

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**THIRD AND FINAL APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR BERNSTEIN, SHUR,  
SAWYER & NELSON AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD BEGINNING DECEMBER 1, 2004 AND ENDING APRIL 30, 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 third and final fee application (the "Fee Application") for fees and expenses for the period beginning December 1, 2004 and ending May 31, 2005 (the "Compensation Period"). In support of the Fee Application, 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. The Debtors continued in possession of their properties and operated and maintained their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code through and including confirmation of their plan of reorganization. The duly-appointed liquidating trustee is now administering such assets as remained at confirmation and were transferred to the trusts created under the plan.

5. This Fee Application constitutes BSSN's third and final application to this Court for compensation for services rendered and expenses incurred as counsel to the Debtors. No understanding exists between BSSN and any other person for the sharing of the compensation sought by this Fee Application, except among the partners and associates of BSSN. In addition, no payments have been made or promised to BSSN for services rendered or to be rendered in connection with the Debtors' chapter 11 cases

6. A retainer was paid to BSSN in the amount of \$64,459.00.

7. Pursuant to the Monthly Fee Order, BSSN has filed the following Monthly Fee Statements for interim compensation and reimbursement of expenses: (a) Monthly Fee Statement for period ending December 31, 2004 filed on May 2, 2005 and entered on the Court's docket as # 1308 (the "December Fee Statement"); (b) Monthly Fee Statement for period ending January 31, 2005 filed on May 2, 2005 and entered on the Court's docket as # 1309 (the "January Fee Statement"); (c) Monthly Fee Statement for period ending February 28, 2005 filed on May 2, 2005 and entered on the Court's docket as # 1310 (the "February Fee Statement"); (d) Monthly Fee Statement for period ending March 31, 2004 filed on May 2, 2005 and entered on the Court's docket as # 1311 (the "March Fee Statement"); and (e) Monthly Fee Statement for period ending

April 30, 2005 filed on May 31, 2005 and entered on the Court's docket as # 1429 (the "April Fee Statement").

8. The period for objecting to the fees and expense reimbursement requested in the December, January, February and March Monthly Fee Statements passed without any objections being filed, whereupon the Applicant filed certificates of no objection with the Court and requested payment from the Debtors. The period for objecting to the fees and expense reimbursement requested in the April Fee Statement will pass June 20, 2005.

9. On or about October 19, 2004 BSSN filed its First Interim Application for Allowance and Payment of Compensation for Services and Reimbursement of Expenses (the "First Application"). On November 26, 2004, the Court granted BSSN's First Application. On or about March 2, 2005 BSSN filed its Second Interim Application for Allowance and Payment of Compensation for Services and Reimbursement of Expenses (the "Second Application"). On March 23, 2005, the Court granted BSSN's Second Application. To date BSSN has been paid \$218,417.78 by the Debtor. There remains a balance on this account in the amount of \$57,214.89. \$4,241.85 of this amount due represents the 10% holdback amount from the Fee Statements for December 2004 through April 2005.

10. During the Application Period, BSSN rendered services to the Debtors in the amounts indicated on (i) the December Fee Statement being \$6,273.99, comprised of (a) \$5,805.00 for services rendered and (b) \$468.99 in actual and necessary expenses incurred by BSSN, attached hereto as Exhibit A; (ii) the January Fee Statement being \$8,724.02, comprised of (a) \$7,136.00 for services rendered and (b) \$1,588.02 in actual and necessary expenses incurred by BSSN, attached hereto as Exhibit B; (iii) the February Fee Statement being \$9,854.21, comprised of \$6,925.50 for services rendered and (b) \$2,928.71 in actual and

necessary expenses incurred by BSSN, attached hereto as Exhibit C; (iv) the March Fee Statement being \$11,651.36, comprised of \$10,700.50 for services rendered and (b) \$950.86 in actual and necessary expenses incurred by BSSN, attached hereto as Exhibit D; (v) the April Fee Statement being \$13,853.68, comprised of \$11,851.50 for services rendered and (b) \$2,002.18 in actual and necessary expenses incurred by BSSN, attached hereto as Exhibit E; and (vi) the May Statement, being \$6,857.63, comprised of \$6,554.00 for services rendered and (b) \$303.63 in actual and necessary expenses incurred by BSSN, attached hereto as Exhibit F. \$4,241.85 of such fee amounts represents the 10% “holdback” for the period of December 1, 2004 through April 30, 2005.

#### **DESCRIPTION OF SERVICES**

Pursuant to Me. LBR 2016-1(a)(3)(i), a full breakout and description of services provided to the Debtors by BSSN is set forth below and more specifically on the December Fee Statement [DE # 1308]; the January Fee Statement [DE # 1309]; the February Fee Statement [DE # 1310]; the March Fee Statement [DE # 1311]; the April Fee Statement [DE # 1429]; and the May Statement.

**02 – Asset Disposition.** BSSN rendered services with respect to: attended to requests for bidding procedures; attended to correction to tower lease (Spectrasite) filing; attended to e-filing of motion to abandon/sell; attended hearing with respect to motion to abandon/sell; reviewed motion to approve stipulation.

**04 – Case Administration.** In connection with the commencement and continued administration of the Debtors’ chapter 11 cases, BSSN has drafted, reviewed and/or filed numerous pleadings and other documents with the Court, including the Debtors’ monthly operating reports, review of and filing of notices of agenda with respect to hearings held. In

addition, BSSN interacted with the Debtors with respect to the foregoing, and attended various hearings before the Court, representing the Debtors in connection with all of the foregoing.

**05 - Claims Administration and Objections.** BSSN reviewed and attended hearings with respect to the Miller claim; BSSN reviewed and attended hearings with respect to the Russell claim; reviewed and docketed deadlines with respect to the Gatelinx claim.

**07 - Fee/Employment Applications.** BSSN filed various monthly fee statements and certificates of no objection for professionals to the Debtors; BSSN filed various interim applications for compensation and reimbursement of expenses for professional to the Debtors.

**10 - Litigation.** BSSN reviewed complaint filed by Felton Street; discussed local practice with Sidley Austin; reviewed joint pre-trial statement; reviewed various e-filings and docketed court related deadlines.

**12 - Plan and Disclosure Statement.** BSSN drafted and filed notices of continued hearing on confirmation of plan hearing; had discussions with creditors objecting to plan; reviewed and filed all pleadings with respect to confirmation of plan.

**14 - Other.** BSSN provided various other services to the Debtors in connection with the Debtor's chapter 11 cases, including, without limitation, the organization of financial information regarding the Debtors, the indexing and organization of pleadings, updating of service lists, docketing of court deadlines, and other administrative tasks necessary to efficiently manage the cases.

**REMAINDER OF PAGE LEFT BLANK INTENTIONALLY**

WHEREFORE, Applicants pray that the Court allow fees in the amount of \$48,972.50 and expenses in the amount of \$8,242.39 for a total of \$57,214.89 and grant approval for the payment of additional interim compensation in the amount of \$4,241.85, representing 10% of the invoices submitted to the Debtor for the period of December 1, 2004 through April 30, 2005, by BSSN; i.e. the "holdback" required by the June 24, 2004 Order; and that this Court grant final approval of all allowed fees in the total amount of \$275,632.67 on a final basis.

Dated: June 8, 2005.

Respectfully submitted,

**BERNSTEIN, SHUR, SAWYER & NELSON,**  
Attorneys for the Debtors and  
Debtors-in-Possession

/s/ Robert J. Keach

By: Robert J. Keach, Esq.

BERNSTEIN, SHUR, SAWYER & NELSON  
100 Middle Street, P.O. Box 9729  
Portland, ME 04104-5029  
207-774-1200

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

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

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

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

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

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

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

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

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

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

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

May 2, 2005

BERNTEIN, SHUR, SAWYER & NELSON

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



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

Counselors at Law  
I.D. #01-0378211

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

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

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

Fees for Professional Services 12/01/04 Through 12/31/04	\$5,805.00
Expenses 12/01/04 Through 12/31/04	\$468.99
	-----
Total This Invoice	\$6,273.99

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

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

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

## Remittance Copy

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

Counselors at Law  
I.D. #01-0378211

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

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

Total This Invoice - Due on Receipt

\$6,204.19

A late charge of 1 1/2% per month may be imposed  
for payment after 30 days.  
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If paying by Visa or Mastercard, please complete the information below.

