

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)	
)	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., <u>et al.</u> ,)	Case No. 04-20878
)	
Debtors.)	Jointly Administrated
)	

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES
INCURRED BY AKIN GUMP STRAUSS HAUER & FELD LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PEGASUS SATELLITE TELEVISION, INC., ET AL.
FOR THE PERIOD APRIL 1, 2005 TO APRIL 30, 2005**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. (the “Committee”) submits for review its monthly statement (the “Monthly Fee Statement”) of fees for services rendered and out-of-pocket expenses for the period April 1, 2005 to April 30, 2005 the “Compensation Period”). In support of the Monthly Statement, Akin Gump states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”) in the Bankruptcy Court for the District of Maine (the “Bankruptcy Court”).

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., WTLH License Corp.

2. On June 24, 2004, the Bankruptcy Court entered an Order under 11 U.S.C. §§331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, the Bankruptcy Court authorized the filing of monthly fee statements and authorized payment of 90% of any unobjected to fees and 100% of the expenses requested in the Monthly Fee Statement.

3. On July 13, 2004, the Bankruptcy Court entered an order (the “Retention Order”) authorizing the retention of Akin Gump as co-counsel to the Committee nunc pro tunc to June 2, 2004.

4. For the Compensation Period, Akin Gump’s fees for providing professional services to the Debtors totaled \$306,230.75. In connection with the services rendered, Akin Gump has recorded actual and necessary out-of-pocket expenses in the amount of \$6,573.37. There may exist additional out-of-pocket expenses that Akin Gump has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto are the following: (i) a schedule summarizing all time expended by attorneys and paraprofessionals (Exhibit “A”); (ii) a detailed accounting of the services rendered, itemized by name of the person who rendered the service, the date, the amount of time expended and a description of the services rendered (please note that these descriptions divide attorney time into tenths of an hour) (Exhibit “B”); and (iii) a schedule of out-of-pocket disbursements incurred in connection with the services performed (Exhibit “C”).

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amount Due
04/01/05 – 04/30/05	\$306,230.75	\$30,623.08	\$275,607.67	\$6,573.37	\$282,181.04

6. Pursuant to the terms of the Interim Compensation Order, responses or objections to this Monthly Fee Statement, if any, must be in writing and must be filed with the Bankruptcy Court and served on the notice parties, as specified in the Interim Compensation Order, so as to be received on or before twenty (20) days following receipt of this Monthly Statement (the “Objection Deadline”).

7. Upon the expiration of the Objection Deadline, the applicant shall certify in writing to the Debtors that no objection, or an objection has been filed with the Court relative to this Monthly Fee Statement, whichever is applicable, after which the Debtors shall pay to the Applicant an amount equal to either (i) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement, or (ii) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement not subject to an objection, as appropriate, until the Court hears and resolves such objection.

Dated: May __, 2005

Respectfully submitted,
AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ David H. Botter

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New York, NY 10022
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Co-Counsel to the Official Committee of Unsecured
Creditors of Pegasus Satellite Television, et al.

EXHIBIT A

PEGASUS SATELLITE TELEVISION, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
APRIL 1, 2005 THROUGH APRIL 30, 2005

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Stephen M. Baldini	Litigation	New York – 1990	14.00	\$560.00	\$7,840.00
David H. Botter	Financial Restructuring	New York – 1990	65.45	\$625.00	\$40,906.25
Tom W. Davidson	Telecommunications	Wisconsin – 1977	43.70	\$580.00	\$25,346.00
Douglas W. Killip	Tax	New York – 1988	41.50	\$625.00	\$25,937.50
Stephen E. Older	Corporate	New York – 1989	2.00	\$625.00	\$1,250.00
Russell W. Parks	Corporate	New York – 1973	39.80	\$650.00	\$25,870.00
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Patrick M. Cox	Tax	New York – 1997	186.10	\$455.00	\$84,675.50
Philip C. Dublin	Financial Restructuring	New York – 1999	59.90	\$475.00	\$28,452.50
Phillip Marchesiello	Telecommunication	Maryland – 1997	2.30	\$415.00	\$954.50
Erica D. McGrady	Corporate	Ohio – 1997	25.50	\$415.00	\$10,582.50
Scott D. McKinney	Corporate	District of Columbia - 1999	1.20	\$385.00	\$462.00
Patrick C. Schmitter	Litigation	New York – 1997	9.70	\$455.00	\$4,413.50
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Sameena Karmally	Corporate	Texas – 2004	2.60	\$230.00	\$598.00
Amit Kurlekar	Litigation	New York – 2005	8.50	\$365.00	\$3,102.50
Karen L. Milne	Telecommunications	Virginia – 2004	20.00	\$230.00	\$4,600.00
Maruti Narayan	Tax	Admission Pending	86.60	\$260.00	\$22,516.00
Nicole M. Lanteri	Corporate	New York – 2005	8.10	\$260.00	\$2,106.00
Christopher Tygh	Telecommunications	Maryland – 2003	55.10	\$260.00	\$14,326.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT
Susana Fernandez-Herrero	Telecommunications		7.50	\$165.00	\$1,237.50
Peter J. Sprofera	Financial Restructuring		5.70	\$185.00	\$1,054.50
TOTAL			685.25		\$306,230.75

EXHIBIT B

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

PEGASUS SATELLITE TELEVISION, INC.
ATTN: TED LODGE, ESQ.
225 CITY LINE AVENUE
BALA CYNWYD, PA 19004

Invoice Number 922457
Invoice Date 05/24/05
Client Number 680931
Matter Number 0001

Re: COMMITTEE OF UNSECURED CREDITORS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/05 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	1.20	\$750.00
0003	Akin Gump Fee Application/Monthly Billing Reports	5.00	\$1,189.00
0011	Executory Contracts/License Agreements	2.60	\$1,280.00
0017	General Adversary Proceedings	27.60	\$13,545.00
0018	Tax Issues	378.20	\$164,188.50
0019	Labor Issues/Employee Benefits	5.00	\$3,125.00
0022	Plan, Disclosure Statement and Plan Related Documentation	52.60	\$29,660.00
0024	Asset/Stock Transaction/Business Liquidations	77.20	\$42,068.00
0025	Travel	3.45	\$2,156.25
0026	FCC Matters	132.40	\$48,269.00
	TOTAL	685.25	\$306,230.75

