

Hearing
Date: 7/21/05
Time: 10:30 a.m.
Mode: Live
Place: Portland
Objection Date: 7/11/05

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**THIRD AND FINAL FEE APPLICATION OF PIERCE ATWOOD LLP FOR THE PERIOD
FROM DECEMBER 1, 2004 THROUGH MAY 31, 2005**

Name of Applicant:	Pierce Atwood LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	July 13, 2004, <i>nunc pro tunc</i> to June 2, 2004
Total Amount of Compensation Previously Allowed on Interim Basis (6/2/04-11/30/04):	\$35,463.00
Total Amount of Compensation Not Previously Allowed (12/1/04-5/31/05):	\$10,607.00
Total Amount of Compensation Sought to be Finally Allowed :	\$46,070.00
Total Amount of Compensation Paid to Date:	\$36,079.50
Remaining Balance for Compensation:	\$9,990.50
Total Amount of Expenses Previously Allowed on Interim Basis (6/2/04-11/30/04):	\$4,464.37
Total Amount of Expenses Not Previously Allowed (12/1/04-5/31/05):	\$34.05
Total Amount of Expense Reimbursement Sought to be Finally Allowed:	\$4,498.42

Remaining Balance for Expenses: \$24.29

No time was expended in the preparation of this application during the periods covered by this Application.

TIME SUMMARY
DECEMBER 1, 2004 THROUGH MAY 31, 2005

Name of Professional	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Jacob A. Manheimer	Partner since 1991. Joined firm as an Associate in 1986. Admitted to Bar in 1983.	\$290.00	5.20	\$1,508.00
		\$305.00	23.60	\$7,198.00
Michelle S. Pottle	Paralegal. Joined firm in 1998.	\$90.00	11.50	\$1,035.00
Keith J. Cunningham	Partner since 2002. Joined firm as an Associate in 1996. Admitted to Bar in 1988.	\$275.00	.80	\$220.00
Matthew H. Newman	Joined firm as an Associated in 2002. Admitted to Bar in 2002.	\$170.00	3.80	\$646.00
Total			44.90	\$10,607.00
Blended Hourly Rate		\$236.23		

EXPENSE SUMMARY
DECEMBER 1, 2004 THROUGH MAY 31, 2005

Expense Category	Service Provider (If Applicable)	Total Expenses
Telephone Charges		\$6.10
Online Research	Pacer	\$27.95
Total		\$34.05

TIME SUMMARY
JUNE 2, 2004 THROUGH MAY 31, 2005

Name of Professional	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Jacob A. Manheimer	Partner since 1991. Joined firm as an Associate in 1986. Admitted to Bar in 1983.	\$290.00	113.90	\$33,002.00
		\$305.00	23.60	\$7,198.00
Michelle S. Pottle	Paralegal. Joined firm in 1998.	\$75.00	29.80	\$2,235.00
		\$90.00	11.50	\$1,035.00
Keith J. Cunningham	Partner since 2002. Joined firm as an Associate in 1996. Admitted to Bar in 1988.	\$255.00	.80	\$204.00
		\$275.00	.80	\$220.00
Matthew H. Newman	Joined firm as an Associated in 2002. Admitted to Bar in 2002.	\$150.00	10.20	\$1,530.00
		\$170.00	3.80	\$646.00
Total			194.40	\$46,070.00
Blended Hourly Rate		\$236.99		

EXPENSE SUMMARY
JUNE 2, 2004 THROUGH MAY 31, 2005

Expense Category	Service Provider (If Applicable)	Total Expenses
Telephone Charges		\$199.46
Photocopy Charges (@.10 per page)		\$2,920.20
Online Research	Pacer	\$388.48
Online Research	Westlaw	\$207.78
Online Research	Lexis	\$54.71
Delivery Fee	General Courier	\$9.65
Overnight Delivery	Federal Express	\$92.46
Office Supplies		\$68.10
Meals		340.14
Secretarial Overtime		\$217.44
Total		\$4,498.42