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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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Matter Number: 034902-00002  
RE: Bankruptcy

02

## Asset Disposition

Date	ATTY	Hours	
12/11/04	LMG	1.00	Review and prepare for Joinder of the Steering Committee of the Secured Lenders to the Motion of Wilmington Trust Company For Partial Summary Judgment.
12/14/04	RJK	2.10	Review Consent Motion to Continue 12/16/04 Evidentiary Hearing; review Motion of Wilmington Trust for Partial Summary Judgment; review Joinder of Steering Committee Response to Wilmington Trust's Motion for Partial Summary Judgment; review creditor committee's rule 56(b) Statement
12/14/04	LMG	0.50	Review Rule 56(b) Supporting Statement of Material Undisputed Facts Filed by Official Committee of Unsecured Creditors.
12/14/04	LMG	0.30	Review Motion for Entry of an Order Permitting the Official Committee of Unsecured Creditors to File a Response to the Motion for Partial Summary Judgment Filed by Wilmington Trust Company.
12/15/04	LMG	0.20	Review Order Granting Consent Motion to continue the December 16, 2004 Evidentiary Hearing.
12/16/04	LMG	2.00	Review Reply Of Wilmington Trust Company To Response Of The Official Committee of Unsecured Creditors.
12/16/04	LMG	2.50	Prepare for, attendance at and follow up on hearing on motion to pay prepayments penalty and default interest.
12/20/04	LMG	0.30	Communications with co-counsel re. results of Motion for Summary Judgment hearing.
12/30/04	RJK	0.40	Review motion regarding abandonment; review notice regarding same
-----			
Total 02		9.30	

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## 03      Business Operations

Date	ATTY	Hours
12/29/04	LMG	0.30

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

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Total 03      0.30

## 04      Case Administration

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

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

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Total 04      1.50

## 05      Claims Administration and Objections

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

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

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

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

## 07      Fee/Employment Applications

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

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

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

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

**08      Fee/Employment Objections**

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

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Total 08      0.30

**12      Plan and Disclosure Statement**

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



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April 26, 2005 Invoice# 3174488  
Matter Number: 034902-00002  
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12/21/04	RJK	0.10	Review and respond to e-mail regarding plan--filing schedule
12/29/04	RJK	0.60	Review changes to plan; telephone call to Guy Neal regarding same
12/30/04	RJK	0.10	Telephone call to Guy Neal regarding plan
		-----	
Total 12		4.60	

### 14 Other

Date	ATTY	Hours	
12/03/04	SD	0.10	Review of e-filings; docket court related deadlines.
12/08/04	SD	0.10	Telephone call to court regarding confirmation of hearing dates/times.
12/10/04	SD	0.30	Draft certificate of service for notice of agenda for 12/15/04 hearings; attention to e-filing and service of notice of agenda.
12/10/04	SD	0.40	Update service list date and service list envelope data and e-mail group.
12/10/04	SD	0.10	Review of e-filings docket court related deadlines.
12/16/04	SD	0.10	Review of e-mail; telephone call to court regarding available hearing dates for January.
12/20/04	SD	0.30	Review and respond to various e-mails regarding filings from Sidley Austin attorneys.
12/21/04	SD	0.10	Review of e-filings; docket court related deadlines.
		-----	
Total 14		1.50	

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## 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	6.80	225.00	1,530.00
ROBERT J. KEACH	2.50	350.00	875.00
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Total 02	9.30		2,405.00

## 03 Business Operations

Attorney	Hours	Rate	Amount
LEN GULINO	0.30	225.00	67.50
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Total 03	0.30		67.50

## 04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	1.50	225.00	337.50
-----			
Total 04	1.50		337.50

## 05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	0.50	225.00	112.50
ROBERT J. KEACH	0.80	350.00	280.00
SHEILA DILIOS	0.80	95.00	76.00
-----			
Total 05	2.10		468.50

## 07 Fee/Employment Applications

Attorney	Hours	Rate	Amount
SHEILA DILIOS	8.90	95.00	845.50
-----			
Total 07	8.90		845.50

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**08 Fee/Employment Objections**

Attorney	Hours	Rate	Amount
ROBERT J. KEACH	0.20	350.00	70.00
SHEILA DILIOS	0.10	95.00	9.50
-----			
Total 08	0.30		79.50

**12 Plan and Disclosure Statement**

Attorney	Hours	Rate	Amount
LEN GULINO	0.80	225.00	180.00
ROBERT J. KEACH	3.60	350.00	1,260.00
SHEILA DILIOS	0.20	95.00	19.00
-----			
Total 12	4.60		1,459.00

**14 Other**

Attorney	Hours	Rate	Amount
SHEILA DILIOS	1.50	95.00	142.50
-----			
Total 14	1.50		142.50

TOTAL FEES \$5,805.00

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

TOTAL EXPENSES \$468.99

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

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Matter Number: 034902-00002  
RE: Bankruptcy

TOTAL FEES PLUS EXPENSES      \$6,273.99

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  
JANUARY 1, 2005 AND ENDING JANUARY 31, 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 January 1, 2005 and ending January 31, 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 \$7,136.00. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$1,588.02. 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
January 1 – January 31 ‘05	\$7,136.00	\$713.60	\$6,422.40	\$1,588.02	\$8,010.42

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 \$8,010.42 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#      3174489  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 01/04/05 Through 01/31/05	\$7,136.00
Expenses 01/04/05 Through 01/31/05	\$1,588.02
	-----
Total This Invoice	\$8,724.02

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

LMG	LEN GULINO	6.10 hours at	\$230.00 =	\$1,403.00
MAF	MICHAEL FAGONE	0.20 hours at	\$205.00 =	\$41.00
RJK	ROBERT J. KEACH	2.60 hours at	\$375.00 =	\$975.00
RJK	ROBERT J. KEACH	4.20 hours at	\$385.00 =	\$1,617.00
SD	SHEILA DILIOS	31.00 hours at	\$100.00 =	\$3,100.00

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

## Remittance Copy

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

Counselors at Law  
I.D. #01-0378211

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

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April 26, 2005      Invoice# 3174489  
Matter Number: 034902-00002  
RE: Bankruptcy

Total This Invoice - Due on Receipt

\$8,724.02

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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RE: Bankruptcy

02

## Asset Disposition

Date	ATTY	Hours	
01/04/05	SD	0.20	Attention to filing of Trumbull certificate of service with respect to motion to abandon.
01/10/05	MAF	0.20	Review motion to extend deadline on assumption/rejection of leases
01/11/05	SD	0.80	Compile pleadings; review various e-mails regarding service of motion; revisions to motion and notice; attention to e-filing of motion to extend deadline to assume/reject leases.
01/11/05	RJK	0.30	Review e-mail regarding Notice of Sale issues; response to Paul Caruso regarding same.
01/11/05	RJK	0.10	Review January 19, 2005 agenda.
01/14/05	SD	1.20	Attention to e-filing of Trumbull certificate of service for motion to extend time to assume/reject leases. Telephone call with court regarding certificate of service filing; Draft certificate of service with respect to the e-filers and e-mail group.
01/20/05	SD	0.80	Attention to filing of 9019 motion; various e-mails and discussions with Trumbull and Sidley regarding service of same.
01/20/05	SD	0.50	Various calls and e-mails with Mr. Orfitelli and McSwiggin regarding service list; review of docket for parties to confirm all necessary parties are served with 9019 motion.
01/20/05	SD	1.40	Telephone call to court regarding hearing on 9019 motion; formatting and finalizing of 9019 motion; update services list from returned e-mails; pacer search regarding certificate of service of plan and disclosure statement to Ellen Moring.

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Matter Number: 034902-00002  
RE: Bankruptcy

01/21/05	LMG	0.30	Review Motion for 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..
01/24/05	SD	0.10	Attention to e-filing of Trumbull certificate of service for 9019 motion.
01/25/05	LMG	0.40	Review Order Granting Third Motion to Extend Time to Assume or Reject Unexpired Leases of Non Residential Real Property Filed by Pegasus Satellite Television, Inc..
01/31/05	RJK	0.10	Telephone conference with Guy Neal regarding bid procedures hearing.
01/31/05	SD	0.20	Telephone call from court regarding hearing on premium motion; emails to/from Bob Keach regarding same; e-mail to Ellen Moring regarding same.

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Total 02 6.60

## 03 Business Operations

Date	ATTY	Hours	
01/27/05	RJK	0.20	Telephone conference with Guy Neal, et al of Sidney, Austin.

-----  
Total 03 0.20

## 04 Case Administration

Date	ATTY	Hours	
01/19/05	SD	0.50	Review of and update of service list

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April 26, 2005 Invoice# 3174489  
Matter Number: 034902-00002  
RE: Bankruptcy

01/26/05	SD	0.10	information Review of e-filings; docket court related deadlines.
-----			
Total 04		0.60	

### 05 Claims Administration and Objections

Date	ATTY	Hours	
01/04/05	RJK	0.20	Telephone call to and telephone call from Matthew McClintock regarding objection to claims
01/04/05	RJK	0.30	Review e-mail from Ben Marcus regarding claims objection; exchange e-mails with Guy Neal and Paul Caruso regarding same
01/10/05	SD	0.10	Telephone call from Citibank with questions regarding their client WTH radio.
01/14/05	LMG	0.40	Review Response Filed by Saturn Satellite Systems, Inc.
01/14/05	LMG	0.50	Review Response Filed by Twentieth Television, Inc., Fox Broadcasting Company.
01/18/05	LMG	0.70	Work without of state counsel in handling hearing on objections to claims.
01/21/05	LMG	0.30	Conference with Attorney Matt McClintock regarding hearing on objection to claims,
01/24/05	LMG	0.30	Review Objection to Debtors' First Omnibus Objection to and Motion to Reclassify, Reduce or Disallow Certain Claims Pursuant to 11 U.S.C. Section 502(b), Bankruptcy Rules 3001 and 3007, and D. ME. LBR 3007-1 Filed by Viacom Inc.
01/24/05	LMG	0.30	Review first order on objections to claims.

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01/24/05	LMG	0.40	Review Motion for Order Establishing Procedures for Filing Administrative Claims and Approving the Form and Manner of Notice Thereof Filed by Pegasus Satellite Television, Inc..
01/24/05	SD	0.50	Receipt of draft form of order on objections to claims; respond to request for e-filing form of order; e-filing form of order
01/25/05	SD	0.10	Telephone call from Lauren Hoeflich regarding 2nd objections to claims.
01/25/05	SD	1.00	Attention to compiling exhibits for 2nd objections to claims; e-mail package to Laura Franzon for approval; telephone call from/to Laura Franzon.
01/25/05	SD	0.30	Continue e-filing of 2nd objections to claims; e-mail to service group.
01/25/05	LMG	0.30	Review Second Objection to Claim Filed by Pegasus Satellite Television, Inc..
01/26/05	LMG	0.40	Review order on first objection to claims.
01/26/05	SD	0.20	Attention to e-filing of form of order on 1st objection to claims.
01/27/05	SD	0.30	Refile exhibits to proposed order on 1st objection to claims.
01/27/05	LMG	0.30	Review Order granting the debtors' First Omnibus Objection to and Motion.
01/28/05	SD	0.30	Attention to e-filing of Trumbull certificates of service with respect to form of order on 1st objections to claims and motion re 2nd objections to claims.