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/18/05	SEO	0002 Conferences with D. Botter, P. Dubin, M. Hyatte at Sidley (.4), review memo re Rule 144k and ability to sell after 2 years (.8).	1.20
04/12/05	PJS	0003 Review and prepare documents re fee statement.	0.30
04/18/05	DHB	0003 Review and revise March bill (.6).	0.60
04/19/05	PJS	0003 Review and prepare documents re fee statement (1.6); prepare CNO (.1).	1.70
04/20/05	PJS	0003 Review and prepare documents re fee statement.	0.30
04/21/05	PJS	0003 Review and prepare documents re fee statement.	2.10
04/10/05	PCD	0011 Review executory contract motion (.6); e-mails regarding same (.1).	0.70
04/12/05	DHB	0011 Review motion to assume and assign (.3).	0.30
04/13/05	PCD	0011 Review contact motion (.4); e-mails regarding schedule 8.2 (.2); calls regarding same (.2).	0.80
04/20/05	PCD	0011 Confer with D. Botter regarding contract motion (.1); e-mails regarding KB (.1).	0.20
04/26/05	PCD	0011 Review assumption and assignment agreement (.2); revise same (.2); call with R. Parks regarding same (.1); call with T. Davidson regarding same (.1).	0.60
04/01/05	SMB	0017 Telephone call with Botter, Dublin, Cox regarding status (.70); revising brief and complaint (.90); reviewing KPMG letter (.20); meeting with A. Kurlekar (x3) regarding revisions (.60).	2.40
04/01/05	PCD	0017 Review and revise tax brief (2.9); calls regarding same (.4).	3.30
04/01/05	AK	0017 Revised TRO documents.	4.00
04/02/05	SMB	0017 Reviewing, revising brief and complaint.	0.50
04/02/05	PCD	0017 Review TRO pleadings (.6).	0.60
04/03/05	DHB	0017 Continue finalization of Tax TRO papers (1.2).	1.20
04/04/05	SMB	0017 Meeting with A. Kurlekar regarding brief and complaint (.30); telephone call with Botter, Dublin regarding complaint (.20).	0.50
04/04/05	AK	0017 Revised TRO documents.	2.50
04/05/05	SMB	0017 Revising brief insert for 9019 motion.	0.80
04/06/05	SMB	0017 Telephone call (x3) with D. Botter, R. Cox (.50); meeting with P. Schmitter, A. Kurlekar (.80); reviewing, revising correspondence regarding tax dispute (.50); telephone call with local counsel (.30); telephone call with all counsel regarding settlement proposal (1.50); revising complaint and brief (1.60).	5.20
04/06/05	AK	0017 Phoneconf with P. Schmitter and S. Baldini re filing of TRO (.8); review documents re same (.7).	1.50
04/08/05	SMB	0017 Telephone call (x3) with Dublin, Cox (.40); reviewing, revising TRO brief.	0.90
04/10/05	AK	0017 Prepared exhibits to TRO Affidavit.	0.50
04/12/05	SMB	0017 Meeting with P. Schmitter (.20); revising settlement agreement (.20); telephone call with D. Botter regarding agreement (.20).	0.60
04/18/05	SMB	0017 Telephone call with R. Cox, P. Dublin (.50); reviewing, revising 9019 motion (.90).	1.40
04/20/05	SMB	0017 Reviewing correspondence regarding settlement hearing (.40).	0.40
04/21/05	SMB	0017 Reviewing correspondence regarding settlement hearing (.40).	0.40
04/22/05	SMB	0017 Reviewing correspondence regarding hearing on motion to approve settlement (.40); reviewing motion for approval (.50).	0.90
04/01/05	DWK	0018 Review comments to Tax Brief (1.0); conference call with Botter re tax issues (1.0).	2.00
04/01/05	PMC	0018 Review and revise tax term sheet (4.7); discuss with Tom Yancey (.7); discuss with M. Narayan (.3).	5.70
04/01/05	PCS	0018 Confer with team regarding filings (0.2); conference call to discuss case status (0.7).	0.90
04/01/05	PCD	0018 E-mails regarding KPMG report (.2); review access letter (.1); call with Maguire regarding tax issues (.3).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/01/05	NML	0018 Prepared response to PCC objection to plan (4.3); preparation and call w/Akin Team re: preparation of court documents (2.3); research method of distribution in other major bankruptcies (1.5).	8.10
04/02/05	DWK	0018 Review revisions to tax term sheet. (1.0)	1.00
04/02/05	PMC	0018 Attend conference call with all parties re: term sheet (1.0); conference call with Angelo Civarello and Mark French regarding KPMG report (1.1); revise term sheet (2.5); attend second conference call with all re: term sheet (1.1).	5.70
04/02/05	PCD	0018 Review term sheet (.6); e-mails regarding tax issues (.2).	0.80
04/02/05	PCD	0018 E-mails regarding tax issues (.2)	0.20
04/03/05	PMC	0018 Revise Tax Term Sheet (3.5); attend conference call with Sidley and Debevoise regarding Tax Term Sheet (1.1); discuss with D. Botter (.2).	4.80
04/04/05	DWK	0018 Conference call with KPMG re NOL utilization report (1.5); review NOL utilization report (1.0); conference call with Debevoise re tax term sheet (1.0).	3.50
04/04/05	PMC	0018 Attend conference call regarding Tax Term Sheet (3.2); revise and circulate Tax Term Sheet (3.5); attend follow-up call regarding Tax Term Sheet (1.0); revise and recirculate Tax Term Sheet (4.0); discuss with M. Narayan (.3).	12.00
04/04/05	DHB	0018 Review and revise multiple drafts of tax term sheet (.7); office conference with P. Dublin regarding same (.1); e-mails regarding same (.1).	0.90
04/04/05	PCD	0018 Conference call with PCC debtors regarding tax term sheet (3.4); second conference call regarding same (1.1); review and revise term sheet (.6); confer with D. Botter regarding same (.1); calls with R. Cox regarding same (.2).	5.40
04/04/05	MRN	0018 Review term sheet and make comments (3.4); prepare and participate in conference call with representatives of PCC, PSC (2.6); call with Liquidating Trustee re: term sheet circulation and 382 carryover and followup (2.4).	8.40
04/05/05	DWK	0018 Review BES comment to tax term sheet re NUBIG (0.50); review Scully comments re same (0.50); conference call re term sheet (1.5).	2.50
04/05/05	PMC	0018 Revise Tax Term Sheet (5.4); attend conference call regarding Tax Term Sheet and PCC settlement process (2.0); discuss with P. Dublin and M. Narayan (.4).	7.80
04/05/05	DHB	0018 E-mail communications regarding tax settlement (.2) (.2); office conference with S. Baldini regarding same (.1); review comments to tax settlement (.5); office conference with R. Cox regarding same (.1) (.1); conference call regarding same (1.7).	2.90
04/05/05	PCD	0018 Calls regarding tax term sheet (1.6); review term sheet (.7); draft settlement stipulation (1.4); confer with D. Botter regarding tax matters (.4).	3.10
04/05/05	MRN	0018 Review term sheet and edit portions regarding time (3.2); prepare and participate in call re: Pegasus tax issues (2.5).	5.80
04/06/05	DWK	0018 Review draft tax term sheet (1.0); meeting with Cox re term sheet (0.50); call with Botter re term sheet (0.20); conference call with Debevoise re tax term sheet (2.3).	4.00
