

**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)

**ORDER GRANTING THIRD AND FINAL APPLICATION OF
AKIN GUMP STRAUSS HAUER & FELD LLP, CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Third and Final Application (the "Application") of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), co-counsel for the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al., seeking allowance of attorneys fees and reimbursement of expenses (the "Application"), and after notice and hearing thereon, and sufficient cause appearing therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby,

ORDERED, that the Application is GRANTED; and it is further

ORDERED, that Akin Gump is allowed, on a final basis, \$3,622,856.50 in compensation for professional services rendered and \$168,726.09 for reimbursement of expenses incurred from June 2, 2004 through and including May 5, 2005; and it is further

ORDERED, that the Liquidating Trustee, on behalf of the Debtors, are directed to pay Akin Gump within ten (10) days of entry of this Order all amounts allowed by this Order less amounts previously paid to Akin Gump.

Dated: October 11, 2005.

/s/ James B. Haines, Jr.

JAMES B. HAINES, JR.
CHIEF UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICEDistrict/off: 0100-2
Case: 04-20878User: rrowell
Form ID: pdf901Page 1 of 6
Total Served: 152

Date Rcvd: Oct 11, 2005

The following entities were served by first class mail on Oct 13, 2005.

db Pegasus Satellite Television, Inc., 213 Felton Street, Marlborough, MA 01752
aty +Abid Qureshi, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-8554
aty +Akin Gump Strauss Hauer & Feld LLP, c/o Jacob A. Manheimer, Pierce Atwood, One Monument Square,
Portland, ME 04101-1110
aty +Alan Eric Gamza, Esq., Moses & Singer LLP, The Chrysler Building, 405 Lexington Avenue,
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aty +Alexander Simon, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119
aty +Andrew N. Rosenberg, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas,
New York, NY 10019-6031
aty +Barbara Ellis-Munro, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,
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aty Benjamin E. Marcus, Esq., Drummond Woodsum & MacMahon, 245 Commercial Street, P.O. Box 9781,
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aty +Bruce B. Hochman, Esq., Lambert Coffin, 477 Congress St., 14th Floor, P. O. Box 15215,
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aty Daniel M. Glosband, Goodwin Proctor, LLP, Exchange Place, Boston, MA 02109
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aty +Diane Meyers, Paul, Weiss, Rifkind, Wharton & Garrison,, 1285 Avenue of the Americas,
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aty +Diane W. Sanders, Linebarger, Goggan, Blair & Sampso, LLP, 1949 South I.H. 35 (78741),
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aty Frederick C. Emery, Jr., Esq., Asst U. S. Atty, P.O. Box 9718, Portland, ME 04104-5018
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aty +Gregg Spath, Property Management Dept., Omnipoint Holdings, Inc., 4 Sylvan Way,
Parsippany, NJ 07054-3801
aty +Guy S. Neal, Esq., Sidney Austin Brown & Wood LLP, 1501 K Street, N.W.,
Washington, DC 20005-1401
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aty +Holly Gyodus Rogers, Esq., ReGen Capital, P.O. Box 626 - Planetarium Station,
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aty +Jacob A. Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110
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aty +Jeffrey L. Jonas, Brown Rudnick Berlack Israels LLP, One Financial Center,
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aty +Joe S. Dusenbury, Jr., Litigation - So. Carolina Dept. Revenue, P.O. Box 25,
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ust +Office of U.S. Trustee, 537 Congress Street, Room 302, Portland, ME 04101-3353
crmc +Ad Hoc Committee of PSC Noteholders, c/o Kenneth A. Rosen, Esq., 65 Livingston Ave.,
Roseland, NJ 07068-1725
cr +Alachua County, Florida, Von Fraser, Tax Collector, P.O. Box 1439, Gainesville, FL 32602-1439
cr +Angelo, Gordon & Co., Attn: Leigh Walzer, 245 Park Avenue, 26th Floor,
New York, NY 10167-0094
cr +Argo Partners, 12 West 37th Street, 9th Floor, New York, NY 10018-7480
cr +Audio Video Distributors, Attn: James W. Malleis, 29277 Southfield Road,
Southfield, MI 48076-1922
intp Basil Marceaux, 810 Hyatte Road, Soddy Daisy, TN 37379-4020
cr +BellSouth Telecommunications, Inc., Attn: Reginald A. Greene, Counsel,
675 W. Peachtree Street, NW, Suite 4300, Atlanta, GA 30375-0001
cr +CRT Capital Group LLC, Attn: Nadav Braun, 262 Harbor Drive, Stamford, CT 06902-7438
cr +Cohanzick Management, LLC, 427 Bedford Road, Suite 260, Pleasantville, NY 10570-3029
cr +Collin County Tax Assessor/Collector, c/o David B. McCall, Esq., 777 E. 15th Street,
Plano, TX 75074-5711
cr +County of Kendall, Texas, c/o Michael Reed, PO Box 26990, Austin, TX 78755-0990