-----  
Total 05      7.20

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

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April 26, 2005      Invoice#      3174489  
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RE: Bankruptcy

Date	ATTY	Hours	
01/04/05	SD	0.10	E-mail from G. Gombar (Herbein) regarding payments due. Forward questions to L. Hoeflich.
01/10/05	SD	0.60	Draft certificate of service of certificate of no objection (omnibus); attention to e-filing of omnibus objection. Service of same.
01/19/05	SD	0.80	Review of proforma; task code edits with respect to monthly fee statement.
01/20/05	SD	1.00	Proforma task coding edits
01/20/05	SD	0.40	Draft certificate of service; e-filing Kekst monthly fee statement.
01/20/05	SD	0.20	Attention to compiling of KPMG fee application.
01/20/05	SD	0.50	Draft certificate of service; attention to e-filing of KPMG application for fees.
01/21/05	SD	0.10	E-mail response from Lauren Hoeflich regarding KPMG fee application; telephone call with Lauren Hoeflich regarding notice of hearing for each fee application or an omnibus notice of hearing.
01/21/05	SD	1.00	Draft certificate of service for Sidley November fee statement; attention to e-filing of Sidley November fee statement; update service list with respect to e-filers.
01/21/05	SD	0.90	Continue proforma edits with respect to preparing for Monthly Fee Statement for November.
01/21/05	SD	0.60	Draft of November monthly fee statement; update spreadsheet.

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Matter Number: 034902-00002  
RE: Bankruptcy

01/24/05	SD	0.50	Attention to downloading monthly fee statements of Drinker Biddle for months June - October.
01/26/05	SD	0.40	Draft certificate of service; attention to e-filing of BSSN monthly fee statement for November.
01/28/05	SD	0.40	Attention to filing Certificate of No Objection for FTI, Shaw Pittman and KPMB November fee statement; draft certificate of service
01/28/05	SD	0.60	Download and format for Drinker Biddle monthly operating reports.
		-----	
Total 07		8.10	

## 10      **Litigation**

Date	ATTY	Hours	
01/16/05	RJK	1.50	Review draft sale motion regarding PBT assets and/or stock; respond to Sidley Austin regarding same.
01/20/05	RJK	0.50	Review 9010 pleadings regarding bank settlement.
		-----	
Total 10		2.00	

## 12      **Plan and Disclosure Statement**

Date	ATTY	Hours	
01/04/05	RJK	0.60	Telephone call with Guy Neal and Ellen Moring regarding plan and disclosure statement scheduling and related issues

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RE: Bankruptcy

01/05/05	SD	0.20	Telephone call to court regarding hearing date on Disclosure Statement; telephone call from Court regarding hearing date on disclosure statement.
01/06/05	SD	0.60	Arrangements for hearing date for approval of disclosure statement; telephone calls from Matt of Sidley Austin regarding possible hearing dates; telephone call from court regarding 1/10 hearing; discussion with Mr. Keach re hearing on exclusivity; telephone call from/to Eileen regarding service lists.
01/06/05	RJK	0.30	Exchange e-mails re: filing of Plan, etc.
01/06/05	RJK	1.00	Review revised Plan; review revised Disclosure Statement.
01/06/05	RJK	0.20	Exchange e-mails with Sidley Austin re: Plan terms.
01/07/05	LMG	0.30	Review Creditor's Objection to Extension of Exclusivity Filed by Davidson Kempner Partners.
01/07/05	SD	0.70	Attention to e-filing of plan and disclosure statement.
01/07/05	SD	0.30	Update and review of service list data as to service of the plan and disclosure statement
01/20/05	RJK	0.50	Review motion per Section 1121(d); review motion regarding administrative claims bar date.
01/20/05	RJK	0.80	Telephone conference with Neal and Ellen Moring regarding Plan issues.
01/24/05	LMG	0.30	Review Motion for an Order Pursuant to 11 USC 1121(d) Extending Debtors' Exclusive Period.



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April 26, 2005      Invoice#      3174489  
Matter Number: 034902-00002  
RE: Bankruptcy

01/24/05	LMG	0.60	Review Motion for Order: (I) Approving Form and Manner of Solicitation, Form of Ballots and Related Notices; (II) Establishing a Voting Record Date and Voting Procedures; (III) Establishing the Date and Place for the Confirmation Hearing, and the Procedures and Deadline for Filing Objections to Confirmation; and (IV) Granting related Relief Filed by Pegasus Satellite Television, Inc.
01/24/05	SD	1.00	Attention to fed express packages for mailing of motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims
01/24/05	SD	0.50	Continue preparation for mailing of motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims
01/24/05	SD	1.80	Receipt of motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims; attention to producing for fed expressing to 70 parties; finalize all pleadings for e-filing; various e-mails from Laura Franzon regarding mailers.
01/25/05	SD	0.30	Respond to request for copies of plan and disclosure statement from Ann Chan - MA Tax Examiner; letter to Ms. Chan; service of plan and disclosure statement to Ms. Chan.

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01/25/05	SD	0.30	Telephone call from court regarding filing of pleadings; e-mail to client regarding refiling of motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims to categorize properly.
01/25/05	SD	0.40	Refile motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims
01/25/05	SD	0.20	Track US Priority Package missing from receipts with respect to mailing of motion approving form of ballots, etc; motion extending exclusivity to solicit acceptances; motion establishing administrative claims
01/25/05	LMG	0.30	Review Motion for an Order Pursuant to 11 USC 1121(d) Extending Debtors' Exclusive Period in Which to Solicit Acceptances to the Debtors' Chapter 11 Plan with Incorporated Narrative Report.
01/27/05	SD	1.60	Draft certificate of service with respect to setting deadline to accept plan; administrative claims; attention to e-filing of certificate of service.
01/27/05	RJK	0.20	Review Objection (letter) regarding voting procedures.
01/28/05	SD	1.20	Continue confirmation with respect to mailing of exclusivity period to solicit bids; admin claims, etc.
01/31/05	SD	0.10	Review of e-mail regarding amended plan and disclosure statement; respond to e-mail from Ellen Moring regarding filing and service of amended plan and disclosure statement.

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01/31/05	SD	0.20	Emails regarding filing of amended plan and disclosure statement; respond to e-mails; telephone call from Sidley Austin regarding amended plan and disclosure statement.
-----			
Total 12		14.50	
 <b>14 Other</b>			
Date	ATTY	Hours	
01/04/05	SD	0.10	Review of e-filings; docket court related deadlines.
01/06/05	SD	0.20	Review of pleadings; docket court related deadlines.
01/12/05	SD	0.50	Review of various e-mails; attention to e-filing of notice of agenda for 1/19/05 hearings; attention to e-filing of certificate of service for notice of hearing on disclosure statement.
01/12/05	SD	0.50	Attention to drafting of Certificate of Service with respect to agenda for 1-19-05 hearings; e-file certificate of service; service of agenda; review of envelope data.
01/12/05	SD	0.30	Review of various e-mails and e-filings; docket court related deadlines.
01/13/05	SD	0.10	Review of e-mail from Alexander Simon re service list; review of e-filing listing; response to Mr. Simon.
01/18/05	SD	0.10	Telephone call to court regarding hearing dates between 1/26 and 2/9. E-mail to Paul Caruso regarding same.
01/20/05	SD	0.10	Telephone call from Eileen McDonnell regarding mailing and service of pleadings to be filed

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01/20/05	SD	0.50	Draft certificate of service and e-filing of notice of agenda.
01/21/05	SD	1.00	Review of service list and update regarding mailing for Monday; review court listing or BSSN service list for adds; discussions with staff regarding preparation of 60+ federal express packages for service.
01/25/05	SD	0.20	Continue attention with respect to dial in information; e-mail to group; further discussions with court.
01/25/05	SD	0.10	Telephone call with Court regarding dial in information for hearings.
01/26/05	SD	0.80	Various telephone calls from/to court and e-mails back and forth regarding telephone dial in information; telephone calls and e-mails from Sidley attorneys regarding same; telephone call from Committee counsel regarding same; attention to setting up new dial in number; follow up e-mails and telephone calls with interested parties.
01/26/05	SD	0.10	Telephone call and e-mails from court and client regarding hearings.
01/28/05	SD	0.10	Telephone call from Michelle Pottle from Mr. Manheimer's office regarding omnibus hearing dates.
01/30/05	SD	0.20	Review of e-filings; docket court related deadlines.
-----			
Total 14		4.90	

ATTORNEY / PARALEGAL SUMMARY

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

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RE: Bankruptcy

## 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	0.70	230.00	161.00
MICHAEL FAGONE	0.20	205.00	41.00
ROBERT J. KEACH	0.50	385.00	192.50
SHEILA DILIOS	5.20	100.00	520.00
-----			
Total 02	6.60		914.50

## 03 Business Operations

Attorney	Hours	Rate	Amount
ROBERT J. KEACH	0.20	385.00	77.00
-----			
Total 03	0.20		77.00

## 04 Case Administration

Attorney	Hours	Rate	Amount
SHEILA DILIOS	0.60	100.00	60.00
-----			
Total 04	0.60		60.00