04/06/05	PMC	0018 Review revised KPMG reports (2.5); review revisions from Brad Scher and Sidley regarding the Tax Term Sheet (1.5); prepare for and attend several conference calls with Sidley, Brad Scher and Akin team regarding Tax Term Sheet (4.5); call Debevoise regarding Tax Term Sheet (.5); research tax law (1.5).	10.50
04/06/05	PCS	0018 Conference calls with R. Cox, D. Botter, S. Baldini (0.7); meetings with S. Baldini (1.5); calls with A. Kurlekar (0.3); review documents relating to potential motion (0.5).	3.00
04/06/05	PCD	0018 Conference calls regarding tax settlement (2.6); review term sheet (.4); e-mails regarding same (.3).	3.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/06/05	MRN	0018 Analyzing KPMG's revised findings on 382 limitations (2.8); Discussing Debevoise's comments to Term Sheet internally and with Debtors' counsel (3.4); preparation and conference call with Liquidating Trustee, Sidley, and Akin team members to discuss Debevoise comments (1.9).	8.10
04/07/05	PMC	0018 Conference call with Sidley tax and KPMG regarding tax issues (.8); e-mails to group regarding tax issues relating to the Term Sheet (.8); attend conference call with Debevoise, Sidley, Brad Scher and Akin team regarding Tax Term Sheet (1.0); review and revise the TRO pleadings (1.5); call with Angelo Ciavarella (.5); research tax law regarding valuation issues (1.9).	6.50
04/07/05	PCS	0018 Review draft brief (0.6); confer with S. Baldini (0.3).	0.90
04/07/05	DHB	0018 Prepare for conference call regarding tax settlement (.4); attend same (1.8); follow-up with P. Dublin and R. Cox and D. Killip regarding same (.5); and B. Scher (.3).	3.00
04/07/05	PCD	0018 Call with D. Botter regarding tax issues (.2); e-mails regarding same (.1).	0.30
04/07/05	MRN	0018 Call with Sidley and KPMG re: outstanding tax issues (1.3); Preparation and call with Debevoise, Sidley, and Akin re: tax term sheet (3.0).	4.00
04/08/05	DWK	0018 Review Debevoise comments to revised tax term sheet (1.5); meeting w/Cox re: same (1.0).	2.50
04/08/05	PMC	0018 Discuss Response motion with M. Narayan and P. Dublin (.5); review PCC mark-up of Tax Term Sheet (2.0).	2.50
04/08/05	PCS	0018 Confer with team regarding potential litigation and settlement negotiations (0.2).	0.20
04/08/05	DHB	0018 Work regarding tax settlement.	1.00
04/08/05	PCD	0018 E-mail regarding tax term sheet (.2); review revised draft of same (.4).	0.60
04/08/05	MRN	0018 Research and analyze tax consequences related to failure to file form 1099 (1.2); draft revisions to tax term sheet per conversation with Debevoise and Sidley (3.5); discuss same with P. Cox (1.2).	5.90
04/10/05	DWK	0018 Review revised tax term sheet and e-mails re: same (2.0).	2.00
04/10/05	PMC	0018 Prepare for and attend conference call regarding Tax Term Sheet (1.0); revise Tax Term Sheet (3.5); discuss status with Debevoise (.2); discuss with Akin and Sidley (.3).	5.00
04/10/05	PCD	0018 Conf. call regarding tax issues (.9); review term sheet (.8); e-mails regarding same (.2).	1.90
04/10/05	MRN	0018 Reviewed revised term sheet and response to PCC objection.	2.30
04/11/05	DWK	0018 Conference call w/Debevoise re: tax term sheet open issues (1.0); internal conference call re: open issues on tax term sheet (0.50).	1.50
04/11/05	PMC	0018 Attend conference call with Debtors and creditor committee professionals regarding stip and order (1.0); call with same group and Debevoise re: stip and order (1.8); tax research (2.5); call with Angelo Ciavarella (Sidley) (1.0); conference call regarding stip and order (1.2); review and revise both Tax Term Sheet and stip and order (4.2).	11.70
04/11/05	DHB	0018 Office conference with R. Cox regarding status of tax settlement (.3); conference call regarding same (.5); prepare for next call (including review of new term sheet) (.6); next conference call (2.0); follow-up with B. Scher (.2) and R. Cox (.1) (.1); review new changes (.2); follow-up conference call regarding same (.6); continue work regarding term sheet (.5); review new PCC language (.5); conference call regarding same and follow-up with B. Scher (1.5).	7.30
04/11/05	PCD	0018 E-mails regarding tax issues (.3).	0.30
04/11/05	MRN	0018 Preparation and calls with Pegasus tax team regarding changes to tax term sheet.	5.60
04/12/05	DWK	0018 Review revised tax term sheet (1.0); review Debevoise rider to same (0.5); review comments to tax term sheet (1.0).	2.50
04/12/05	PMC	0018 Discuss tax issues with group regarding KPMG (1.0); review various revisions of Tax Term Sheet from Debevoise (2.0); revise same (4.0);	12.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		prepare for and attend conference call with Debevoise, Sidley, Lowenstein and Akin regarding Tax Term Sheet (1.5); discuss notice provisions with P. Schmitter and M. Narayan (.2); draft stip and order (1.2); research tax law (2.4).	
04/12/05	PCS	0018 Confer with R. Cox, S. Baldini, A. Kurlekar (0.3); draft notice provision (0.7).	1.00
04/12/05	PCD	0018 E-mails regarding tax term sheet (.2); calls regarding same (.2).	0.50
04/12/05	MRN	0018 Revise Stipulation and Order and Term Sheet to reflect corrections by Debevoise and Sidley.	5.80
04/13/05	DWK	0018 Review stipulation and order concerning tax matters (1.5); review revised final tax term sheet (1.5).	3.00
04/13/05	PMC	0018 Prepare Tax Term Sheet (1.3); prepare stip and order (3.0); research tax law regarding the same (1.5); prepare Response to PCC Objection (2.6); calls and discussions with Akin team regarding all (1.5).	9.90
04/13/05	PCD	0018 Revise stipulation (2.7); calls regarding same (1.2); e-mails regarding same (.2).	4.10
04/13/05	MRN	0018 Review filings in other major liquidating bankruptcies where courts allocated distributions to principal and then to interest.	1.30
04/14/05	DWK	0018 Review final draft of stipulation and order re: tax matters (1.0); review draft 9019 settlement motion (1.0).	2.00
04/14/05	PMC	0018 Coordinate revisions of Stip and Order (1.0); review and revise Motion (3.5); tax research regarding 332 liquidation issues and other tax issues (4.5).	9.00
04/14/05	PCD	0018 Review and revise tax settlement stipulation (.8); calls regarding same (1.1); e-mails regarding same (.3).	2.20
04/15/05	DWK	0018 Call w/Botter re: tax matters (0.5); review revised settlement motion.	2.00
04/15/05	PMC	0018 Review and revise Motion (5.0); research tax law regarding same (2.5); discuss with Sidley lawyers (1.0).	8.50
04/15/05	DHB	0018 Review proposed Tax 9019 motion (.4); office conference with R. Cox regarding same (.1); e-mail communications regarding same (.2); review comments to same (.3).	1.00