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**THIRD AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PIERCE ATWOOD LLP
AS LOCAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS**

NOW COMES Pierce Atwood LLP (the “Applicant”), as local counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Pegasus Satellite Television, Inc., et al¹ the above-captioned debtors (the “Debtors”), pursuant to 11 U.S.C. § 330, F.R. Bankr. P. 2016 and D. Me. LBR 2016-1, and makes this Final Application for an award of \$46,070.00 for fees (including the sum of \$35,463.00 previously allowed on an interim basis), and \$4,498.42 for reimbursement of expenses (including the sum of \$4,464.37 previously allowed on an interim basis).

INTRODUCTION

In support of this Application, the Applicant states as follows:

1. On June 2, 2004 (the “Petition Date”), the Debtors commenced these chapter 11 cases by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On the Petition Date, the Debtors also jointly filed motions or

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

applications seeking certain typical “first day” orders, including an order to have these cases jointly administered.

2. The Debtors continued in possession of their properties and operated and maintained their business 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.

3. On June 10, 2004 (the “Committee Formation Date”), pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the District of Maine (the “U.S. Trustee”) appointed the Committee. On June 14, 2004, the U.S. Trustee filed an Amended Notice of Appointment of Creditors Committee, adding one additional committee member. On June 14, 2004, the Committee selected Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its lead counsel and the Applicant to serve as local counsel to the Committee. On June 25, 2004, the Committee filed an application to employ the Applicant as local counsel to the Committee *nunc pro tunc* to June 2, 2004 (the “Retention Application”). On July 13, 2004, this Court entered an Order approving the Retention Application.

4. By Order dated April 15, 2005, this Court confirmed the Debtors’ First Amended Joint Plan of Reorganization dated January 31, 2005 (the “Plan”). Pursuant to the Plan, the Committee dissolved on the Effective Date (as defined in the Plan) except for the purposes of filing, defending and/or objecting to applications for Professional Compensation (as defined in the Plan) in accordance with the Plan.

5. During the course of its engagement by the Committee, the Applicant provided advice and guidance to the Committee on administrative matters and matters of local rules, custom and practice. The Applicant was responsible for timely filing and service of all pleadings

by the Committee in the chapter 11 cases. The Applicant also attended substantially all hearings in the cases.

6. During the period from June 2, 2004 through August 31, 2004, the Applicant devoted 111.90 hours of attorney and paralegal time, with a total value at Applicant's standard hourly rates, of \$28,056.00, and incurred expenses of \$4,088.57. Detailed statements of the services provided and the expenses incurred during said period are attached to the Fee Statements filed by the Applicant with this Court on July 30, 2004 with respect to June 2004 (Docket No. 392), August 25, 2004 with respect to July 2004 (Docket No. 483), and September 27, 2004 with respect to August 2004 (Docket No. 576).

7. By Order dated November 26, 2004, this Court granted the Applicant's First Interim Fee Application dated October 21, 2004, with respect to the period from June 2, 2004 through August 31, 2004, and allowed on an interim basis payment of fees of \$28,056.00 and reimbursement of expenses of \$4,088.57.

8. During the period from September 1, 2004 through November 30, 2004, the Applicant devoted 37.6 hours of attorney and paralegal time, with a total value at Applicant's standard hourly rates, of \$7,407.00, and incurred expenses of \$375.80. Detailed statements of the services provided and the expenses incurred during said period are attached to the Fee Statements filed by the Applicant with this Court on October 28, 2004 with respect to September 2004 (Docket No. 673), February 2, 2005 with respect to October 2004 (Docket No. 955), and February 3, 2005 with respect to November 2004 (Docket No. 961).

9. By Order dated April 4, 2004, this Court granted the Applicant's Second Interim Fee Application dated March 4, 2005, with respect to the period from September 1, 2004 through November 30, 2004, and allowed on an interim basis payment of fees of \$7,407.00 and reimbursement of expenses of \$375.80.