## 05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	3.90	230.00	897.00
ROBERT J. KEACH	0.50	375.00	187.50
SHEILA DILIOS	2.80	100.00	280.00
-----			
Total 05	7.20		1,364.50

## 07 Fee/Employment Applications

Attorney	Hours	Rate	Amount
SHEILA DILIOS	8.10	100.00	810.00
-----			

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Total 07	8.10		810.00
<b>10</b>	<b>Litigation</b>		
Attorney	Hours	Rate	Amount
ROBERT J. KEACH	2.00	385.00	770.00
	-----		-----
Total 10	2.00		770.00
<b>12</b>	<b>Plan and Disclosure Statement</b>		
Attorney	Hours	Rate	Amount
LEN GULINO	1.50	230.00	345.00
ROBERT J. KEACH	2.10	375.00	787.50
ROBERT J. KEACH	1.50	385.00	577.50
SHEILA DILIOS	9.40	100.00	940.00
	-----		-----
Total 12	14.50		2,650.00
<b>14</b>	<b>Other</b>		
Attorney	Hours	Rate	Amount
SHEILA DILIOS	4.90	100.00	490.00
	-----		-----
Total 14	4.90		490.00

TOTAL FEES \$7,136.00

PHOTOCOPY	802.40
PHONE CALL(S)	14.64
FILING FEE - PAID TO: U.S. BANKRUPTCY COURT	150.00
PHONE - PAID TO: PREMIERE CONFERENCING	40.09
PHONE - PAID TO: PREMIERE CONFERENCING	177.49
PHONE - PAID TO: PREMIERE CONFERENCING	60.03

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PHONE - PAID TO: PREMIERE CONFERENCING	12.90
POSTAGE	22.94
POSTAGE	22.94
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	3.37
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	14.03
PHONE - PAID TO: PREMIERE CONFERENCING	228.79
POSTAGE	38.40

TOTAL EXPENSES	\$1,588.02
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TOTAL FEES PLUS EXPENSES	\$8,724.02
--------------------------	------------

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.**

Counselors at Law  
I.D. #01-0378211

P.O. Box 9729  
Portland, Maine 04104-5029  
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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.
-----			
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.
-----			
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;
		-----	
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.
-----			
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
		Page 10		

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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
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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	25.18

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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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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

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  
MARCH 1, 2005 AND ENDING MARCH 31, 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 March 1, 2005 and ending March 31, 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 \$10,700.50. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$950.86. 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
March 1 – March 31 ‘05	\$10,700.50	\$1,070.05	\$9,630.45	\$950.86	\$10,581.31

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 \$10,581.31, 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  
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April 26, 2005 Invoice# 3174492  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 03/01/05 Through 03/31/05	\$10,700.50
Expenses 03/01/05 Through 03/31/05	\$950.86
	-----
Total This Invoice	\$11,651.36

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

LMG	LEN GULINO	33.60 hours at \$230.00 =	\$7,728.00
RJK	ROBERT J. KEACH	2.50 hours at \$385.00 =	\$962.50
SD	SHEILA DILIOS	20.10 hours at \$100.00 =	\$2,010.00

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

## Remittance Copy

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

Counselors at Law

I.D. #01-0378211

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

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c/o Ted Lodge  
President & Chief Operating Officer  
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April 26, 2005 Invoice# 3174492  
Matter Number: 034902-00002  
RE: Bankruptcy

Total This Invoice - Due on Receipt

\$11,651.36

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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Counselors at Law  
I.D. #01-0378211

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April 26, 2005 Invoice# 3174492  
Matter Number: 034902-00002  
RE: Bankruptcy

## 02 Asset Disposition

Date	ATTY	Hours	
03/17/05	LMG	0.20	Review order shortening notice.
03/24/05	LMG	0.30	Review Objection to Cure and Reservation of Rights of Certain Fox Entities and Twentieth Television, Inc. Relative to Debtors' Proposed Assumption of Executory Contracts Pursuant to Section 365 of the Bankruptcy Code Filed by Fox Broadcasting Company, Twentieth Television, Inc. (related document(s): [948] Amended Chapter 11 Plan, filed by Debtor Pegasus Satellite Television, Inc.,
03/31/05	LMG	0.70	Review Motion for an Order Pursuant to 11 USC Sections 105, 363(b) and 365 and Bankruptcy Rule 9019 Authorizing and Approving (i) the First Amendment to the Master Site Agreement and Replacement Site Agreements with Spectrasite Broadcast Towers, Inc. (ii) the Assumption fo the Master Site Agreement, as Amended, and (iii) the Settlement of Spectrasite Broadcast towers, Inc.'s Damage Claim; and (iv) Granting Related Relief Filed by Pegasus Satellite Television, Inc..
03/31/05	SD	1.10	Attention to filing of tower lease; various e-mails to/from Sidley Austin; draft certificate of service.
03/31/05	SD	0.30	Attention to filing of motion for expedited hearing and notice of hearing with respect to tower leases.
-----			
Total 02		2.60	

## 04 Case Administration

Date	ATTY	Hours	
03/01/05	SD	0.10	Telehphone call with Laura Franzone regarding



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

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			monthly operating reports and need for rescanning bank statements for January and December.
03/02/05	SD	0.50	Attention to filing of monthly operating reports for December and January; e-mail requesting bank account statement for January.
03/21/05	LMG	0.30	Advices re. indemnity for valuation professional.
03/22/05	LMG	0.50	View Withdrawal of Document. Reason for Withdrawal: Filed by County of Lynn.
03/23/05	LMG	2.50	Prep for hearings including review of pleadings filed and discussion with lead.
03/23/05	SD	0.20	Finalizing and attention to e-filing of amended agenda with respect to hearings held on March 24, 2005.
03/24/05	LMG	0.30	Review Declaration re: Statement under Bankruptcy Rule 2019 Filed by Ad Hoc Committee of PSC Noteholde
03/28/05	LMG	0.80	Work on scheduling of hearings and dealing with parties in interest.
03/31/05	LMG	0.30	Review Supplemental Statement under Rule 2019 Filed by Ad Hoc Committee of PSC Noteholder.
03/31/05	LMG	0.30	Review Order Granting Motion To Continue/Reschedule Hearing On Order to Show Cause. (Related Doc # [1183]) Hearing scheduled for 4/12/2005 at 03:30 PM at Chambers, Telephonically.
03/31/05	LMG	0.90	Further review of Order Granting Motion To Continue/Reschedule Hearing On Order to Show Cause. (Related Doc # [1183]) Hearing scheduled for 4/12/2005 at 03:30 PM at Chambers, Telephonically.

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

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April 26, 2005 Invoice# 3174492  
Matter Number: 034902-00002  
RE: Bankruptcy

03/31/05	LMG	0.80	Review order and coordinate arbitration referral.
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		-----	
Total 04		7.50	

## 05 Claims Administration and Objections

Date	ATTY	Hours	
03/14/05	LMG	0.30	Review Response Filed by TWC of Kentucky, Inc.
03/14/05	LMG	0.30	Review Creditor's Objection to Confirmation of First Amended Joint Chapter 11 Plan of Reorganization filed by IRS.
03/14/05	LMG	0.10	Brief review of Response Filed by County of Kendall, Texas
03/15/05	LMG	0.20	Review Response Filed by Michigan Department of Treasury.
03/24/05	LMG	0.30	Deal with Miller claim.
03/24/05	LMG	0.40	Discussions with lead counsel re coordination of order and arbitration on Miller claim objection.
03/27/05	SD	0.20	Pacer search and forward order on 3rd omnibus objections to claims Paul Caruso.
03/28/05	SD	0.80	Review of file in preparation of drafting Order with respect to Miller claim - First Omnibus Objections to claims; review of first omnibus objections to claims in search for Miller claim number; telephone call to court regarding hearings for the 30th and April 6th for confirmation
03/28/05	LMG	1.00	Work on drafting and finalizing arbitration order; follow up with co-counsel.
03/28/05	LMG	1.00	Review file submitted by lead counsel and coordinate.

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03/28/05	LMG	0.50	Discussions with lead about Miller claim and order.
03/29/05	LMG	0.60	Review Fourth Objection to Claim Filed by Pegasus Satellite Television, Inc..
03/29/05	SD	0.40	Receipt of 4th omnibus objections to claims; respond to e-mail from Mr. Orfitelli regarding service; attention to e-mail of 4th objections to claims; service to Mr. Orfitelli for complete service.
03/29/05	SD	0.10	Telephone call to Mr. Miller regarding claim.
03/30/05	SD	0.20	Attention to filing of proposed order on claim of Miller (512); e-mail to Len Gulino, Esq.
03/30/05	SD	0.20	Attention to e-filing of Trumbull certificate of service with respect to 4th objections to claims.
03/31/05	SD	0.20	Telephone call from Mr. Miller regarding claim; e-mail to Mr. Miller.
-----			
Total 05		6.80	

## 07 Fee/Employment Applications

Date	ATTY	Hours	
03/01/05	SD	3.80	Draft BSSN 2nd application for fees; draft and e-filing certificate of no objection with respect to November fee statement.
03/01/05	SD	0.70	Telephone call from Brendan Holland regarding filing of January Fee Statement; draft certificate of service; update service list information.
03/01/05	RJK	0.20	Telephone call to McClintock re KPMG fee application

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03/02/05	SD	0.60	Draft certificate of service; attention to e-filing of FTI Monthly fee statement for January; draft and e-filing certificate of service for Kekst 2nd application for fees
03/02/05	SD	0.20	Attention to e-filing proposed form of order with respect to 2nd fee application of Sidley Austin.
03/02/05	SD	0.50	Revision to BSSN 2nd application for fees; attention to e-filing; draft certificate of service.
03/02/05	SD	0.30	Draft certificate of service for CNO for KPMG and Herbein fee statements; attention to e-filing of CNO.
03/02/05	SD	0.30	Draft certificate of service; attention to e-filing Shaw Pittman December fee statement.
03/04/05	SD	0.50	Draft Notice of hearing with respect to applications for fees.
03/15/05	SD	1.40	Telephone call with court; review of rules; draft motion to shorten notice period for applications for fees; draft certificate of service; attention to e-filing motion to shorten notice period.
03/25/05	SD	0.20	Attention to e-filing of form of order for KPMG fee application.
03/29/05	SD	0.70	Attention to filing of certificates of no objection.
-----			
Total 07		9.40	

## 08      Fee/Employment Objections

Date	ATTY	Hours	
03/15/05	LMG	0.50	Draft and file motion to shorten objection deadline on multiple fee applications.