04/15/05	PCD	0018 Revise tax stipulation (.2); e-mails regarding same (.2).	0.40
04/15/05	MRN	0018 Review settlement motion and discuss same with P. Cox.	3.50
04/17/05	DHB	0018 Review Tax 9019 comments and e-mail communications related thereto (.6).	0.60
04/18/05	DWK	0018 Review Cox comments to settlement motion (0.5); review Debevoise comments to same (0.5).	1.00
04/18/05	PMC	0018 Review and revise Motion (3.5); discuss with Akin team (.3); prepare for and attend conference call regarding Motion with Sidley and M. Narayan (1.7).	5.50
04/18/05	DHB	0018 E-mail communications regarding tax 9019 motion (.2).	0.20
04/18/05	PCD	0018 Review and revise settlement motion (2.6); calls regarding same (1.2); e-mails regarding same (.4).	4.20
04/18/05	MRN	0018 Coordinate review and revision of 9019 motion and circulate to Debevoise, Sidley and Akin team members (8.1); conference call with George Maguire and Angelo Ciavarella to discuss same (.5).	8.60
04/19/05	PMC	0018 Discuss tax issues with M. Narayan (.3); discuss status with D. Botter (.1); review files and deliver documents to Eisner (.3).	0.70
04/19/05	MRN	0018 Create outline of important topics for liquidating trustee (3.2); arrange them into binder format and gather necessary documents for meeting (3.4);	6.60
04/20/05	DWK	0018 Meeting w/Eisner re: tax matters (2.5); prepare for meeting w/Eisner re: tax matters (1.0).	3.50
04/20/05	PMC	0018 Prepare for meeting with Eisner LLP (1.8); attend meeting with Akin, Brad Scher and Eisner LLP (3.1); research tax law and prepare documents relating to tax issues including time line and tax outline (6.1).	11.00
04/20/05	MRN	0018 Preparation and meeting with B. Scher and Eisner to discuss residual tax	9.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		issues (5.8); continue organizing materials for binder (3.4).	
04/21/05	DWK	0018 Review e-mails re: Eisner/KPMG tax issues.	1.00
04/21/05	PMC	0018 Coordinate document production with Akin team, Eisner LLP, Debtors, KPMG and Sidley (5.0); prepare tax binder and tax time line (3.0); research tax law (1.5).	9.50
04/21/05	PCS	0018 Preparation for and attendance at meeting regarding potential lender claims (2.5); confer with M. Nath, K. Koopersmith regarding next steps (0.4).	2.90
04/21/05	MRN	0018 Preparation of materials for binder, including gathering dates and formatting.	7.10
04/22/05	PMC	0018 Prepare for and attend conference call with KPMG, Eisner and Sidley regarding outstanding tax issues (4.0); discuss tax issues with Akin team (.5).	4.50
04/22/05	MRN	0018 Preparation and conference call with Pegasus team to discuss residual tax issues (2.0); gathering residual information for binder, including state tax returns from PCC (2.4).	4.40
04/25/05	DWK	0018 review e-mails re: tax matters (0.5); review time line chart (0.5); meeting w/Cox re: same (0.5).	1.50
04/25/05	PMC	0018 Tax research (3.0); review file and e-mails and prepare time line (3.5); conference calls with Carlisle Sewell, KPMG and Brad Scher regarding tax issues (1.5).	8.00
04/25/05	PCD	0018 Calls with R. Cox regarding tax matters (.3); review time line (.2).	0.50
04/26/05	DWK	0018 Review KPMG draft NOL utilization schedule (2.0); meeting w/Cox re: same (0.5); review claim schedule (1.0); meeting re: timing issues in effectuating the plan (1.0); review list for purpose of 382(1)(5) qualification (1.5).	6.00
04/26/05	PMC	0018 Attend conference call (2.0); tax research (3.3); review structure chart (.5); discuss corporate restructurings with R. Parks and E. McGrady (.4); review exchange documents (.7); prepare tax binder (2.5); discuss L5 qualification with Brad Scher and Lowenstein (.8).	10.20
04/26/05	PCS	0018 Confer with M. Masella, M. Nath (0.5); review draft timeline (0.3).	0.80
04/26/05	PCD	0018 Call with R. Cox regarding tax issues (.1); e-mails regarding same (.1).	0.20
04/27/05	PMC	0018 Prepare for and attend conference call with KPMG, Sidley and Herbein regarding tax issues (1.4); research tax law (2.2); review NOL schedules and FAS 109s (1.0); prepare time line and tax binder (2.6).	7.20
04/28/05	PMC	0018 Conference call with Eisner team and Brad Scher (1.3); call with Mark French (.3); call with Brad Scher (.1); prepare time line and tax binder (2.0); review exchange agreements and debt summary information (1.6).	5.30
04/29/05	PMC	0018 Discuss state tax issues with KPMG and PCC tax (1.5); discuss objection issues with P. Dublin and D. Botter (.3); discuss L5 qualification issues with J. Kramer, Brad Scher and Paul Kizel (1.5); discuss debt issues with E. McGrady and P. Dublin (1.5); several e-mails to Carlisle Sewell regarding document requests and tax issues (2.0); research tax law (2.2).	9.00
04/29/05	DHB	0018 Telephone conference with B. Scher regarding tax hearing (.1); e-mails with P. Dublin and R. Cox regarding same (.3).	0.40
04/30/05	PMC	0018 Discuss company debt with E. McGrady (.5); review debt summary (1.0); research tax law regarding debt issues (2.0).	3.50
04/30/05	PCD	0018 E-mails regarding PSC debt issues (.3).	0.30
04/12/05	DHB	0019 E-mail communications regarding tax settlement (.2); review new language (.4); office conference with R. Cox regarding same (.1); telephone conference with G. Maguire regarding same (.2); review new language (.3); conference call regarding same (.8); various office conferences with R. Cox regarding same (.2) (.1); continue work regarding same (1.2); review and revise stipulation and order and provide detailed comments thereto (1.2); telephone conference with B. Scher regarding all of above (.3).	5.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/01/05	DHB	0022 Continue work regarding confirmation issues (1.0) conference call with team regarding tax TRO and next steps (.5); e-mail communications regarding above (.5) (.5); telephone conferences with creditors regarding status (.4) (.2).	3.10
04/01/05	PCD	0022 Revise response to PCC objection (.8); calls regarding same (.4); calls regarding confirmation issues (1.1); calls regarding liquidation trust agreement (.5); revise same (.3); e-mails regarding same (.1).	3.20
04/02/05	DHB	0022 E-mail communications regarding confirmation issues (.4); conference call with Debtors regarding confirmation tax issues (1.1).	1.50
04/02/05	PCD	0022 Calls regarding term sheet and confirmation issues (.8).	0.80
04/03/05	DHB	0022 Review and revise Committee confirmation objection and response to PCC objection (1.1); e-mail communications regarding same (.4).	1.50