cr Daily Insights, Attn: Bill Angelowitz, JAF Box 3127, New York, NY 10116
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cr +Douglas County Nevada, Douglas W. Sonnemann, Assessor, P.O.Box 218, Minden, NV 89423-0218
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cr +Gabriel Capital, L.P., 450 Park Ave., Suite 3201, New York, NY 10022-2633
cr +Gatelinx Corp., c/o Regan M. Hornney, Brann & Isaacson, 184 Main Street, P.O. Box 3070,
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auc +Great American Group, One Parkway North, Suite 520, Deerfield, IL 60015-2500
cr +Guckenheimer Enterprises, Inc., 3 Lagoon Drive, Suite #325, Attn: Jonathan Laddy,
Redwood Shores, CA 94065-5167
cr +Halifax County Tax Collections, P.O. Box 68, Halifax, NC 27839-0068
cr +Henry County Tax Commissioner, Andy Pipkin, P.O. Box 488, McDonough, GA 30253-0488
cr +Holiday Inn, Denver Int'l Airport Hotel Convent, & Trade Center, Attn: Lou Weckstein,
15500 East 40th Avenue, Denver, CO 80239-5701
cr +IKON Financial Services, Bankruptcy Administration, IOS Capital LLC, 1738 Bass Road,
P.O. Box 13708, Macon, GA 31208-3708
cr +IKON Office Solutions, Inc., Recovery and Bankruptcy, 5400 Bowman Road, Macon, GA 31210-8879
cr +Installs, Inc. LLC, Attn: Gerald L. Kohn VP, 438 Main Street, Suite 225,
Buffalo, NY 14202-3207
cr +Internal Revenue Service, 68 Sewall Street, Room 311, Augusta, ME 04330-6349
cr J.P. Morgan Trust Company, N.A., Attn: James R. Lewis, Esq., VP, 4 New York Plaza, 15th Floor,
New York, NY 10004-2413
cr +Kendall County, co Michael Reed, P.O. Box 26990, Austin, TX 78755-0990
cr +Madison Capital Management, Attn: Craig Klein, 6143 South Willow Drive, Suite 200,
Greenwood Village, CO 80111-5123
cr +Michigan Department of Treasury, Revenue & Collections Division, P.O. Box 30754,
Lansing, MI 48909-8254
cr +Mississippi State Tax Commission, Attn" Brenda T. Carter, Bkcy. Admi, P.O. Box 23338,
Jackson, MS 39225-3338
cr +Missouri Department of Revenue, 301 W. High St., P.O. Box 475, Jefferson City, MO 65102-0475
cr +National Rural Telecommunications Cooperative, 2121 Cooperative Way, Herndon, VA 20171-4543
cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel,
17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7308
cr +Office of State Tax Commissioner, State Capitol - Eighth Floor, 600 Boulevard Avenue,
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crcm +Official Committee of Unsecured Creditors, Wachovia Bank, N.A., Trustee,
c/o Smith, Gambrell & Russell, LLP, Attn: John T. Vian, Esq.,
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cr +Oxford Collection Agency, Inc., Oxford Management Services, Attn: Salvatore Spinelli,
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sp +Pillsbury Winthrop Shaw Pitman LLP, 2300 N St. N.W., Washington, DC 20037-1122
cr +Prime TV LLC, 1930 N. Poplar Street, Southern Pines, NC 28387-7091
cr +Regen Capital I, Inc., Elliot Herskowitz, P.O. Box 626, Planetarium Station,
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cr +Riverside Claims LLC, Attn: Connie Macewicz, P.O. Box 626 - Planetarium Station,
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cr Robert R. Russell, 209 Green Drive, Savannah, GA 31419
cr +Sandell Asset Management Corp., c/o Timothy A. Davidson, Esq., Andrews Kurth, LLP,
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cr +Saturn Satellite Systems, Inc., Attn: John W. Markham, LLM., Tax General Counsel,
10900 Plantside Drive #E, Louisville, KY 40299-6112
cr +Sheriff of Mercer County, P.O. Box 5429, Princeton, WV 24740-5429
cr +Southwest Wireless, c/o Scott Estep, P.O. Box 4344, Pueblo, CO 81003-0344
cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570
cr +Tennessee Department of Revenue, c/o TN Attorney General's Office, Bankruptcy Division,
P.O. Box 20207, Nashville, TN 37202-4015
cr +Texas Ad Valorem Tax Authorities, c/o Michael Reed, P.O. Box 26990, Austin, TX 78755-0990
intp +Trumbull Services, L.L.C., 4 Griffin Road North, Windsor, CT 06095-1579
intp +United States Trustee, 537 Congress Street, Portland, ME 04101-3318
cr +Viacom Inc., Attn: Helen E. D'Antona, Mgr., Litigation Support Servies,
1515 Broadway - 35th Floor, New York, NY 10036-8901
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cr West Virginia State Tax Department, Special Procecedures/Bankruptcy Unit, P.O. Box 766,
Charleston, WV 25323-0766
cr +William J. Dorran, c/o Costell & Cornelius Law Corporation, Attn: Mitchell Rische,
1299 Ocean Avenue Suite 400, Santa Monica, CA 90401-1042
cr +c/o Neil Herskowitz Riverside Contracting LLC, PO Box 626, Planetarium Station,
New York, NY 10024-0626