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April 26, 2005 Invoice# 3174492  
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RE: Bankruptcy

-----  
Total 08 0.50

**10 Litigation**

Date	ATTY	Hours	
03/31/05	LMG	0.40	Review Order Granting Motion To Continue/Reschedule Hearing On Order to Show Cause. (Related Doc # [1183]) Hearing scheduled for 4/12/2005 at 03:30 PM at Chambers, Telephonically.

-----  
Total 10 0.40

**12 Plan and Disclosure Statement**

Date	ATTY	Hours	
03/02/05	SD	0.30	Attention to e-filing of Trumbull certificates of service for solicitation materials and publication of notice.
03/14/05	LMG	0.30	Review of Creditor's Objection to Plan Filed by Ad Hoc Committee of PSC Noteholders.
03/14/05	LMG	0.30	Review Objection to Confirmation of Plan Filed by County of Kendall, Texas.
03/14/05	LMG	0.20	Review Notice of Filing of Schedule 8.2(a) of the Plan Supplement.
03/15/05	LMG	0.30	Review email from Ken Rosen regarding upcoming hearing.
03/15/05	LMG	2.00	Work on scheduling of depositions and objections to confirmation of plan.
03/15/05	RJK	0.30	Review e-mails regarding confirmation discovery; telephone call to Neal and Moring regarding same
03/16/05	LMG	1.00	Discussions with co-counsel regarding confirmation and litigation strategy.

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03/16/05	LMG	0.40	Review Objection to Confirmation of Plan Filed by Riverside Claims LLC.
03/16/05	LMG	1.00	Work on prehearing discovery requests.
03/16/05	RJK	0.50	Review objections to confirmation
03/16/05	RJK	0.30	Telephone call with Guy Neal and Ellen Moring regarding plan issues
03/17/05	LMG	0.30	Review Objection of Felton Street Associates to Plan.
03/17/05	LMG	0.80	Participation in negotiation discussions with USCC.
03/17/05	LMG	0.30	Review Objection To Plan Confirmation Filed by Pegasus Communications Corporation.
03/17/05	RJK	0.70	Review various e-mails regarding objection to confirmation
03/18/05	LMG	2.90	Extensive work in preparing for upcoming hearing on confirmation.
03/21/05	LMG	1.00	Work on upcoming hearing and possible continuance of same.
03/21/05	LMG	1.90	Multiple calls and messages regarding hearing on confirmation; follow up regarding same.
03/21/05	RJK	0.20	Telephone conference call with Guy Neal regarding confirmation hearing
03/21/05	SD	0.20	Review of e-mails regarding continuation of confirmation hearing; telephone call to court regarding same; e-mail to Guy Neal and Len Gulino in response to questions regarding court availability.
03/22/05	LMG	0.60	Review response to objection to plan filed by PCC.
03/22/05	SD	0.50	Attention to e-filing of notice of continued hearing regarding confirmation of plan
03/23/05	RJK	0.30	Review and respond to Sidley Austin e-mails regarding 3/24/05 hearings

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03/28/05	LMG	0.40	Discussions with lead counsel on how to handle possible expungement of adm. claims.
03/28/05	LMG	0.70	Work on moving hearing on confirmation.
03/29/05	SD	0.50	Receipt of E-mail from Ellen Moring; draft certificate of service; attention to efilng and service of notice of 2nd status conference and continued hearing on Plan; confirmation of April 6, 2005 date with Mary Ellen Scott.
03/29/05	SD	0.10	Telephone call from Mr. Elsabee regarding confirmation of order and receipt of transcripts; telephone call from Julie Winberg regarding timing.
03/29/05	LMG	0.50	Preparation for status conference hearing including discussions with lead.
03/29/05	LMG	0.30	Review and approve new notice of continuance.
03/30/05	LMG	1.60	Preparation for attendanncce at and follow up on status conference on confirmation; follow up with lead counsel.
-----			
Total 12		20.70	

### 14 Other

Date	ATTY	Hours	
03/01/05	SD	0.30	Review of various pleadings; docket court related deadlines.
03/15/05	SD	0.10	Review of e-filings; docket court related deadlines.
03/17/05	SD	0.20	Attention to e-filing of agenda for 3/24/05 hearings.

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03/18/05	SD	0.70	Draft certificate of service and mailing of agenda of items filed for 3-24 hearings; telephone call with court regarding 3-24 omnibus date.
03/18/05	SD	0.10	Review of e-filings; docket court related deadlines.
03/20/05	SD	0.30	Review of e-filings; docket court related deadlines.
03/20/05	SD	0.10	Review of e-mails; attention to dial in information; forward to respective parties.
03/21/05	SD	0.10	Review of various e-mails regarding continuance of hearing.
03/21/05	LMG	0.30	Review agenda for hearing.
03/22/05	SD	0.20	Telephone call from Joe Elsbie; request for transcript.
03/24/05	LMG	3.00	Preparation for attendance at and follow up on hearing on (a) objection to claims; (b) plan confirmation, (c) applications; follow up with lead counsel.
03/25/05	SD	0.30	Review of e-mail and voicemail from Ellen Moring regarding need to order transcript of 3-24-05 hearing; telephone call to court regarding transcript order; submit forms to bankruptcy court
03/25/05	SD	0.30	Attention to e-filing Certificate of Service with respect to notice of agenda of matters scheduled for 3-24 (amended agenda)
03/25/05	SD	0.50	Review of ECF filings; docket court related deadlines.
03/28/05	SD	0.10	Telephone call from Joel Elsbie regarding transcripts requested; telephone call to court; telephone call to Joel Elsbie.



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03/28/05	SD	0.50	E-mail from Ellen Moring; review of bankruptcy e-filings; telephone call to Mr. Elsiebie regarding transcripts order and required; order corrected date with the bankruptcy court.
03/29/05	SD	0.30	Attention to dial in instructions; telephone call to court to confirm times; e-mail to group with dial in instructions.
03/30/05	SD	0.10	Receipt of Transcript requested by Sidley Austin; telephone call to Mr. Elsabee.
03/30/05	SD	0.60	Review of and docket and organization of pleadings index from ecf filings.
03/31/05	SD	0.20	Telephone call from Julie from Court regarding transcript pages and need for update; assist with same.
Total 14		8.30	

## ATTORNEY / PARALEGAL SUMMARY

### 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	1.20	230.00	276.00
SHEILA DILIOS	1.40	100.00	140.00
-----			
Total 02	2.60		416.00

### 04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	6.70	230.00	1,541.00
SHEILA DILIOS	0.80	100.00	80.00
-----			

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Total 04	7.50		1,621.00
<b>05      Claims Administration and Objections</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	4.70	230.00	1,081.00
SHEILA DILIOS	2.10	100.00	210.00
	-----		-----
Total 05	6.80		1,291.00
<b>07      Fee/Employment Applications</b>			
Attorney	Hours	Rate	Amount
ROBERT J. KEACH	0.20	385.00	77.00
SHEILA DILIOS	9.20	100.00	920.00
	-----		-----
Total 07	9.40		997.00
<b>08      Fee/Employment Objections</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	0.50	230.00	115.00
	-----		-----
Total 08	0.50		115.00
<b>10      Litigation</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	0.40	230.00	92.00
	-----		-----
Total 10	0.40		92.00
<b>12      Plan and Disclosure Statement</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	16.80	230.00	3,864.00
ROBERT J. KEACH	2.30	385.00	885.50
SHEILA DILIOS	1.60	100.00	160.00

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RE: Bankruptcy

Total 12	----- 20.70	----- 4,909.50
<b>14      Other</b>		
Attorney	Hours	Rate      Amount
LEN GULINO	3.30	230.00      759.00
SHEILA DILIOS	5.00	100.00      500.00
	-----	-----
Total 14	8.30	1,259.00

TOTAL FEES      \$10,700.50

PHOTOCOPY	88.20
PHONE CALL(S)	23.04
TELECOPIER	1.00
MISCELLANEOUS - PAID TO: WEST GROUP	107.23
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	9.02
PHONE - PAID TO: PREMIERE CONFERENCING	33.82
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	150.00
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	5.36
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	14.03
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	300.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	42.52
POSTAGE	26.64
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	150.00

TOTAL EXPENSES      \$950.86

TOTAL FEES PLUS EXPENSES      \$11,651.36

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  
APRIL 1, 2005 AND ENDING APRIL 30, 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 April 1, 2005 and ending April 30, 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 \$11,851.50. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$2,002.18. 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
April 1 – April 30’05	\$11,851.50	\$1,185.15	\$10,666.35	\$2,002.18	\$12,668.53

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 \$12,668.53 on or after June 20, 2005.