04/04/05	DHB	0022 Prepare for and attend conference call on settlement of tax/confirmation matters (2.5); follow-up confirmation with Debtors and LT (.5); work related thereto (.5).	3.50
04/04/05	PCD	0022 Review draft confirmation order (.3); calls regarding same (.1).	0.40
04/05/05	DHB	0022 Telephone conferences with Committee members regarding status of confirmation proceedings (.2); e-mail communications regarding same (.1); review and revise notices to Committee regarding status (.2).	0.50
04/05/05	PCD	0022 Calls with bondholders regarding plan status (.4); draft e-mail memo to committee regarding plan status (.3); confer with D. Botter regarding same (.1).	0.80
04/06/05	DHB	0022 E-mail communications regarding confirmation issues (.2); review release provisions of plan (.3); conference call regarding same (.8); and follow-up (.3); extended multiple conference calls and e-mail communications regarding tax confirmation issues (4.3).	5.90
04/07/05	PCD	0022 Calls regarding plan documents (.3); review and revise release language (.3).	0.60
04/09/05	PCD	0022 Review draft as a term sheet (.8).	0.80
04/12/05	DHB	0022 Work related to confirmation order (.5); telephone conference with Kizel and Neel regarding order (.2); telephone conference with creditors regarding status of confirmation (.2); review all confirmation documents and work with P. Dublin regarding same (1.5); draft detailed status report regarding same (.8).	3.20
04/12/05	PCD	0022 Review and revise confirmation order (1.2); calls regarding same (.6); e-mails regarding same (.1); review comments to same (.2); confer with D. Botter regarding same (.3); revise liquidating trust agreement (.7); calls regarding same (.3).	3.40
04/13/05	DHB	0022 Prepare for confirmation hearing, including attention to all outstanding confirmation issues; review of confirmation order draft and telephone conferences with P. Dublin, B. Scher and R. Cox (4.0: review of committee objection and revisions to same (.7); review all objections (.5); telephone conferences with creditors regarding same (.3); various meetings with Ad Hoc, Debtors and LT regarding same (.5).	6.00
04/13/05	PCD	0022 Calls regarding confirmation (.7); revise release provisions (.4); calls regarding same (.2); e-mails regarding same (.2).	1.50
04/14/05	DHB	0022 Continue preparation for hearing and negotiations over last issues (3.6); attend confirmation hearing (1.5); office conference with P. Dublin regarding results thereof and memo to Committee (.2).	5.30
04/14/05	PCD	0022 Calls regarding confirmation (.2); review confirmation order (.6); call with D. Botter regarding same (.1).	0.90
04/15/05	DHB	0022 Follow-up regarding confirmation hearing (.2); telephone conferences with creditors regarding same (.2) (.2) (.2) (.2); office conference with D. Golden regarding same (.1); office conference with S. Older regarding PCC stock issues (.2).	1.30
04/15/05	PCD	0022 Review revised conference order (.6); e-mails regarding same (.1); call with D. Botter regarding confirmation issues (.2).	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/18/05	PCD	0022 E-mails regarding confirmation issues (.2); calls regarding same (.4).	0.60
04/18/05	PCD	0022 Calls regarding BA sale issues (.3); e-mails regarding same (.1).	0.40
04/19/05	DHB	0022 Office conference with P. Dublin regarding ED requirements (.1); e-mail communications with S. Older regarding stock issues (.2); review memo regarding reserves (.3); office conferences with P. Dublin regarding effective date requirements (.2) (.1); conference call regarding same (.3).	1.20
04/20/05	DHB	0022 Conference with B. Scher regarding effective data issues (.4); review SEC subpoena (.3); office conference with P. Dublin regarding same (.1).	0.80
04/21/05	PJS	0022 Review SEC documents re plan and trust.	1.30
04/25/05	DHB	0022 E-mail communications with team and LT regarding ED matters (.2).	0.20
04/27/05	DHB	0022 E-mail communications regarding ED issues (.2).	0.20
04/27/05	PCD	0022 E-mails regarding effective date issues.	0.20
04/28/05	DHB	0022 Office conference with P. Dublin regarding ED issues and e-mails regarding same (.2).	0.20
04/28/05	PCD	0022 Call regarding effective date issues (.9); revise lt agt (.1); call with D. Botter regarding effective date issues (.2).	1.20
04/30/05	SDM	0022 Draft indemnity letter agreement.	1.20
04/11/05	RWP	0024 Review Agenda for meeting (.3); review KB files and Asset Purchase Agreements (1.7).	2.00
04/12/05	RWP	0024 KB meeting with Brad Scher and Sidley.	5.30
04/12/05	RWP	0024 Start draft of KB offer and economics (1.8); work on Schedule 8.21(a) issues (.7).	2.50
04/12/05	DHB	0024 Office conference with R. Parks regarding sale process (.2); telephone conference with M. Puntus regarding same (.2); office conferences with R. Parks and T. Davidson regarding sale issues and KB (.4).	0.80
04/13/05	RWP	0024 Discussions with Tom Davidson regarding FCC issues on KB (.3); further work on KB Term Sheet and economic consequences (4.2).	4.50
04/13/05	DHB	0024 Numerous telephone conferences with B. Scher, T. Davidson, R. Parks and M. Nachman regarding Broadcast related sale issues (.2) (.3) (.2).	0.70
04/13/05	PCD	0024 E-mails regarding broadcast sale (.1).	0.10
04/14/05	RWP	0024 Telephone calls with Michael Nachman regarding term sheet and numbers (.6); revise same (1.9).	2.50
04/14/05	DHB	0024 Review memo regarding KB (.2).	0.20
04/14/05	PCD	0024 Review KB documents (.4); e-mails regarding same (.1); calls regarding same (.1).	0.60
04/15/05	SEO	0024 Conference with D. Botter re holding period and whether shares are restricted (.2); review documents re same (.6).	0.80
04/18/05	RWP	0024 Telephone calls regarding conflicts issues with KB II (.8) and telephone calls with David Botter regarding same (.2).	1.00
04/18/05	RWP	0024 Review issues regarding meeting with KB.	1.00
04/18/05	DHB	0024 Office conference with R. Parks regarding KB issues (.1).	0.10
04/19/05	RWP	0024 Conference call regarding meeting with KB and its owners.	2.00
04/19/05	RWP	0024 Telephone calls with Tom Yancey and Mike Nachman regarding open issues and history (1.8); review KB documents for meeting (.8); revise "economics" charts, with new option prices and 20% tax (.6); discussions with Tom Davidson regarding short for FCC approvals (.3).	3.50
04/19/05	PCD	0024 E-mails regarding BA sale issues (.3); conference call regarding BA sale issues and related matters (.4).	0.70
04/20/05	RWP	0024 Review "economics" (.4); review valuation of KB assets (1.7); meeting with Mike Nachman then with KB in Philadelphia, PA (2.4).	4.50
