

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 EXPENSES INCURRED  
BY DRINKER BIDDLE & REATH LLP AS SPECIAL CORPORATE AND  
REGULATORY COUNSEL TO PEGASUS SATELLITE TELEVISION, INC.  
AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES  
FOR THE PERIOD BEGINNING APRIL 1, 2005  
AND ENDING MAY 5, 2005**

Drinker Biddle & Reath LLP (“Drinker Biddle”), Special Corporate and Regulatory Counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, submits for review its monthly statement (the “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning April 1, 2005 and ending May 5, 2005 (the “Compensation Period”). In support of the Monthly Statement, Drinker Biddle states as follows:

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

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

2. On June 28, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Drinker Biddle as Special Corporate and Regulatory Counsel to the Debtors on the terms and conditions provided in the Retention Order.

3. On June 24, 2004, the Bankruptcy Court signed an Order under 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, the Bankruptcy Court authorized a 10% fee “holdback” for all professionals of the Debtors’ estates that comply with the procedures provided therein.

4. For the Compensation Period, Drinker Biddle’s fees for providing professional services to the Debtors totaled \$3,059.00. Attached hereto as Exhibit A is a schedule summarizing the corporate and regulatory matters (the “Corporate Matters”) which Drinker Biddle has rendered as Special counsel to the Debtors. Each Corporate Matter is identified along with the fees and expenses incurred in that particular Corporate Matter 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 – May 5, 2005	\$3,059.00	\$305.90	\$2,753.10	0.00	\$2,753.10

6. Attached hereto as Exhibit B is a copy of the monthly invoices for the compensation period detailing the activity undertaken by that Professional and the supporting time records for each activity in each Corporate Matter. A summary of the hours billed by each

professional at Drinker Biddle, and their respective hourly rates, appears at the end of each Corporate Matter during the Compensation Period.

Dated: June 17, 2005

Drinker Biddle & Reath LLP  
One Logan Square  
18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103  
215-988-2700 – Telephone  
215-988-2757 – Facsimile

BY: Michael B. Jordan  
Michael B. Jordan

# Exhibit A

LAW OFFICES

# DrinkerBiddle&Reath

One Logan Square 18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700

## REMITTANCE PAGE

06/16/2005

PEGASUS SATELLITE COMMUNICATIONS, INC.

Invoice No. 524245

For services through 5 MAY 2005 as follows:

<u>Our File</u>	<u>Matter Name</u>		<u>Amount</u>
024395	CORP. & ORGANIZ. MATTERS		
	Current Fees	<u>2,247.50</u>	
			\$ 2,247.50
032024	PEGASUS BROADCAST TV		
	Current Fees	<u>65.00</u>	
			\$ 65.00
046604	EMPLOYEE BENEFIT PLANS		
	Current Fees	<u>138.50</u>	
			\$ 138.50
199188	FEE APPLICATION		
	Current Fees	<u>608.00</u>	
			\$ 608.00
Total Amount Due This Invoice Per Attached Detail			\$ 3,059.00

Payment for legal services is due within 30 days of invoice date.

## Exhibit B

LAW OFFICES

**DrinkerBiddle&Reath**  
L L POne Logan Square 18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700PEGASUS SATELLITE COMMUNICATIONS, INC.  
ATTN: SCOTT A. BLANK  
225 CITY LINE AVENUE  
SUITE 200  
BALA CYNWYD, PA 19004Invoice Number: 524245  
Invoice Date: 06/16/2005  
Client Number: 06597  
Matter Number: 024395  
Page: 1**RE: CORP. & ORGANIZ. MATTERS**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 5 MAY 2005

<u>Date</u>			<u>Hours</u>	
04/13/05	MB JORDAN	Matters re board signatures of Portland Broadcast, Argos, Broadcast Towers.	1.30	
04/13/05	J EASTRIDGE	Draft Stockholder Consents re: removal of directors, amendment of by-laws and election of new directors. Conversation with M. Jordan re: same. Review TX, ME and DE statutes re: same.	1.20	
04/14/05	MB JORDAN	E-mail exchange with Blank re replacement of debtors' directors and officers.	0.60	
04/14/05	J EASTRIDGE	Review minute book re: director line-up. Revise stockholder consent re: removal and election of directors and amendment to bylaws.	0.30	
04/15/05	J WARNER	Discussion with MJordan regarding replacement of debtor's directors and officers; draft sample of same and forward for review; review and respond to edits regarding same and edit.	1.50	
04/18/05	J WARNER	Prepare replacing directors and officers consents.	3.00	
04/19/05	J WARNER	Continue preparation of replacing directors and officers consents.	1.00	
04/20/05	J WARNER	Complete preparation of replacing directors and officers consents.	2.00	
04/21/05	J WARNER	Review consents and forward to MJordan for review.	0.40	
CURRENT HOURS / FEES			11.30	\$2,247.50

**TIME AND FEE SUMMARY**

<b>TIMEKEEPER</b>	<b>RATE</b>	<b>HOURS</b>	<b>FEEES</b>
MB JORDAN	\$425.00	1.90	\$807.50
J EASTRIDGE	\$170.00	1.50	\$255.00
J WARNER	\$150.00	7.90	\$1,185.00
TOTALS		11.30	\$2,247.50