May 31, 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

May 25, 2005 Invoice# 3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services	04/01/05 Through 04/30/05	\$11,851.50
Expenses	04/01/05 Through 04/30/05	\$2,002.18
		-----
Total This Invoice		\$13,853.68

LMG	LEN GULINO	14.60 hours at	\$230.00 =	\$3,358.00
RJK	ROBERT J. KEACH	15.10 hours at	\$385.00 =	\$5,813.50
SD	SHEILA DILIOS	26.80 hours at	\$100.00 =	\$2,680.00

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

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May 25, 2005 Invoice# 3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

## 02 Asset Disposition

Date	ATTY	Hours	
04/01/05	SD	0.90	Telephone call to court regarding incorrect filing regarding motion on Tower leases; Draft Certificate of service; attention to e-filing of certificate of service; refiling of corrected motion.
04/08/05	SD	0.20	Telephone call from Mr. Finch with respect to request for information for bidding; forward to Sidley
04/13/05	SD	1.30	Attention to e-filing of motion to abandon/sell; attention to service of pleadings regarding motion to abandon and sell; expedited motion.
04/21/05	SD	0.50	Telephone call from Mr. Van Elk; telephone call; telephone call to/from court; review of docket for order; upload new order regarding Spectrasite Motion
04/25/05	LMG	1.00	Review and discuss: (1) Debtors' Motion to Approve Stipulation and Order Pursuant to 11 U.S.C. Sections 105(a) and 505(a) and Bankruptcy Rule 9019; and the (2) Motion for Expedited Hearing.
04/27/05	LMG	0.60	Review Motion to Approve Stipulation Debtors' Motion to Approve Stipulation and Order Pursuant to 11 U.S.C. Sections 105(a) and 505(a) and Bankruptcy Rule 9019 Filed by Pegasus Satellite Television.
04/27/05	LMG	0.30	Review Order Granting Motion to Abandon Certain Property Pursuant to 11 U.S.C. Section 554(a) and Authorizing Debtors to Sell Certain De minimis Assets Outside the Ordinary Course of Business Free and Clear of Liens, Claims, Interests and Encumbrances Pursuant to 11 U.S.C. Section 105 and 363 To Abandon.

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May 25, 2005                      Invoice#                      3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

04/27/05	LMG	1.00	Prepare for hearing on abandonment.
04/27/05	LMG	0.50	Review (1) Debtors' Motion to Approve Stipulation and Order Pursuant to 11 U.S.C. Sections 105(a) and 505(a) and Bankruptcy Rule 9019; and the (2) Motion for Expedited Hearing.
04/28/05	LMG	0.40	Discussions with lead counsel about ways to correct "Spectrasite" order error; review docket.
04/28/05	LMG	0.90	Follow up on hearing.
		-----	
Total 02		7.60	

## 04 Case Administration

Date	ATTY	Hours	
04/01/05	SD	0.40	Attention to filing of monthly operating reports.
04/08/05	LMG	1.00	Work on scheduling issues and filing of motion on tax issues.
04/11/05	SD	0.20	Telephone call to court; e-mail to Mr. Neal regarding hearing on show cause.
04/11/05	RJK	0.20	Conference with Len Gulino; e-mail to Guy Neal regarding telephonic
04/12/05	SD	0.30	Attention to filing of agenda for 4-14-05 hearing.
04/23/05	SD	0.30	Telephone call from/e-mail from/to Sidley Austin; attention to e-filing of notice of agenda of items form 04/28/05.
		-----	
Total 04		2.40	

## 05 Claims Administration and Objections

Date	ATTY	Hours
Page 4		



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

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May 25, 2005                      Invoice#                      3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

04/01/05	LMG	2.00	Review claims file (Miller) and coordinate litigation.
04/01/05	RJK	0.30	Review pre-trial order re: Professional Satellite claim; e-mail re: same
04/04/05	SD	0.10	Respond to e-mail from Len Gulino regarding Mr. Miller Claim No. 512; review of various pleadings; docket court related deadlines.
04/05/05	SD	0.10	Forward - as entered - order to Mr. Miller regarding arbitration for claim no. 512.
04/13/05	SD	0.80	Attention to filing of pleadings with respect to Russell claim
04/14/05	SD	0.40	Attention to filing of proposed pretrial scheduling order with respect to objections to claims.
04/18/05	LMG	0.30	Inquiry from claim assignee regarding distribution process.
04/22/05	SD	0.80	Draft certificate of service with respect to motion to abandon and statement of facts and FOO scheduling order regarding Russell Claim; attention to e-filing certificate of service
04/25/05	SD	0.40	Review of e-filings; docket court related deadlines re scheduling order for Professional Satellite and Russell claims
04/26/05	SD	0.40	Review of pretrial statement - Gatelinx claims; docket deadlines.
04/27/05	SD	0.40	Attention to e-filing of amended agenda and form of order on 4th objections to claims.
04/28/05	SD	0.10	Telephone call from Mary Ellen Scott at court regarding order on objections to claims.

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Matter Number: 034902-00002  
RE: Bankruptcy

04/28/05	LMG	0.30	Review Hearing Held re: (related document(s): [1017] Third Omnibus Objections to and Motion to Reclassify, Reduce or Disallow Certain Claims filed by Debtor Pegasus Satellite Television, Inc.).
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Total 05 6.40

## 07 Fee/Employment Applications

Date	ATTY	Hours	
04/07/05	SD	0.60	Draft certificate of service for Sidley January fee statement; attention to e-filing fee statement; e-mail to L. Hoeflich to confirm filing.
04/08/05	SD	0.10	Telephone call to Susan Moore with regard to e-mails not received regarding Herbein fee statement; receipt of e-mail from Susan Moore; confirm with Susan Moore.
04/11/05	SD	0.30	Attention to e-filing of Herbein Fee Statement for January.
04/25/05	SD	1.10	Draft of certificate of services - attention to filing of KPMG monthly fee statement.; draft certificate of service and attention to e-filing of Certificate of No Objection regarding Shaw Pittman fee statement for February.
04/25/05	SD	0.60	Attention to e-filing of Sidley Austing February monthly fee statement; draft certificate of service.
04/26/05	SD	1.10	Task Coding for monthly fee statement preparation.
04/26/05	SD	1.00	Drafting of Monthly Fee Statements - December through March

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May 25, 2005 Invoice# 3176697  
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RE: Bankruptcy

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Total 07 4.80

## 10 Litigation

Date	ATTY	Hours	
04/13/05	RJK	0.30	Review Felton Street complaint
04/19/05	LMG	0.50	Explain to lead counsel local practice on service of summons and complaints and pretrial conference.
04/19/05	LMG	0.40	Review Joint Pre-Trial Statement/Pretrial Order.
04/26/05	SD	0.40	Review of e-filings; docket court related deadlines - Felton Street summons.

-----  
Total 10 1.60

## 12 Plan and Disclosure Statement

Date	ATTY	Hours	
04/01/05	RJK	0.40	Telephone conference call with E. Moring re confirmation issues
04/04/05	SD	0.10	Telephone call to court regarding opportunity for change of confirmation hearing.
04/05/05	SD	0.70	Telephone calls to/from court regarding continuance of hearing; review of various e-mails regarding continuance of 4/06/05 hearings; attention to e-filing of continuance.
04/05/05	SD	0.70	Draft certificate of service with respect notices of continued hearings on confirmation and Spectrasite lease.

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May 25, 2005 Invoice# 3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

04/05/05	LMG	0.70	Review proposed notice of continuance of hearing on confirmation and make changes; coordinate with parties in interest; coordinate filing..
04/05/05	LMG	0.50	Discussions with creditor regarding objection to plan.
04/05/05	LMG	0.50	Further work on objection to plan.
04/06/05	LMG	0.80	Attend planned hearing on fees, confirmation, continued.
04/08/05	LMG	0.80	Furhthter work on coordinating hearing on tax and plan issues.
04/12/05	RJK	1.00	Review memo in support of confirmation
04/13/05	RJK	6.00	Review plan; review disclosure statement; review pleadings regarding Spectrasite Broadcast Towers deal; review Confirmation order form; review pleadings regarding Russell claim; review section 8.2 notice; review Motion to Assume/Assign contracts; review amended plan supplement; review memo in support of confirmation; all regarding preperation for April 14th confirmation and related hearings; various telephone conferences and e-mail exchanges regarding same
04/13/05	SD	1.50	Review and download of ecf filings in preparation for confirmation hearing.
04/13/05	SD	0.70	Attention to e-filing of Amended Schedule 8.2 of Amended Plan Supplement; motion to assume/reject leases; e-mail to Sidley requesting notice of hearing; receipt of notice of hearing; continue e-filing of motion to assume/reject.
04/14/05	SD	0.20	Attention to e-filing of order confirming plan

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

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RE: Bankruptcy

04/14/05	SD	2.60	Assist in preparation for confirmation hearing.
04/14/05	SD	1.00	Assist Mr. Van Elk with final order confirming plan; deliver final order for filing with the Court.
04/14/05	RJK	0.40	Conference with Guy Neal regarding confirmation issues
04/14/05	RJK	6.50	Prepare for and attend confirmation hearing and related conferences
04/15/05	SD	0.20	Attention to filing of revised final order regarding confirmation.
04/17/05	SD	0.30	Attention to e-filing of notice of order confirming chapter 11 plan
04/18/05	LMG	0.40	Review notice of confirmation.
04/18/05	LMG	0.50	Review Order Granting Expedited Hearing and Shortening Objection Period to Motion Under Bankruptcy Rule 3018.
04/21/05	SD	0.10	Telephone call from Marcus, Clegg regarding effective date and deadline re admin claims.
04/22/05	SD	0.30	Attention to filing of Trumbull COS re service of the Notice of Filing of Amended and Restated Schedule 8.2(a) of the Amended Plan Supplement Including List of Executory Contracts and Unexpired Leases [DE # 1214] on all parties listed on Exhibit A; (and), Service of the Notice and Motion for Order Authorizing the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [DE# 1217],
04/27/05	LMG	0.80	Review Findings of Fact, Conclusions of Law, and Order Confirming Debtors' First Amended Joint Chapter 11 Plan (related document.
04/27/05	LMG	0.40	Review Debtors' Amended Plan Supplement.

