

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**FINAL FEE APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PILLSBURY  
WINTHROP SHAW PITTMAN LLP FOR SERVICES RENDERED AND EXPENSES  
INCURRED AS SPECIAL COUNSEL TO PEGASUS SATELLITE TELEVISION, INC.  
AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES  
FROM JUNE 2, 2004 THROUGH MAY 5, 2005**

Pillsbury Winthrop Shaw Pittman LLP (“Pillsbury Winthrop Shaw Pittman”), special counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, hereby submits its final fee application (the “Final Fee Application”) for allowance of compensation and reimbursement of expenses for services rendered and expenses incurred through May 5, 2005, the Effective Date of the Debtors’ Bankruptcy Plan. In support of this Final Fee Application, Pillsbury Winthrop Shaw Pittman 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 Pillsbury Winthrop Shaw Pittman as special counsel to the Debtors on the terms and conditions provided in the Retention Order.

3. Subsequently, on April 15, 2005, the Bankruptcy Court confirmed the Debtors’ First Amended Joint Chapter 11 Plan (the “Plan”). According to the Plan, all Final Fee Applications for specifically retained professionals must be filed within forty-five (45) days of the Effective Date. Consistent with the Debtors’ filing of the Notice of Effective Date of Debtors’ First Amended Joint Chapter 11 Plan, the Plan became effective on May 5, 2005 (the “Effective Date”).

4. By this Final Fee Application, Pillsbury Winthrop Shaw Pittman hereby requests final approval for all compensation for services rendered to, and expenses incurred by, the Debtors from the beginning of the Bankruptcy proceeding through the Effective Date, including any and all periods for which an Interim Fee Application has been filed previously. In addition, with respect to periods for which no Interim Fee Application has been filed (i.e. where only Monthly Fee Statements have been filed), Pillsbury Winthrop Shaw Pittman hereby seeks final approval for any unpaid holdback amounts.

5. Pillsbury Winthrop Shaw Pittman’s fees for providing professional services to the Debtors during the bankruptcy proceeding totaled \$96,164.50 for the period of June 2, 2004 through May 5, 2005. In connection with services rendered, Pillsbury Winthrop Shaw Pittman recorded actual and necessary out-of-pocket expenses in the amount of \$5,113.85 during the period of June 2, 2004 through May 5, 2005. Thus, the total amount of the fees and expenses incurred by the Debtors from the beginning of the case through the Effective Date, and for which Pillsbury Winthrop Shaw Pittman hereby submits its Final Fee Claim, is \$101,278.35.

6. Attached hereto as Exhibit A is a schedule summarizing the Monthly Fee Statements previously submitted by Pillsbury Winthrop Shaw Pittman to the Bankruptcy Court for the period of June 2, 2004 through May 5, 2005. In addition, the Bankruptcy Court has previously approved Pillsbury Winthrop Shaw Pittman's compensation for services and reimbursement of expenses incurred during the period of June 2, 2004 through November 30, 2004 pursuant to its approval of the two Interim Fee Applications filed by Pillsbury Winthrop Shaw Pittman on October 14, 2004, and February 11, 2005, respectively. Attached hereto as Exhibit B is a schedule summarizing the Interim Fee Applications previously submitted by Pillsbury Winthrop Shaw Pittman and approved by the Bankruptcy Court covering the periods of June 2, 2004 through August 31, 2004, and September 1, 2004 through November 30, 2004.

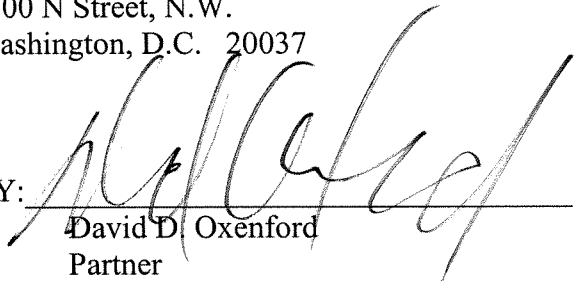
7. To date, Pillsbury Winthrop Shaw Pittman has received payment from the Debtors in the total amount of \$84,824.33.

8. The total amount unpaid and outstanding to Pillsbury Winthrop Shaw Pittman for the period of June 2, 2004 through May 5, 2005 is \$16,454.02, which consists of the following items: (1) the 10% holdback reduction for fees incurred in December 2004, January 2005, and February 2005; and (2) fees and expenses incurred from March 1, 2005 through May 5, 2005. Attached hereto as Exhibit C is a schedule summarizing the fees and expenses that remain outstanding and unpaid to Pillsbury Winthrop Shaw Pittman for services rendered to and expenses incurred by the Debtors.