04/21/05	RWP	0024 Telephone calls with Tom Yancey regarding history of Amendment No. 4 to Option Agreement (.7) and telephone calls with Mike Nachman regarding same (.4); telephone calls with Robert Kargen regarding Scranton FCC Issues (.5); review Option Agreement (1.4).	3.00
04/21/05	DHB	0024 Office conferences with R. Parks regarding KB issues (.3) (.3).	0.60
04/21/05	PCD	0024 E-mails regarding KB and broadcast sale issues (.3); confer with D.	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Botter regarding same (.1).	
04/25/05	DHB	0024 E-mail communications regarding sale and KB issues (.2).	0.20
04/25/05	PCD	0024 Calls regarding BA sale issues (.3); e-mails regarding same (.1).	0.40
04/25/05	SK	0024 Research Pennsylvania case law and statutes regarding whether termination of a contract terminates the option on which the contract is based.	2.60
04/26/05	RWP	0024 Work on Mystic structure issues.	2.00
04/26/05	DHB	0024 E-mail communications with R. Parks and Davidson re KB issues and sale issues.	0.40
04/27/05	RWP	0024 Conference call on sale process, APA, bid procedures (2.4); meeting with Stewart and Dan (1.1).	3.50
04/27/05	DHB	0024 E-mail communications regarding KB and sale issues (.2).	0.20
04/27/05	PCD	0024 Review letter regarding KB (.3); review response to same (.1); comment on same (.1); call with R. Parks regarding KB issues (.1); e-mails regarding same (.3).	0.90
04/27/05	EDM	0024 Conference call with liquidating trustee Miller Buckfire regarding sale of broadcast assets (.8); draft Purchase Agreement (5.1).	5.90
04/27/05	EDM	0024 Review KB Option Agreement and APA regarding scranton and assignment provisions.	0.80
04/28/05	PCD	0024 Calls regarding broadcast (.4); e-mails regarding same (.2); review bid proc (.3); review letter regarding KB (.2); revise same (.1); call with Parks regarding same (.2); call with Davidson regarding broadcast issue (.1).	1.10
04/28/05	EDM	0024 Draft Asset Purchase Agreement and Bidding Procedures.	10.20
04/29/05	RWP	0024 Review APA.	2.50
04/29/05	PCD	0024 Calls regarding broadcast issues (.8); revise letter regarding KB (.2); e-mails regarding same (.1).	1.10
04/29/05	EDM	0024 Draft Asset Purchase Agreement and Bidding Procedures Order; transmit same to client.	7.90
04/30/05	EDM	0024 Research regarding Debentures.	0.70
04/13/05	DHB	0025 Travel to Portland for hearing (delays in New York) (actual time - 3.5).	1.75
04/14/05	DHB	0025 Travel back to New York (actual time - 3.4).	1.70
04/01/05	TWD	0026 Reviewed and revised two drafts of description of pro forma FCC transfer of control application (1.0); telephone calls with C. Tygh re: revisions to same (.50).	1.50
04/01/05	PCD	0026 Calls regarding FCC licenses (.1); e-mails regarding same (.1).	0.20
04/01/05	CT	0026 Work on transaction description exhibit and transfer of control applications (3.2); research for same (2.4) .	5.60
04/04/05	TWD	0026 Reviewed and revised narrative description of FCC pro forma transfer of control (0.50); telephone calls with P. Dublin re: need for trustee approval and draft bankruptcy court confirmation order (0.30); email to and from T. Van Wazer re: mechanics for addressing WHMM-DT and WPME situations (0.30).	1.10
04/04/05	CT	0026 Work on pro forma transfer of control applications and exhibits to same.	5.90
04/05/05	TWD	0026 Telephone call with Michael Nachman and T. Van Wazer re: issues involving implementation of liquidating trust agreement (0.50); reviewed and revised description of transaction in short form and remainder of FCC filing (0.70); office conferences with C. Tygh re: same (0.20); reviewed and revised contingent application description (0.50); telephone call with C. Tygh re: same (0.10); telephone call with P. Dublin re: impact of agreement on tax issues on use of liquidating trust and timing on securing Bankruptcy Court approval of plan of reorganization (0.30).	2.30
04/05/05	PRM	0026 Reviewed contingent transfer application exhibit and met with C. Tygh regarding same.	0.30
04/05/05	CT	0026 Work on pro forma transfer of control applications to liquidating trust and exhibits to same.	11.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/06/05	TWD	0026 Telephone call with M. Nachman, T. Van Wazer, T. Lodge and B. Scher re: KB issues (0.50); telephone calls with M. Nachman re: KB issue and status of FCC liquidating trust application (0.30); reviewed B. Scher comments and changes to application (0.50); office conference call with C. Tygh re: review of changes to application and conversion of DIP to reorganized company, FCC implications, and need to obtain clarification from D. Botter (0.30); emails to and from R. Parks re: KB issue (0.30).	1.90
04/06/05	SF	0026 Attention to edits on contingent proforma applications for WPME, WHMM-DT, translators, WOLF, WILF, WGFL, WDSI, WTLH and WPXT.	2.80
04/06/05	CT	0026 Revisions to pro forma applications and exhibits to same (2.1); conference with bankruptcy attorney re: same (.6); prepare contingent transfer of control application for WPME(TV) and WHMM-DT (1.8); prepare exhibits for same (3.1).	7.60
04/07/05	TWD	0026 Telephone call with M. Nachmann re: meeting in DC to discuss KB options (0.30); office conference with R. Parks to update on KB issues (0.30); office conferences with C. Tygh re: status of FCC pro forma transfer of control applications (0.30); reviewed various changes in description of transaction for FCC filing given need for flexibility in bankruptcy case (0.20); telephone calls with P. Dublin re: difficulty obtaining signatures of trustee and PCC and FCC implications of cancellation of PSC stock and reissuance of new stock (0.50).	1.30
04/07/05	PCD	0026 Review and revise FCC application (.3); calls regarding same (.7); e-mails regarding same (.1).	1.10
04/07/05	CT	0026 Review revisions to Exhibit 10 to transfer of control applications (1.4); conferences with T. Davidson re: same (.5).	1.90
04/08/05	TWD	0026 Telephone call with T. Van Wazer, D. Oxenford, M. Nachman, B Scher, E. Mooring, G. Neal, C. Tygh, P. Dublin to discuss finalization of description of transaction exhibit (0.50); reviewed and revised final draft (0.50); telephone call with D. Oxenford re: revisions to exhibit and confirmation order (0.30); telephone call with D. Oxenford, E. Mooring, and P. Dublin re: changes to confirmation order to conform to PCC's request (0.40); email to C. Pendarvis re: Tuesday meeting to discuss short form transaction (0.40); telephone call M. Nachman re: status of filing and obtaining signature pages from PCC (0.30); office conferences and telephone calls with C. Tygh re: same (0.50)	2.90