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May 25, 2005                      Invoice#                      3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

				-----
Total 12			28.10	
14	Other			
	Date	ATTY	Hours	
	04/01/05	SD	1.00	Updates to service list; e-mail updated service list to Sidley and Trumbull
	04/04/05	SD	0.10	Telephone call from Typewrights regarding amounts due from transcripts ordered.
	04/06/05	SD	0.10	Telephone call from Committee counsel's office regarding 4/6 hearing; confirmed that everything was off or moved to 4/14.
	04/08/05	SD	0.30	Attention to e-mails regarding dates for court in May; telephone call to court; review of e-mails to check on status of Herbein January Fee Statement for Susan Moore; do not see receipt of request to file.
	04/08/05	SD	0.10	Review of e-filings; docket court related deadline updates.
	04/12/05	SD	1.10	Review and download of Efilings to pleadings index
	04/13/05	SD	0.20	Telephone call from Eileen McDonnell at Sidley; respond to questions regarding e-filing and need for court papers; review of ecf to confirm documents are e-filed.
	04/13/05	SD	0.60	Update service list from listing from Sidley Austin.
	04/19/05	SD	0.10	Forward service list to Trumbull Services.
	04/20/05	SD	0.20	Review of e-filings; docket court related deadlines.
	04/20/05	SD	0.30	Attention to e-filing of certificates of service.

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May 25, 2005 Invoice# 3176697  
Matter Number: 034902-00002  
RE: Bankruptcy

04/22/05	SD	0.70	Review of notice of agenda; telephone call with Matt McClintock
04/25/05	SD	0.40	Draft certificate of service; attention to service of agenda for 4/28 hearings.
04/25/05	SD	0.10	Review of ecf filings; docket court related deadlines.
04/27/05	SD	0.30	Matrix information for Jane Tewhey to input to complete conflicts database
-----			
Total 14		5.60	

## ATTORNEY / PARALEGAL SUMMARY

### 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	4.70	230.00	1,081.00
SHEILA DILIOS	2.90	100.00	290.00
-----			
Total 02	7.60		1,371.00

### 04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	1.00	230.00	230.00
ROBERT J. KEACH	0.20	385.00	77.00
SHEILA DILIOS	1.20	100.00	120.00
-----			
Total 04	2.40		427.00

### 05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	2.60	230.00	598.00
ROBERT J. KEACH	0.30	385.00	115.50

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	SHEILA DILIOS	3.50	100.00	350.00
		-----		-----
	Total 05	6.40		1,063.50
<b>07</b>	<b>Fee/Employment Applications</b>			
	Attorney	Hours	Rate	Amount
	SHEILA DILIOS	4.80	100.00	480.00
		-----		-----
	Total 07	4.80		480.00
<b>10</b>	<b>Litigation</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.90	230.00	207.00
	ROBERT J. KEACH	0.30	385.00	115.50
	SHEILA DILIOS	0.40	100.00	40.00
		-----		-----
	Total 10	1.60		362.50
<b>12</b>	<b>Plan and Disclosure Statement</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	5.40	230.00	1,242.00
	ROBERT J. KEACH	14.30	385.00	5,505.50
	SHEILA DILIOS	8.40	100.00	840.00
		-----		-----
	Total 12	28.10		7,587.50
<b>14</b>	<b>Other</b>			
	Attorney	Hours	Rate	Amount
	SHEILA DILIOS	5.60	100.00	560.00
		-----		-----
	Total 14	5.60		560.00



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Matter Number: 034902-00002  
RE: Bankruptcy

TOTAL FEES		\$11,851.50
PHOTOCOPY	1008.60	
PHONE CALL(S)	0.96	
POSTAGE	167.96	
POSTAGE	27.01	
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	6.02	
MISCELLANEOUS - PAID TO: PREMIERE CONFERENCING	156.27	
MISCELLANEOUS - PAID TO: PREMIERE CONFERENCING	43.68	
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	3.37	
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	5.36	
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	5.36	
MISCELLANEOUS - PAID TO: PREMIERE CONFERENCING	243.20	
MISCELLANEOUS - PAID TO: PREMIERE CONFERENCING	262.61	
MISCELLANEOUS - PAID TO: PREMIERE CONFERENCING	42.35	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	29.43	
TOTAL EXPENSES		\$2,002.18
TOTAL FEES PLUS EXPENSES		\$13,853.68

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

Counselors at Law  
I.D. #01-0378211

**EXHIBIT F**

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

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President & Chief Operating Officer  
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June 3, 2005                      Invoice#                      3176746  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 05/02/05 Through 05/31/05	\$6,554.00
Expenses 05/02/05 Through 05/31/05	\$303.63
	-----
Total This Invoice	\$6,857.63

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

LDM	LINDA MCGILL	0.20 hours at	\$210.00 =	\$42.00
LMG	LEN GULINO	18.70 hours at	\$230.00 =	\$4,301.00
RJK	ROBERT J. KEACH	0.60 hours at	\$385.00 =	\$231.00
SD	SHEILA DILIOS	19.80 hours at	\$100.00 =	\$1,980.00

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June 3, 2005 Invoice# 3176746  
Matter Number: 034902-00002  
RE: Bankruptcy

## 02 Asset Disposition

Date	ATTY	Hours	
05/02/05	RJK	0.40	Review pleadings regarding corrected Spectrasite order, e-mail regarding same
05/03/05	LMG	1.00	Further preparation for hearings.
05/03/05	LMG	1.00	Prepare for hearing and discussions with lead counsel regarding same.
05/04/05	LMG	1.30	Meeting with lead counsel to discuss hearing on application to compromise and related issues.
05/04/05	LMG	2.90	Attendance at hearing on approval of application to compromise tax issues; side bars regarding same; follow up with lead counsel; status report.
05/10/05	SD	0.10	E-mail to Sidley Austin parties regarding motion to assume/assign contracts.
05/11/05	SD	0.10	Telephone call from IKON Financial regarding rejection of their lease and attempts to obtain equipment.
-----			
Total 02		6.80	

## 04 Case Administration

Date	ATTY	Hours	
05/04/05	LMG	0.50	Discussions with USTrutee regarding post confirmation reporting obligations; follow up with client and lead counsel
-----			
Total 04		0.50	

## 05 Claims Administration and Objections

Date	ATTY	Hours	
05/02/05	LMG	0.40	Deal with scheduling and handling of Miller act claim.
05/03/05	RJK	0.20	Review e-mail regarding arbitration claim; e-mail regarding same

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

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June 3, 2005                      Invoice#                      3176746  
Matter Number: 034902-00002  
RE: Bankruptcy

05/06/05	LDM	0.20	Brief review of complaint filed by David Miller and documents provided relevant to claim
05/09/05	LMG	0.80	Further work on Miller claim.
05/10/05	LMG	0.30	Discussions with co-counsel regarding handling of Miller claim.
05/13/05	SD	0.60	File response in the Russell matter.
05/13/05	SD	0.10	E-service to service list of reply to Russell response
05/13/05	LMG	0.40	Follow up regarding Miller claim.
05/13/05	LMG	0.50	Discussions regarding hearing on summary judgment; review papers.
05/17/05	LMG	0.30	Advice on summary judgment.
05/17/05	LMG	0.50	Prepare for hearing on motion for summary judgment.
05/17/05	LMG	0.70	Getting ready for hearing
05/17/05	SD	0.20	Telephone call from Fran M. of Quigley Simpson regarding proof of claim form; e-mail from to Fran.
05/18/05	LMG	0.50	Review Hearing Set (related document(s) : [1167] Fourth Omnibus Objection to Claim filed by Debtor Pegasus Satellite Television, Inc.).
05/19/05	SD	0.10	Telephone call from Court with respect to hearings on 5/20/05 regarding Russell Claim.
05/19/05	LMG	2.00	Prepare for hearing on motion for summary judgment
05/20/05	LMG	2.00	Prepare for and attendance at and follow up on hearing on Miller claims and omnibus objections; meeting with co-counsel.
05/23/05	SD	0.20	Attention to e-filing of affidavit of Trumbull re 5th objections to claims.