The following entities were served by electronic transmission (continued)

The following entities were served by electronic transmission on Oct 11, 2005 and receipt of the transmission was confirmed on:

cr E-mail: susanp@taxcollector.com Oct 11 2005 22:46:35 Manatee County Tax Collector,
Attn: Ken Burton, Jr., P.O. Box 25300, Bradenton, FL 34206-5300

TOTAL: 1

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty Arnold & Porter, LLP
aty Bernstein, Shur, Sawyer & Nelson
aty Drinker, Biddle & Reath, LLP
aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP
aty Shaw, Pittman, LLP
aty Sidley Austin Brown & Wood LLP
cr Advance Notice, Inc.
cr Archer County Texas
sp Arnold & Porter, LLP
cr Austin CAD
cr Autauga County, Alabama, Revenue Commissioner
cr Baker County, Georgia
cr Bartow County Tax Commissioner
cr Bexar County
cr Blanco CAD
cr Bleckley County, Georgia Tax Commisioner
cr Boone County Nebraska Treasurer
cr Brown CAD
cr Buena Vista ISD
cr Butler County, Alabama
fa Capital & Technology Advisors, LLC
op Capital Management Associates, Inc.
cr Caribou County Idaho Treasurer
intp Carsey Warner Distribution, LLC
cr Charles County, Maryland
cr Citadel Broadcasting Company
cr City of DeLeon, a municipal corporation, DeLeon Independent School District
cr City of Del Rio, Texas
cr City of Frankston, Texas
cr City of Owensboro, Kentucky
cr City of Poth
cr City of Springfield, Michigan
cr City of Stockdale
cr City of Yoakum
crcm Coleman County TAD
cr Columbia County, Florida Tax Collector
cr Concho CAD
cr Connecticut Dept. of Revenue Services
cr Corsicana ISD
cr County of Lynn
cr County of Decatur, Georgia
cr County of Henderson, Trinity Valley Community Coll
cr County of Van Zandt
cr County of Wilbarger, Vernon Independent School Dis
cr Craig County Oklahoma Treasurer
cr Crenshaw County, Alabama Revenue Commissioner
cr Crisp County, Georgia Tax Commissioner
cr Crown Castle South, LLC
cr D'Hanis I.S.D., Texas Tax Collector
cr D.E. Shaw Laminar Portfolios, LLC
cr Dallas County Texas
cr Daviess County Indiana Treasurer
cr DeWitt County
cr Delaware Street Capital Master Fund, LP, et al
cr Directv
cr Ellis County, Texas
consult FTI Consulting, Inc.
cr Floyd County, Texas Appraisal District
cr Fox Broadcasting Company
cr Frankston ISD
cr Glascock County, Georgia, Tax Commisioner
cr Gonzales County, Texas
cr Grady County, Georgia Tax Commissioner
cr Greene County Tax Commissioner
fa Greenhill & Co., LLC
intp H.M. Davidson & Co., L.L.C.
cr HBK Investments L.P.
cr HSBC Bank USA
cr Harney County, Oregon
consult Herbein & Company, Inc.
acc Herbein Consulting, Inc.
consult Hewitt Associates LLC
cr Highland County, Ohio Treasurer
cr Hopkins County, Texas
cr Houston CAD

