attention to e-filing of KPMG and Herbein fee statements; draft certificates of service; attention to filing of Kekst certificat of no objection; draft certificate of service.
02/10/05	SD	0.40	Review of fee statement filed for Herbein; attention to e-filing of corrected version.
02/10/05	SD	0.20	Review of monthly fee statements as to how much Debtor owes and how much has been sent into IOLTA account.
02/11/05	SD	0.50	Attention to filing of Sidly CNO for monthly fee statement; draft certificate of service
02/14/05	SD	1.30	Attention to filing of various applications for fees.
02/15/05	SD	0.40	E-mail from Rachel Rowell regarding hearing notice; respond to e-mail; update chart of fee applications filed to date; e-mail to Lauren Hoeflich.
02/16/05	SD	0.70	Attention to filing of Drinker Biddle application for fees.

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02/23/05	SD	0.60	Attention to drafting of certificate of service for filing of Drinker Biddle Certificate of No Objection for November fees and Certificate of service of FTI December fees.
02/23/05	SD	0.50	Update service list in preparation of drafting certificate of service for Certificate of No Objection of Drinker Biddle fees for June -October; Draft certificate of service; attention to e-filing of certificate of no objection.
02/25/05	SD	0.60	Review of fee application; e-mail to Lauren Hoeflich re exhibits; draft certificate of service and attention to e-filing of Sidley Austin 2nd application for fees;
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Total 07		6.90	

## 12 Plan and Disclosure Statement

Date	ATTY	Hours	
02/01/05	LMG	0.60	Review Memorandum Objection to Approval of the Debtors' Joint Disclosure Statement Filed by Par Capital Management, Inc. (related document(s)).
02/01/05	SD	0.20	Receipt of e-mail from Eileen McDonnell regarding filing of disclosure statement; telephone calls to/from court regarding classification of filing the disclosure statement; review of calendar; e-mail to Ellen Moring regarding hearing and status conference on premium motions.

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02/02/05	LMG	0.80	Preliminary review of Disclosure Statement /First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan Filed by Pegasus Satellite Television, Inc..
02/02/05	LMG	0.30	Review motion to set claims for voting on plan.
02/03/05	RJK	0.20	Telephone conference with Guy Neal regarding Disclosure Statement issues.
02/07/05	LMG	0.50	Review status of plan litigation effort.
02/08/05	DM1	0.70	Conferred with B. Keach regarding delivery of disclosure statement to co-counsel; assembled disclosure statement; coordinated delivery of documents to co-counsel; responded to emails from Chris van Elk regarding disclosure statement.
02/08/05	LMG	0.20	Review Order Pursuant to 11 USC 1121(d) Extending Debtors' Exclusive Period.
02/08/05	LMG	0.40	Review Response to First Amended Disclosure Statement.
02/08/05	SD	0.40	Various e-mails with respect to filing of amended plan; e-filing of Trumbull certificate of service.
02/08/05	SD	0.80	Attention to e-filing of response to objections to disclosure statement; draft certificate of service; e-mail to service list; service of response; attention to e-filing of certificate of service.
02/08/05	RJK	0.20	Telephone conference with Glosband regarding Disclosure Statement hearing.
02/09/05	LMG	0.20	Review order approving disclosure statement.
02/09/05	LMG	0.30	Review withdrawl of objection to disclosure statement.

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02/09/05	SD	0.80	Attention to filing of orders approved in court on 2/9/05 hearings.
02/09/05	RJK	4.10	Prepare for and attend hearing regarding Disclosure Statement, Voting Procedures, etc.
02/10/05	LMG	0.90	Brief review of Plan.
02/10/05	SD	0.20	Attention to ordering of 2/9/05 hearing transcripts.
02/10/05	SD	0.30	Attention to e-filing of revised 1st amended plan.
02/11/05	SD	0.50	Attention to e-filing of exhibits to Plan/Disclosure statement.
02/23/05	SD	0.20	Attention to e-filing of Trumbull COS regarding notice of administrative claims bar date.
02/24/05	SD	0.30	Review of pleadings; docket court related deadlines re order approving admin claims and balloting procedures.