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

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

June 3, 2005 Invoice# 3176746  
Matter Number: 034902-00002  
RE: Bankruptcy

Total 05 10.00

## 07 Fee/Employment Applications

Date	ATTY	Hours	
05/02/05	SD	1.40	Attention to e-filing of Montly fee statements for BSSN for December through March; Drinker Biddle for December through March; Herbein for February; and Shaw Pittman for March
05/02/05	SD	0.30	Attention to e-filing of BSSN monthly fee statements; Shaw Pittman; Herbein and Drinker Biddle
05/05/05	SD	0.70	Attention to e-filing of Sidley Certificate of no objection for January fees
05/09/05	SD	0.20	Review of e-mail from PriceWaterhouse. Review of files for fee statements; obtain files from Mr. Keach; respond to E-mail from PriceWaterhouse (Andrea).
05/09/05	SD	1.00	Draft certificates of service for Pricewaterhouse and KPMG; e-filing of varous Pricewaterhouse fee statements - August - December 2004; filing of KPMG fee statement.
05/23/05	SD	0.40	Draft certificate of service; attention to e-filing of Herbein monthly fee statement.
05/23/05	SD	0.70	Draft Certificate of no objection for BSSN fees of December - March; attention to e-filing same.
05/23/05	SD	0.40	Attention to drafting certificate of services for Herbein Certificate of No Objection for January fees; attention to e-filing of certificate of no objection.
05/24/05	SD	0.10	E-mail to Atty. Kizel with monthly fee statements and certificate of no objection.

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05/24/05	SD	1.10	Attention to drafting of certificates of service with respect to certificates of no objection for Herbein Fees; Shaw Pittman fees, Drinker Biddle; attention to e-filing certificates of no objection; respond to e-mails.
05/24/05	SD	0.50	Attention to drafting certificate of service with respect to Certificate of no objection for BSSN fees from December - March.
05/25/05	SD	0.50	Task coding for preparation of April fee statement.
05/25/05	SD	0.40	Attention to filing of certificate of no objection for Sidley fees; attention to filing of March fee Statement for Sidley; draft certificates of service.
05/25/05	SD	0.40	Attention to April billing statement; request changes from Accounting; draft certificate of service.
05/25/05	SD	0.80	Begin draft of BSSN 3rd application for fees.
05/26/05	SD	2.10	Begin draft of final application for fees for BSSN.
05/31/05	SD	0.40	E-mail from Mr. Kizel regarding estimate of fees.
05/31/05	SD	0.60	Draft certificate of service; attention to e-filing of PWC and KPMG certificates of no objection.
05/31/05	SD	0.80	Attention to drafting and e-filing of April fee statement in preparation of filing BSSN final fee application; attention to revisions to application for fees for BSSN with respect to April time.

Total 07

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12.80

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## 10 Litigation

Date	ATTY	Hours	
05/04/05	SD	0.10	Review of e-mail from Rachel Rowell; review of Docket in adversary proceeding 04-2064; e-mail to Bob Keach.
05/05/05	SD	0.70	Re DirecTV - e-mail to Messers. Keach, Marcus and O'Brien regarding signature page for stipulation of dismissal for a4-2064 adv. proceeding; create signature page for forwarding to court.
05/05/05	LMG	0.30	Review and analyse.
05/10/05	SD	0.20	E-mail to/from George Marcus regarding following up on stipulation; e-mail to Rachel Rowell the signed Stipulation.
05/11/05	SD	0.50	Review of calendar events for the Felton Street Adversary proceeding; e-mail to Sidley Austin regarding confirmation of receipt of summons; e-mail to Sidley Austin regarding need for address information regarding contracts for change of hearing time notice.
Total 10		1.80	

## 12 Plan and Disclosure Statement

Date	ATTY	Hours	
05/02/05	SD	0.10	Attention to e-filing of certificate of service for Trumbull notice of publication of notice of order confirming plan.
05/03/05	LMG	0.40	Review notice of effective date.
05/04/05	LMG	2.10	Review plan and confirmation order and coordinate litigation of Miller claim.

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05/09/05	SD	0.30	Attention to e-filing of Trumbull Services affidavit of service re effective date.
05/11/05	SD	0.40	Review of order confirming plan regarding obtaining liquidating trustee name and contact information.
-----			
Total 12		3.30	

## 14 Other

Date	ATTY	Hours	
05/03/05	LMG	0.80	Review various corrective entries.
05/03/05	SD	0.20	Telephone call from Matt McClintock; Review of timeline from Matt McClintock; respond to Matt McClintock.
05/03/05	SD	0.20	Receipt of monthly operating report (post-confirmation); forward to Sidley Austin; e-mail from Matt McClintock resend newly formatted version.
05/06/05	SD	0.20	Telephone call from Rachel regarding hearing on June 29, 2005; e-mail to Sidley Austin regarding change in time; docket deadlines
05/09/05	SD	0.20	Review of efilings; docket court related deadlines.
05/10/05	SD	0.50	Change of omnibus hearing time; draft notice of hearing.
05/12/05	SD	0.80	Attention to e-filing of notice of time change for June 29, 2005 hearing; direction to Trumbull fro service of same on contract parties.
05/12/05	SD	0.10	Review of ecf filings; docket court related deadlines.
05/17/05	SD	0.30	Attention to efilings Trumbull Affidavit of Service



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05/23/05	SD	0.20	Review of ecf filings; docket court related deadlines.
05/24/05	SD	0.10	Review of ecf filings; docket court related deadlines.
05/24/05	SD	0.10	Review of pleadings; docket court related deadlines.
05/31/05	SD	0.10	Review of ECF Filings; docket court related deadlines.
05/31/05	SD	0.30	Attention to efileing of Trumbull certificates of service.
Total 14		4.10	

## ATTORNEY / PARALEGAL SUMMARY

### 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	6.20	230.00	1,426.00
ROBERT J. KEACH	0.40	385.00	154.00
SHEILA DILIOS	0.20	100.00	20.00
Total 02		6.80	1,600.00

### 04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	0.50	230.00	115.00
Total 04		0.50	115.00

### 05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	8.40	230.00	1,932.00

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June 3, 2005 Invoice# 3176746  
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	LINDA MCGILL	0.20	210.00	42.00
	ROBERT J. KEACH	0.20	385.00	77.00
	SHEILA DILIOS	1.20	100.00	120.00
	-----			-----
	Total 05	10.00		2,171.00
07	<b>Fee/Employment Applications</b>			
	Attorney	Hours	Rate	Amount
	SHEILA DILIOS	12.80	100.00	1,280.00
	-----			-----
	Total 07	12.80		1,280.00
10	<b>Litigation</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.30	230.00	69.00
	SHEILA DILIOS	1.50	100.00	150.00
	-----			-----
	Total 10	1.80		219.00
12	<b>Plan and Disclosure Statement</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	2.50	230.00	575.00
	SHEILA DILIOS	0.80	100.00	80.00
	-----			-----
	Total 12	3.30		655.00
14	<b>Other</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.80	230.00	184.00
	SHEILA DILIOS	3.30	100.00	330.00
	-----			-----
	Total 14	4.10		514.00

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June 3, 2005                      Invoice#                      3176746  
Matter Number: 034902-00002  
RE: Bankruptcy

TOTAL FEES		\$6,554.00
PHOTOCOPY	121.10	
POSTAGE	30.34	
MISCELLANEOUS - PAID TO: PACER SERVICE CENTER	53.91	
PHONE - PAID TO: PREMIERE CONFERENCING	9.48	
POSTAGE	30.34	
POSTAGE	28.12	
POSTAGE	30.34	
TOTAL EXPENSES		\$303.63
TOTAL FEES PLUS EXPENSES		\$6,857.63

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

NOTICE OF HEARING

PLEASE TAKE NOTICE that Bernstein, Shur, Sawyer & Nelson, Co-Counsel for the Debtors, has filed papers with the court for a Third and Final Application for Compensation and Reimbursement of Expenses requesting fees in the amount of \$48,972.50 and expenses in the amount of \$8,242.39 for a total amount of \$57,214.89 for the time period December 1, 2004 through May 31, 2005 (the "Third and Final Application"). The Third and Final Application also seeks final allowance of all interm awards in the aggregate amount of \$275,632.67. The Third and Final Application is on file with the Clerk, United States Bankruptcy Court, 537 Congress Street, Portland, Maine and may be viewed there. Copies may be obtained from the Clerk or by notifying the undersigned counsel.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one).**

If you want the court to consider your views on the Third and Final Application, then on or before **June 28, 2005** you or your attorney must file with the court a written objection explaining your position at:

Celia Strickler  
United States Bankruptcy Court  
537 Congress Street  
Portland, ME 04101

If you mail your objection to the court for filing, you must mail it early enough so that the court will receive it on or before the date stated above.

You must also mail a copy to:

Robert J Keach, Esq.  
Bernstein, Shur, Sawyer & Nelson  
100 Middle Street, P.O. Box 9729  
Portland, ME 04104-5029

With Copies to:

Larry J. Nyhan  
Sidley Austin Brown & Wood LLP  
Bank One Plaza  
10 South Dearborn Street  
Chicago, Illinois 60603

Ellen R. Moring, Esq.  
Sidley Austin Brown & Wood, LLP  
787 Seventh Avenue  
New York, NY 10019

You may attend the hearing scheduled to be held on **June 29, 2005 at 1:00 p.m.** at the United States Bankruptcy Court, 537 Congress Street, Portland, ME 04101.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the Third and Final Application and may enter an order granting that relief.

Dated: June 8, 2005

BERNSTEIN, SHUR, SAWYER & NELSON

By:     /s/ Robert J. Keach      
Robert J. Keach  
100 Middle Street  
P.O. Box 9729  
Portland, ME 04104  
Telephone: (207) 774-1200  
Facsimile: (207) 774-1127

Attorneys for Debtors  
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**CERTIFICATE OF SERVICE**

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on June 8, 2005 I caused the Notice of Hearing together with the Third and Final Application to be served on the parties listed by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk's office and therefore will be served as part of the Electronic Case Filing ("ECF") system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

Dated: June 8, 2005

/s/ Sheila R. Dilios  
SHEILA R. DILIOS

**SERVICE VIA "ECF FILING"**

- **Fred W. Bopp, III,**  
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