04/08/05	SF	0026 Attention to edits on contingent proforma applications for WPME, WHMM-DT, translators, WOLF, WILF, WGFL, WDSI, WTLH and WPXT	1.80
04/08/05	PCD	0026 Review and revise license transfer documents (.7); calls regarding same (.5); e-mails regarding same (.2).	1.40
04/08/05	CT	0026 Teleconference re: pro forma transfer of control applications (.5); review revisions to description of transaction exhibit and bankruptcy court order (2.1); edits to description of transactions exhibits (4.3).	6.90
04/11/05	TWD	0026 Telephone call from B. Scher, T. Lodge and M. Nachman re: update on FCC filing and possible meeting (0.20); transmitted courtesy copies of FCC short form applications to C. Pendarvis and D. Roberts with renewed request for meeting (0.30); telephone call with D. Roberts re: same (0.10); telephone call with C. Pendarvis re: same (0.20); telephone call from and to D. Oxenford re: possible FCC meeting (0.10); email update to Pegasus team re: Pendarvis reaction to need for meeting (0.20); email from D. Roberts with two inquiries about FCC application (0.20); telephone call to C. Tygh re: first question (0.10); email response to D. Roberts re: first inquiry (0.20); telephone call with P. Dublin re: second inquiry (0.20); reviewed KP option agreement and four amendments, summary of KB agreements and various implications, and offering memorandum relating to KB (1.00); office conference with R.	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Parks with update on meeting (0.20).	
04/11/05	SF	0026 Draft hard copy re contingent transfer of control application.	0.90
04/11/05	CT	0026 Emails and phone calls to FCC re: electronic filing of contingent application for transfer of control of WPME(TV) and WHMM-DT(.9); prep same (.9); prep and file fee filings for WTLH(TV) and WPXT(TV) applications (1.2); respond to FCC staff questions on applications (.3).	3.30
04/12/05	TWD	0026 Meeting with T. Yancey, R. Parks, M. Nachman, B. Scher and T. Lodge re: KB issues and action plan (4.50); prepared materials for meeting and preparation for meeting (0.50); office conference with R. Parks re: list of contracts to be assumed immediately and list of contracts assumption of which will be deferred (0.30).	5.30
04/12/05	KLM	0026 Prepare documents for T. Davidson's meeting.	0.20
04/13/05	TWD	0026 Reviewed revised liquidating trust agreement (.50); telephone call with P. Dublin re: same (.10); telephone call to D. Roberts with update on play to amend FCC Form 316 applications (.20); office conference with C. Tygh to discuss substance of amendment to FCC Form 316 short form to incorporate executed confirmation order, final liquidating trust agreement and changes in references to retained bankruptcy jurisdiction (.60); telephone call with P. Dublin re: changes in confirmation order to address PCC long form issue (.20); review P. Dublin draft language (.10); telephone call to P. Dublin with further changes (.10); reviewed same (.10); office conference with R. Parks re: implications of modifying confirmation order to make clear PCC would need new duopoly waiver and long form filing to reacquire PSC stations (.50); telephone call with R. Parks, D. Botter, C. Tygh and B. Scher re: same (.40); email to and from P. Dublin re: same (.20); telephone call to A. Nachman re: same (.10); office conference with P. Parks re: contracts to be assumption in initial motion and these to be defined so purchaser can make determination (.30); telephone call with R. Parks, D. Botter and A. Nachman re: same (.40); reviewed proposed KB global termsheet prepared by R. Parks (.80); telephone call with R. Parks re: proposed changes (.30).	5.00
04/13/05	PRM	0026 Met with T. Davidson and C. Tygh regarding preparation of Pegasus pro forma transfers of control into liquidating trust.	0.20
04/13/05	PCD	0026 Calls regarding KB/FCC issues (.7); review KB term sheet (.4).	1.10
04/13/05	CT	0026 Conference with TWD re: revisions to liquidating trust agreement clarifying oversight of bankruptcy court and amendments to pro forma transfer of control applications (.4); conference with TWD re: FCC implications of PCC bid for PSC broadcast assets (.2); review e-mails on same (.6).	1.20
04/14/05	TWD	0026 Email correspondence with C. Tygh re: Bankruptcy Court approval of confirmation plan (0.10); telephone call with Tygh re: filing amendment to short form to include final liquidating trust agreement, executed confirmation order, and correction of reference to retention of jurisdiction section of reorganization plan (0.20); reviewed R. Parks email correspondence on revisions to KB global settlement proposal (0.10); email correspondence with P. Dublin re: status of confirmation order. (0.10)	0.50
04/14/05	CT	0026 Work on amendments to pro forma transfer of control applications.	2.10
04/15/05	TWD	0026 Telephone call from and to P. Leden re: reason for deferral request for WSWB(.30); email to Pegasus team summarizing same (.20); telephone call with R. Parks and email correspondence re: possible approvals for Gainesville application and FCC implications (.30); email from T. Van Wazer re: same (.10); email correspondence to P. Dublin re: status of confirmation order (.10); email correspondence and telephone call with C. Tygh re: filing of amendment to short form to include confirmation order and final liquidating trust agreement (.30).	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/15/05	CT	0026 Work on amendments to pro forma transfer of control applications and attachments to same.	3.40
04/18/05	TWD	0026 Telephone call with T. Van Wazer, B. Sher and A. Nachman re: update on WSWB situation, possible use of Dan Dumon to assign FB interests and other FCC issues (1.00); email correspondence with N. Nachman on impact of FCC denial or dismissal of WSWB assignment application on ability to assign APA on option to third party (.30); email correspondence with T. Van Wazer re: same (.10).	1.30
04/18/05	CT	0026 Compile copies of amendments to pro forma transfer of control applications as filed.	1.20
04/19/05	TWD	0026 Telephone call with M. Nachman, B. Scher, D. Drumond, T. Van Wazer and R. Parks re: KB meeting and strategy (1.80); telephone call with C. Tygh re: approval of short form applications (.30); email correspondence re: legal team re: same (.10); telephone call with P. Dublin and C. Tygh re: status of FCC approvals and FCC implications (.20); email correspondence to D. Botter re: same (.20); office conference with E. Evers and Media Ventures re: Gainesville and Tupelo valuations (.30); email to M. Nachman re: same (.10); email from and to R. Parks re: Tallahassee valuation (.20) telephone call to S. Shorenstein re: possible representation of D. Drumond (.20).	3.30
