

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

TENTH MONTHLY FEE STATEMENT

Name of Applicant: Sidley Austin Brown & Wood LLP

Authorized to Provide Professional Services to: Debtors

Date of Retention: June 24, 2004, *nunc pro tunc* to June 2, 2004

Period for Which Compensation and Reimbursement is Sought: March 1, 2005 through March 31, 2005

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$718,573.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$125,220.65

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

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

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

Prior Fee Statements:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Amount</u>	<u>Status</u>
8/5/04	6/2/04-6/30/04	\$1,434,570.00 - Fees \$111,166.46 –Expenses	Certificate of No Objection Filed 8/26/04
9/13/04	7/1/04-7/31/04	\$1,230,923.00 – Fees \$69,133.40 – Expenses	Certificate of No Objection Filed 10/4/04
10/8/04	08/1/04-08/31/04	\$1,175,010.00- Fees \$87,312.38 – Expenses	Certificate of No Objection Filed 10/29/04
11/8/04	09/1/04-09/30/04	\$809,961.00 – Fees \$83,371.97 – Expenses	Certificate of No Objection Filed 11/30/04
12/20/04	10/1/04-10/31/04	\$724,463.00 – Fees \$40,182.16 – Expenses	Certificate of No Objection Filed 1/10/05
1/21/05	11/1/04-11/30/04	\$519,585.50 – Fees \$39,290.27 – Expenses	Certificate of No Objection Filed 2/11/05
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
4/7/05	1/1/05-1/31/05	\$660,237.50 – Fees \$50,100.38 – Expenses	Certificate of No Objection Filed 5/5/05
4/25/05	2/1/05-2/28/05	\$546,369.00 – Fees \$11,947.74 - Expenses	Court Approval Pending

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SUMMARY OF TIME ON MONTHLY FEE STATEMENT
MARCH 1, 2005 THROUGH MARCH 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	41.60	\$30,160.00
Guy S. Neal	Partner/ Bankruptcy/ 11 years. Admitted 1993.	\$550.00	162.20	\$84,177.50
Ellen R. Moring	Associate/ Bankruptcy/ 14 years. Admitted 1990.	\$470.00	235.90	\$110,873.00
Paul S. Caruso	Associate/ Bankruptcy/ 9 years. Admitted 1996.	\$450.00	109.50	\$47,475.00
Christopher F. van Elk	Associate/ Bankruptcy/ 4 years. Admitted 2002.	\$410.00	191.10	\$78,351.00
Teresa H. Chan	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$315.00	59.60	\$18,774.00

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	48.20	\$13,978.00
Matthew E. McClintock	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$290.00	87.80	\$25,462.00
Hadley H. Van Vactor	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$260.00	110.30	\$28,678.00
Scott B. Kitei	Associate/ Bankruptcy/ < 1 year. Admitted 2004.	\$260.00	13.60	\$3,536.00
Eileen McDonnell- O'Driscoll	Legal Assistant/ Bankruptcy/ 19 years.	\$185.00	17.70	\$3,274.50
Lauren A. Hoeflich	Legal Assistant/ Bankruptcy/ 3 years.	\$165.00	41.10	\$6,781.50
Joseph H. Elsabee	Legal Assistant/ Bankruptcy/ 1 year.	\$150.00	40.70	\$6,105.00
Susan L. Summerfield	Project Assistant/ Bankruptcy/ 14 years.	\$95.00	7.50	\$712.50
Paul V. Gerlach	Partner/ Litigation/ 17 years. Admitted 1982.	\$700.00	5.00	\$3,500.00
Barry W. Rashkover	Partner/ Litigation/ 17 years. Admitted 1987.	\$655.00	8.20	\$5,371.00

Catherine B. Winter	Associate/ Litigation/ 3 years. Admitted 2002.	\$370.00	35.00	\$12,950.00
Faith E. Jenkins	Associate/ Litigation/ 1 year. Admitted 2004.	\$315.00	18.50	\$5,827.50
Gabriel S. Meyer	Associate/ Litigation/ 2 years. Admitted 2002.	\$280.00	23.80	\$6,664.00
Robert Lyons	Legal Assistant/ Litigation/ 4 years.	\$185.00	64.00	\$11,840.00
Daniela Spagliardi	Legal Assistant/ Litigation/ 1 year.	\$120.00	7.10	\$852.00
Kristopher L. Kirkwood	Legal Assistant/ Litigation/ 1 year.	\$120.00	3.00	\$360.00
Thomas H. Yancey	Partner/ Taxation/ 24 years. Admitted 1980.	\$550.00	176.40	\$95,672.50
Angelo Ciavarella	Counsel/ Taxation/ 10 years. Admitted 1994.	\$575.00	55.00	\$31,625.00
Scott J. Heyman	Partner/ Taxation/ 17 years. Admitted 1987.	\$500.00	9.60	\$4,800.00