10. During the period from December 1, 2004, through May 31, 2005, the Applicant devoted 44.9 hours of attorney and paralegal time, with a total value at Applicant's standard hourly rates, of \$10,607.00, and incurred expenses of \$4,088.57. Detailed statements of the services provided are attached to the Fee Statements filed by the Applicant with this Court on February 3, 2005 with respect to December 2004 (Docket No. 962), February 28, 2005 with respect to January 2005 (Docket No. 1050), June 17, 2005 with respect to February 2005 (Docket No. 1483), June 17, 2005 with respect to March 2005 (Docket No. 1484), June 17, 2005 with respect to April 2005 (Docket No. 1485), and June 17, 2005 with respect to May 2005 (Docket No. 1486).

12. To date, in accordance with this Court's Order Under §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated June 24, 2004, the Debtors' have paid the Applicant the sum of \$36,079.50 as compensation and \$4,474.13 in reimbursement of expenses, leaving a balance due, if this Application is allowed in full, of \$9,990.50 for compensation and \$24.29 in reimbursement of expenses.

RELIEF REQUESTED

13. By this Third and Final Fee Application, Applicant respectfully requests that the Court (a) allow on a final basis compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Applicant as local counsel to the Committee during the period from June 2, 2004 through November 30, 2004 (compensation of \$35,463.00 and reimbursement of expenses of \$4,464.37), which was previously allowed on an interim basis, (b) allow on a final basis compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Applicant as local counsel to the Committee during the period from December 1, 2004 through May 31, 2005 (compensation of

\$10,607.00 and reimbursement of expenses of \$34.05), which has not previously been considered by this Court, and (c) direct the Debtors to pay Applicant the remaining unpaid balance of \$9,990.50 in compensation and \$24.29 as reimbursement of expenses.

14. A breakdown of the hours expended by each of Applicant's professionals and paraprofessionals on the individual matters in these cases is contained in the Applicant's Fee Statements.

15. Applicant submits that the services performed by its attorneys and paralegals specified in detail in the Applicant's Fee Statements, were necessary and have directly contributed to the effective administration of these chapter 11 cases.

16. Applicant further submits that the hourly rates charged by its attorneys and paralegals during this case are no greater than the customary hourly rates for such individuals both inside and outside of bankruptcy cases. Applicant believes these rates are comparable to or less than those charged by the bankruptcy and other professionals of other firms of comparable size, stature, and experience.

17. Applicant received no payment and no promises for payment from any other source for services rendered in these chapter 11 cases. There is no agreement between Applicant and any other party for the sharing of compensation to be received for the services rendered by the Applicant in these chapter 11 cases. All professional and paraprofessional services for which compensation is sought herein were rendered solely on behalf of the Committee in these cases.

NOTICE

18. Notice of this Fee Application has been served upon the Notice Parties. Such notice is in accordance with the procedures set forth in the Interim Compensation Order and the Notice of Effective Date of Debtors' First Amended Joint Chapter 11 Plan.

NO PRIOR REQUEST

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

WHEREFORE, Pierce Atwood LLP respectfully requests that this Court:

A. Allow on a final basis compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Applicant as local counsel to the Committee during the period from June 2, 2004 through November 30, 2004 (compensation of \$35,463.00 and reimbursement of expenses of \$4,464.37), which was previously allowed on an interim basis;

B. Allow a final basis compensation for professional services rendered and reimbursement of actual and necessary expenses incurred by Applicant as local counsel to the Committee during the period from December 1, 2004 through May 31, 2005 (compensation of \$10,607.00 and reimbursement of expenses of \$34.05), which has not previously been considered by this Court;

C Direct the Debtors to pay Applicant the remaining balance of \$9,990.50 in compensation and \$24.29 as reimbursement of expenses; and

D. Grant such other and further relief as is just and proper.

Dated: Portland, Maine
June 20, 2005

/s/ Jacob A. Manheimer
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