04/19/05	CT	0026 Attention to status of pro forma transfer of control applications (.5); teleconference and email to FCC re: same (.6); teleconference with T. Davidson re: same (.2).	1.30
04/21/05	TWD	0026 Office conference with R. Parks to obtain update on KB meeting and next steps (0.40); reviewed and analyzed various approaches for structuring KB2 transaction (1.00).	1.40
04/25/05	TWD	0026 Office conferences with R. Parks to discuss KB counterproposal and strategy for WSWB acquisition assuming KB does not consent to transfer of option rights and assignment of APA (0.50); telephone calls and emails to S. Shorenstein re: same (0.20); office conference with K. Milne to discuss preparation of amendment to pending assignment application for WSWB to assign rights to Dumon (0.40); telephone call with D. Roberts re: status of pending TV translator applications (0.30).	1.40
04/25/05	KLM	0026 Office conference with T. Davidson re: amendment to FCC application to reflect possible assignment of rights under purchase contract.	0.40
04/26/05	TWD	0026 Telephone call with S. Shorenstein and corporate partner re: structure of Dumon transaction to acquire WSWB and other KB assets (0.40); telephone call with S. Shorenstein, R. Parks and corporate partner re: structure of Dumon transaction to acquire WSWB and other KB assets (0.40); telephone call with S. Shorenstein, D. Dumon, R. Parks and Shorenstein's corporate partner re: mechanics of proposed acquisition (0.40); office conference with K. Milne and P. Marchesiello re: mechanics for preparing and filing amendment to WSWB assignment application given KB's control over password and FRN and no prior notice (0.60); telephone call with M. Nachman re: FCC implications of filing amendment without KB's knowledge and use of KB password and FRN (0.30); telephone calls to and from T. Van Wazer re: same and KB's password (0.30); telephone calls C. Tygh re: last FCC grant of pro forma transfer of control to liquidating trustee (0.30); telephone calls with P. Dublin re: application of retained jurisdiction provision to financing arrangement and assignment of rights under asset purchase agreement for WSWB (0.30).	3.00
04/26/05	PRM	0026 Telephone call with K. Milne regarding amending assignment application to replace Pegasus with a new proposed assignee.	0.20
04/26/05	SF	0026 Attention to amendment of assignment application re WSWB and supporting exhibits; research FCC databases re same.	0.30
04/26/05	KLM	0026 Office conference with T. Davidson and P. Marchesiello re: amendment	2.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/26/05	CT	0026 to application; research requisite information for filing. Attention to translator pro forma application (1.3); conferences re: long form assignment of WSWB from KB Prime (.3).	1.60
04/27/05	TWD	0026 Office conference with Dan Dumon, S. Shorenstein and K. Milne re: FCC issues involving assignment of asset purchase agreement (0.30); office conference with K. Milne to discuss various issues relating to amendment to FCC application for WSWB (0.30); telephone calls with T. Van Wazer re: debtor's position on assignment of WSWB asset purchase agreement without KB's knowledge and discussion of Gainesville and Hammond agreements (0.40); email correspondence with P. Dublin re: ability of liquidating trustee to assist in financing WSWB acquisition without bankruptcy court approval (0.40); office conference with R. Parks to discuss Gainesville strategy (0.30); office conferences and telephone calls with R. Parks to discuss ability to provide Dumon an indemnification and address other FCC issues. (0.30)	2.00
04/27/05	PRM	0026 Met with C. Tygh and K. Milne regarding strategies for filing amendment to pending assignment application to replace assignee.	1.00
04/27/05	PRM	0026 Reviewed rules regarding same.	0.40
04/27/05	KLM	0026 Draft memorandum re: Adelphia-Time Warner-Comcast merger (4.4); office conference with P. Marchesiello re: same (1.1).	5.50
04/27/05	CT	0026 Conferences with K. Milne re: procedures and e-filing logistics for KB Prime application.	1.60
04/28/05	TWD	0026 Reviewed and revised WSWB assignment application amendment (0.50); office conference with K. Milne re: same (0.30); telephone calls with M. Nachman re: Gainesville settlement agreement, WSWB lease agreement, comments on assignment application and approach with KB (0.50); telephone call with T. Van Wazer re: review of amendment to assignment application, filing strategy and comments on amendment to assignment application (0.50); office conferences with R. Parks re: changes in amendment, KB strategy, consideration for assignment, and need to change name of Dumon's company (1.00); telephone call to S. Shorenstein re: same (0.20); telephone call to D. Dumon, S. Shorenstein, K. Milne and R. Parks re: changing name of Dumon's company (0.30); email correspondence with M. Flanders re: same (0.10).	3.40
04/28/05	SF	0026 Review exhibits supporting amendment of assignment application re WSWB; research FCC databases to verify information in same.	1.30
04/28/05	KLM	0026 Prepare amendment to application and relevant attachments.	7.00
04/29/05	TWD	0026 Telephone calls with T. Van Wazer, S. Shorenstein and P. Laden re: proposed amendment to WSWB assignment application and FCC implications (0.40); telephone calls with M. Nachman re: broadcast public notice and public file compliance questions (0.30); office conferences with K. Milne re: filing application in Pittsburgh and logistics on securing filing fee (0.30); office conferences with R. Parks with update on FCC filing for WSWB (0.30); reviewed and revised R. Parks letter to KB with insert for WSWB filing, public notice and public file requirements. (0.50)	1.80
04/29/05	PRM	0026 Email to K. Milne regarding local public notice for assignment of stations.	0.20
04/29/05	SF	0026 Attention to filing amendment of assignment application re WSWB	0.40
04/29/05	KLM	0026 Finalize and file amendment to application and associated payment (3.2); draft FCC provision in letter (.3) to Mr. Kargeen and prepare public file notice (.9).	4.40

Total Hours

685.25

EXHIBIT C

PEGASUS SATELLITE TELEVISION, INC.
DISBURSEMENT SUMMARY
APRIL 1, 2005 THROUGH APRIL 30, 2005

LONG DISTANCE TELEPHONE/CONFERENCE CALLS	\$1,829.58
DUPLICATING/OUTSIDE DUPLICATING	\$279.20
FACSIMILE	\$30.85
FILING FEES	\$2,040.00
MEALS/COMMITTEE MEETING EXPENSES	\$437.93
TRAVEL EXPENSES	\$1,456.02
COMPUTERIZED RESEARCH/CORPORATE SERVICE FEES	\$499.79
TOTAL	\$6,573.37