Louis Gibber	Associate/ Taxation/ 2 years. Admitted 2002.	\$370.00	23.60	\$8,732.00
Aaron A. Ghais	Associate/ Corporate/ 8 years. Admitted 1996.	\$410.00	51.30	\$21,033.00
Thomas P. Van Wazer	Partner/ Communications/ 15 years. Admitted 1989.	\$475.00	18.40	\$8,740.00
Jennifer B. Tatel	Associate/ Communications/ 4 years. Admitted 2000.	\$340.00	3.60	\$1,224.00
Todd W. Genger	Associate/ Regulatory/ 3 years. Admitted 2002.	\$310.00	132.40	\$41,044.00
Grand Total			1,801.70	\$718,573.00
Blended Rate		\$398.83		

EXPENSE SUMMARY
MARCH 1, 2005 THROUGH MARCH 31, 2005

Expense Category³	Service Provider (if applicable)	Total Expenses
Air Transportation	Various	\$1,266.29
Duplicating Charges (10¢/page)		\$95,744.01
Document Delivery Services	Federal Express/DHL	\$342.87
Facsimile Charges (\$.50/page, outgoing only)		\$105.00
Ground Transportation		\$3,895.52
CALR – Lexis Research Service	Lexis	\$2,113.64
Meals – Out of Town		\$189.32
Messenger Services		\$39.39
Overtime Services		\$1,687.02
Document Production		\$37.50
Professional Services/Specialists		\$13,871.88
Search Services		\$58.66
Telephone Tolls		\$188.09
AT&T Conference Calls		\$975.02
Travel/Lodging		\$271.06
CALR – Westlaw Research Service	Westlaw	\$4,435.38
Total		\$125,220.65

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%.

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DISTRICT OF MAINE**

In re:)	
)	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., et al., ⁴)	Case No. 04-20878 (JBH)
Debtors.)	(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 MARCH 1, 2005
THROUGH MARCH 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, LP., 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 March 1, 2005 and March 31, 2005, both dates inclusive. The amount of fees sought for services rendered during this period is \$718,573.00 representing 1,801.70 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 \$125,220.65.

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 L⁵ 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. 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, (ii) addressing issues relating to certain filings with the Federal Communications Commission ("FCC"), and (ii) communicating with Debtors' personnel, SEC personnel, FCC personnel, and other parties-in-interest regarding the foregoing. Applicant seeks \$90,953.50 in fees related to

⁵ Applicant inadvertently omitted copies of the invoices for Bankruptcy Schedules and for Business Operations from its January fee statement, although these were included in the total amount requested for compensation. The invoices are attached to this fee statement as Exhibit M and Exhibit N, respectively.

work performed in this category in connection with its services as detailed further on Exhibit A attached hereto and incorporated herein by reference.

b. Tax Issues: Applicant's tax services to the Debtors performed during the period covered by this Fee Statement primarily consisted of (i) addressing tax issues under a potential plan of reorganization, (ii) addressing tax issues arising from proposed sales of assets, (iii) conducting research and analysis relating to certain tax issues, (iv) addressing state tax issues, (v) addressing issues relating to access to certain tax information, and (vi) communicating with Debtors' personnel, counsel to the Committee, and other parties-in-interest regarding all of the foregoing. Applicant seeks \$128,485.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit B attached hereto and incorporated herein by reference.

c. Litigated Issues: Applicant performed services during the period covered by this Fee Statement in respect of various litigation-related matters. In particular, Applicant's services related to addressing issues pertaining to a third party subpoena. Applicant seeks \$1,389.00 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, (ii) addressing certain claims, executory contract issues, and tax issues arising under the proposed plan of reorganization, (iii) addressing issues relating to and preparing responses to objections filed to the proposed plan of reorganization, (iv) researching and preparing analyses on certain plan-related issues, (v) researching and preparing confirmation-related pleadings and other

documents for the hearing to confirm the Debtors' proposed plan of reorganization, which hearing was held subsequent to the period covered by this Fee Statement, (vi) preparing for and participating in a status conference on the proposed plan and disclosure statement, held on March 24, 2005, (vii) preparing a proposed liquidating trust agreement, (viii) preparing for and participating in meetings with the Liquidating Trustee on March 14 and March 15, 2005, (ix) addressing FCC issues arising from the proposed transfer to the liquidating trust; (x) addressing post-confirmation corporate governance issues, (xi) addressing issues relating to the filing and service of the supplement to the proposed plan of reorganization, and (xii) 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 \$337,344.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit D attached hereto and incorporated herein by reference.