TOTAL THIS MATTER

\$ 2,247.50



LAW OFFICES

**DrinkerBiddle&Reath**  
L L POne Logan Square 18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700PEGASUS SATELLITE COMMUNICATIONS, INC.  
ATTN: SCOTT A. BLANK  
225 CITY LINE AVENUE  
SUITE 200  
BALA CYNWYD, PA 19004Invoice Number: 524245  
Invoice Date: 06/16/2005  
Client Number: 06597  
Matter Number: 032024  
Page: 3**RE: PEGASUS BROADCAST TV**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 5 MAY 2005

<u>Date</u>			<u>Hours</u>	
05/02/05	R SAMPSON	Phone call with Nachman re: Hart-Scott-Rodia.	0.20	
		CURRENT HOURS / FEES	0.20	\$65.00

**TIME AND FEE SUMMARY**

<b>TIMEKEEPER</b>	<b>RATE</b>	<b>HOURS</b>	<b>FEES</b>
R SAMPSON	\$325.00	0.20	\$65.00
TOTALS		0.20	\$65.00

TOTAL THIS MATTER	<u>\$</u>	<u>65.00</u>
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LAW OFFICES

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L L POne Logan Square 18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700PEGASUS SATELLITE COMMUNICATIONS, INC.  
ATTN: SCOTT A. BLANK  
225 CITY LINE AVENUE  
SUITE 200  
BALA CYNWYD, PA 19004Invoice Number: 524245  
Invoice Date: 06/16/2005  
Client Number: 06597  
Matter Number: 046604  
Page: 4**RE: EMPLOYEE BENEFIT PLANS**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 5 MAY 2005

<u>Date</u>			<u>Hours</u>	
04/08/05	MM BROWN	Reviewed email from J. Renshaw regarding COBRA issues.	0.10	
05/05/05	SL KLINGELSMITH	Review resolutions and amendment re partial termination vesting and discuss with C. Kong.	0.30	
	CURRENT HOURS / FEES		0.40	\$138.50

**TIME AND FEE SUMMARY**

<b>TIMEKEEPER</b>	<b>RATE</b>	<b>HOURS</b>	<b>FEES</b>
SL KLINGELSMITH	\$360.00	0.30	\$108.00
MM BROWN	\$305.00	0.10	\$30.50
TOTALS		0.40	\$138.50

TOTAL THIS MATTER

\$ 138.50

LAW OFFICES

**DrinkerBiddle&Reath**  
L L POne Logan Square 18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700PEGASUS SATELLITE COMMUNICATIONS, INC.  
ATTN: SCOTT A. BLANK  
225 CITY LINE AVENUE  
SUITE 200  
BALA CYNWYD, PA 19004Invoice Number: 524245  
Invoice Date: 06/16/2005  
Client Number: 06597  
Matter Number: 199188  
Page: 5**RE: FEE APPLICATION**

FOR PROFESSIONAL SERVICES RENDERED THROUGH 5 MAY 2005

<u>Date</u>			<u>Hours</u>	
04/28/05	JL GORMAN	Draft January, February and March fee applications.	1.10	
04/29/05	JL GORMAN	Finalize January, February, and March fee application(s) (1.0); forward to local counsel for filing (.2).	1.20	
05/02/05	JL GORMAN	Draft final fee application.	0.50	
05/03/05	JL GORMAN	Draft final fee applications(.6); draft April fee application (.4).	1.00	
		CURRENT HOURS / FEES	3.80	\$608.00

**TIME AND FEE SUMMARY**

<b>TIMEKEEPER</b>	<b>RATE</b>	<b>HOURS</b>	<b>FEES</b>
JL GORMAN	\$160.00	3.80	\$608.00
TOTALS		3.80	\$608.00

TOTAL THIS MATTER

\$ 608.00

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**CERTIFICATE OF SERVICE**

I, Jane L. Gorman, hereby certify that on this 17<sup>th</sup> day of June, 2005, I caused to be served by first class United States mail a copy of the Statement Of Fees For Services Rendered And Expenses Incurred By Drinker Biddle & Reath Llp As Special Corporate And Regulatory Counsel To Pegasus Satellite Television, Inc. And Certain Of Its Subsidiaries And Affiliates For The Period Beginning April 1, 2005 And Ending May 5, 2005 upon the parties listed below.

Lowenstein Sandler 65 Livingston Avenue Roseland, NJ 07068-1791 Attn: Kenneth Rosen, Esquire Paul Kizel, Esquire	Bernstein, Shur, Sawyer & Nelson 100 Middle Street P.O. Box 9729 Portland, ME 04104 Attn: Robert J. Keach, Esquire
Sidley Austin Brown & Wood, LLP One Bank Plaza 10 S. Dearborn Street Chicago, IL 60603 Attn: Larry J. Nyhan, Esquire James F. Conlan, Esquire	Sidley Austin Brown & Wood, LLP 787 Seventh Avenue New York, NY 10019 Attn: Guy S. Neal, Esquire Ellen R. Moring, Esquire
Robert Checkoway, Esquire United State Trustee for The District of Maine 537 Congress Street, Room 303 Portland, ME 04104	Akin Gump Strauss Hauer & Feld, LLP 590 Madison Avenue New York, NY 10022 Attn: David Botter, Esquire Daniel Gidden, Esquire

Ocean Ridge Capital Advisors, LLC 56 Harrison Street Suite 203A New Rochelle, NY 10801 Attn: Bradley E. Scher	
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Jane L. Gorman  
Legal Assistant  
Drinker Biddle & Reath LLP  
One Logan Square  
18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103