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 Total 12 13.10

**14 Other**

Date	ATTY	Hours	
02/03/05	SD	0.50	Attention to drafting certificate of and e-filing of notice of agenda for 02/09/05 hearing.
02/08/05	SD	0.20	Review of e-filings; docket court related deadlines.
02/08/05	SD	0.30	Review of various e-mails; attention to preparation of 2/09/05 hearings.
02/09/05	SD	1.00	Assist in preparation for hearings.
02/09/05	SD	0.30	Review of various e-filings; docket court related deadlines.

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02/13/05	SD	0.10	Review of e-filings; docket court related deadlines.
02/15/05	SD	0.10	Review of e-filings; docket court related deadlines.
02/17/05	SD	0.20	Various e-mails and voicemails regarding filings of agenda and certificates of no objection.
02/18/05	SD	0.10	E-mail from Mr. Carsuo regarding telephonic line for 2/24/05 hearing date; attention to setting up dial in lines.
02/18/05	SD	0.20	Review of e-filings; docket court related deadlines.
02/23/05	SD	0.50	Attention to e-filing of amended agenda; telephone call to Deb Gerry re agenda for 2/24 hearings; draft certificate of service; e-filing of amended agenda.
02/24/05	SD	0.40	E-mail from Susan Summerfield; attention to e-filing of certificate of service with respect to amended notices of agenda for hearings on 2/24/05.
02/28/05	SD	0.20	Telephone calls with Sidley; e-mail to Sidley regarding e-mail issues and need for resending pleadings for filing.
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Total 14		4.10	

## ATTORNEY / PARALEGAL SUMMARY

02	Asset Disposition	Hours	Rate	Amount
	Attorney			
	LEN GULINO	0.30	230.00	69.00
	ROBERT J. KEACH	0.80	385.00	308.00

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	SHEILA DILIOS	1.10	100.00	110.00
		-----		-----
	Total 02	2.20		487.00
<b>04</b>	<b>Case Administration</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.30	230.00	69.00
	SHEILA DILIOS	1.00	100.00	100.00
		-----		-----
	Total 04	1.30		169.00
<b>05</b>	<b>Claims Administration and Objections</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	5.40	230.00	1,242.00
	ROBERT J. KEACH	1.20	385.00	462.00
	SHEILA DILIOS	3.20	100.00	320.00
		-----		-----
	Total 05	9.80		2,024.00
<b>07</b>	<b>Fee/Employment Applications</b>			
	Attorney	Hours	Rate	Amount
	SHEILA DILIOS	6.90	100.00	690.00
		-----		-----
	Total 07	6.90		690.00
<b>12</b>	<b>Plan and Disclosure Statement</b>			
	Attorney	Hours	Rate	Amount
	DANIEL J. MURPHY	0.70	110.00	77.00
	LEN GULINO	4.20	230.00	966.00
	ROBERT J. KEACH	4.50	385.00	1,732.50
	SHEILA DILIOS	3.70	100.00	370.00
		-----		-----
	Total 12	13.10		3,145.50

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14	Other	Hours	Rate	Amount
	Attorney			
	SHEILA DILIOS	4.10	100.00	410.00
		-----		-----
	Total 14	4.10		410.00

TOTAL FEES \$6,925.50

PHOTOCOPY	1138.20
PHONE CALL(S)	27.36
TELECOPIER	1.00
POSTAGE	23.68
MISCELLANEOUS - PAID TO: PACER SERVICE CENTER	75.92
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	220.00
Reversal from Void Check Number: 56757	(220.00)
Bank ID: COASTAL Voucher ID: 158489	
Vendor: TYPEWRIGHTS	
TRANSCRIPT COST - PAID TO: BROWN & MEYERS	220.00
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	4.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.35
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.42
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.13
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.69
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.18



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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.13
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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.13
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.13
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.69

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.18
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.35
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.35
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.13
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.35
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.18
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.69
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.79
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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59

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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#      3174490  
Matter Number: 034902-00002  
RE: Bankruptcy

FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.18	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.18	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.59	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.54	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.79	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.69	
POSTAGE	53.12	
POSTAGE	23.68	
POSTAGE	53.12	
POSTAGE	156.16	
POSTAGE	17.85	
TOTAL EXPENSES		\$2,928.71
TOTAL FEES PLUS EXPENSES		\$9,854.21