e. Travel Time: Applicant's professionals were required to travel on numerous occasions during the period covered by this Fee Statement. During the Compensation Period, non-working travel time was billed at 50% of regular hourly rates. Applicant seeks \$8,180.00 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 March 24, 2005, and (iv) participating in conference calls and meetings concerning the progress of these chapter 11 cases. Applicant seeks \$14,707.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit F attached hereto and incorporated herein by reference.

g. Bankruptcy Schedules: Applicant's services in this category related primarily to the review and preparation for filing of the Debtors' monthly operating reports for the months of December 2004, January 2005, and February 2005. Applicant seeks \$3,013.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit G attached hereto and incorporated herein by reference.

h. Fee Applications: This category includes Applicant's activities in connection with the preparation of its monthly Fee Statements. During the period covered by this Fee Statement, Applicant's professionals and paraprofessionals performed services in connection with (i) the preparation of Applicant's eighth monthly Fee Statement and (ii) the review of information for Applicant's ninth monthly Fee Statement. Because many of Applicant's professionals and paraprofessionals provide services in these chapter 11 cases, reviewing Applicant's billing statements and preparing the fee statements and applications is a time consuming process. At this time, Applicant seeks \$6,055.50 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. Executory Contracts and Leases: Applicant's professionals during the period covered by this Fee Statement (i) prepared a motion and related documents to amend a master site agreement and participated in negotiations with the lessor regarding same and (ii) participated in multiple conference calls with the Debtors regarding certain executory contract and lease issues. Applicant seeks \$41,804.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit I attached hereto and incorporated herein by reference.

j. Claims Processing: During the period covered by this Fee Statement, Applicant's services included (i) addressing issues relating to certain proofs of claim filed and related claims processing issues, (ii) addressing issues relating to responses by claimants to Debtors' third omnibus objection to certain claims, (iii) preparing an agenda for and participating in a hearing on March 24, 2005 regarding Debtors' third omnibus objection to certain claims, (iv) preparing Debtors' fourth omnibus objection to certain claims, (v) researching relating to certain claims issues, and (vi) communications with the claims agent, Trumbull Services, the Committee, and the Debtors' financial advisors, FTI Consulting, regarding claims analysis. Applicant seeks \$61,919.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit J attached hereto and incorporated herein by reference

k. Asset Sales: Applicant's professionals during the period covered by this Fee Statement (i) reviewed and communicated with Debtors' personnel and the counsel to the Committee regarding proposals in connection with a proposed sale of certain of the Debtors' assets, (ii) reviewed documents relating to a proposed asset sale, (iii) prepared further documents relating to a proposed asset sale, and (iv) communicated with Miller Buckfire, Debtors' financial advisor and investment banker, the Committee, and other parties-in-interest regarding a potential

auction of certain of the Debtors' assets. Applicant seeks \$21,959.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit K attached hereto and incorporated herein by reference.

1. 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 \$2,763.50 in fees for services performed in this category as more particularity detailed in Exhibit L 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 L 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 L 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”)⁶. Applicant has incurred expenses of \$125,220.65 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.

⁶ In addition, pursuant to Applicant’s agreement with the United States Trustee, Applicant has reduced its Lexis electronic research charges by 34%, its Westlaw electronic research charges by 10%, and its telephone toll charges by 66%.

INTERIM NATURE OF COMPENSATION

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

NOTICE

16. Notice of this Fee Statement has been served upon (i) the United States Trustee for the District of Maine and (ii) counsel for the Committee. Such notice is in accordance with the procedures set forth in the Interim Compensation Order.

NO PRIOR REQUEST

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

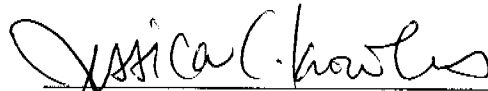
REVIEW OF APPLICABLE LOCAL RULE

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

WHEREFORE, after appropriate notice and hearing, Sidley Austin Brown & Wood LLP requests the Court to (i) approve interim compensation in the amount of \$718,573.00, and reimbursement of expenses in the amount of \$125,220.65 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: May 25, 2005

Respectfully submitted,



Larry J. Nyhan
James F. Conlan
Paul S. Caruso
Jessica C. Knowles
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