9. Pillsbury Winthrop Shaw Pittman respectfully requests that the Court approve this Final Fee Application and authorize the payment of the remaining outstanding amount.

PILLSBURY WINTHROP SHAW  
PITTMAN LLP  
2300 N Street, N.W.  
Washington, D.C. 20037

BY:

  
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David D. Oxenford  
Partner

**PRIOR MONTHLY FEE STATEMENTS FILED  
WITH THE BANKRUPTCY COURT**

<b>Date Submitted</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total (Fees and Expenses)</b>
July 30, 2004	6/02/04 – 6/30/04	\$1,278.00	\$ 61.39	\$ 1,339.39
August 31, 2004	7/01/04 – 7/31/04	\$1,606.00	\$ 354.80	\$ 1,960.80
September 30, 2004	8/01/04 – 8/31/04	\$4,729.00	\$ 398.24	\$ 5,127.24
October 29, 2004	9/01/04 – 9/30/04	\$32,323.00	\$1,121.40	\$33,444.40
November 30, 2004	10/01/04 – 10/31/04	\$14,130.50	\$ 299.33	\$14,429.83
December 23, 2004	11/01/04 – 11/30/04	\$ 9,994.50	\$ 81.62	\$10,076.12
January 28, 2005	12/01/04 – 12/31/04	\$ 6,300.50	\$ 322.22	\$ 6,622.72
February 25, 2005	1/01/05 – 1/31/05	\$ 5,707.00	\$ 347.41	\$ 6,054.41
March 30, 2005	2/01/05 – 2/28/05	\$ 7,011.00	\$ 660.27	\$ 7,671.27
April 29, 2005	3/01/05 – 3/31/05	\$10,221.00	\$ 319.76	\$10,540.76
June 8, 2005 <sup>1</sup>	4/01/05 – 5/05/05	\$ 2,864.00	\$ 1,147.41	\$ 4,011.41
<b>Totals for Period June 2, 2004 -- May 5, 2005</b>		<b>\$96,164.50</b>	<b>\$5,113.85</b>	<b>\$101,278.35</b>

<sup>1</sup> Please note, the fees and expenses included for the period April 1 – May 5, 2005 are slightly higher than the amount contained in the Monthly Fee Statement previously submitted to the Bankruptcy Court. The updated amount above reflects a slight adjustment for previously unbilled fees and expenses.

**EXHIBIT B****PRIOR INTERIM FEE APPLICATIONS FILED  
WITH THE BANKRUPTCY COURT**

<b>Date Submitted</b>	<b>Period Covered</b>	<b>Date Approved</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total (Fees and Expenses)</b>
10/14/04	June 2 – August 31 2004	11/24/04	\$7,613.00	\$814.43	\$8,427.23
2/11/05	Sept. 1 – Nov. 30, 2004	3/23/05	\$56,448.00	\$1,502.35	\$57,950.35
<b>Total</b>					<b>\$66,377.58</b>

**FEES AND EXPENSES THAT REMAIN OUTSTANDING AND UNPAID TO  
PILLSBURY WINTHROP SHAW PITTMAN**

<b>Period</b>	<b>Unpaid Holdback Amount</b>
December 1 – December 31, 2004	\$630.05

<b>Period</b>	<b>Unpaid Holdback Amount</b>
January 1 – January 31, 2005	\$570.70

<b>Period</b>	<b>Unpaid Holdback Amount</b>
February 1 – February 28, 2005	\$701.10

<b>Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total Amount Due (Fees &amp; Expenses)</b>
March 1 – March 31, 2005	\$10,221.00	\$319.76	\$10,540.76

<b>Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total Amount Due (Fees &amp; Expenses)</b>
April 1 – May 5, 2005 <sup>1</sup>	\$2,864.00	\$1,147.41	\$4,011.41

**Total Amount Unpaid and Outstanding** **\$16,454.02**

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<sup>1</sup> Please note, the fees and expenses included for the period April 1 – May 5, 2005 are slightly higher than the amount contained in the Monthly Fee Statement previously submitted to the Bankruptcy Court. The updated amount above reflects a slight adjustment for previously unbilled fees and expenses.

**CERTIFICATE OF SERVICE**

I, Rhea Lytle, a secretary with the law firm of Pillsbury Winthrop Shaw Pittman LLP, hereby certify that copies of the foregoing “*FINAL FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PILLSBURY WINTHROP SHAW PITTMAN LLP FOR SERVICES RENDERED AND EXPENSES INCURRED AS SPECIAL COUNSEL TO PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES FROM JUNE 2, 2004 THROUGH MAY 5, 2005*” were mailed on this 20th day of June 2005 to the following:

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Rhea Lytle