***** BYPASSED RECIPIENTS (continued) *****
cr Indiana Department of Revenue
cr Ingram ISD
cr IntelliRisk Management Corporation
cr Jack CAD
cr Jack County, Texas
cr Jackson County
cr Jefferson County Georgia Tax Commissioner
cr Jefferson County, Colorado, Treasurer
cr Johnson County, Kansas Board of County Commissione
cr KB Prime Media LLC
op KPMG LLP
cr Kansas Department of Revenue
cr Karnes CITY ISD
cr Karnes County, Texas
cr Kaufman County, Texas
consult Kekst and Company Incorporated
cr Kerr County, Texas
sp King & Spalding, LLP
cr Kinney County Appraisal District
acc Kreischer Miller
cr LEC Development, Inc.
cr LaVernia ISD
cr Lamar County , Georgia, Tax Commissioner
cr Lamb County, Texas
cr Lampass CAD
cr Lavaca County CAD
cr Lee County
cr Lee County Georgia Tax Commissioner
cr Lewis, Fisher, Henderson, Claxton & Mulroy, LLP
liq Liquidating Trustee
cr Llano County
cr Madison County
cr Mason CAD
cr Massachusetts Department of Revenue
cr Mastagorda County
cr Medina ISD
cr Mesa County Colorado Treasurer's Department
cr Metron North America, Inc.
fa Miller Buckfier Lewis Ying & Co., LLC
cr Modoc County Treasurer and Tax Collector
cr Monroe County Alabama Revenue Commissioner
cr Monroe County, Missouri, Collector of Revenue
cr Montague County Texas
cr Morton County, Kansas Treasurer
cr Navarro County, Texas
cr Nebraska Department of Revenue
cr Normangee ISD
cr Nortel Networks, Inc.
cr Obion County TennesseeTrustee,
cr Oklahoma County, Oklahoma Treasurer
cr Omnipoint Holdings, Inc.
cr Oneida County Treasurer & Tax Collector
cr Onondaga Township, Michigan
cr Par Capital Management, Inc.
cr Paramount Pictures Corp.
cr Park County Wyoming Treasurer
cr Pecos County
intp Pegasus Communications Corporation
cr Pennsylvania Department of Revenue
cr Phillips County Colorado County Treasurer
cr Polk County
cr Poth ISD
aud PricewaterhouseCoopers LLP
acc PricewaterhouseCoopers LLP
cr Professional Satellite & Communications
cr Professional Satellite & Communications
cr Refugio County
cr Sarasota, County, Florida Tax Collector
cr Sedgwick County Colorado Treasurer
sp Shaw Pittman LLP
cr Shelby County
cr South Carolina Dept. of Revenue
cr SpectraSite Communications, Inc.
cr Stockdale ISD
cr Sulphur Springs ISD, Texas
cr Sumter County, South Carolina County Treasurer
cr Suwannee County , Florida
cr TWC of Kentucky, Inc.
cr Tarrant County
cr Telepictures Distribution
cr Terrell County
cr The Collin County Tax Assessor/ Collector
cr The Frisco ISD Tax Assesor/Collector

***** BYPASSED RECIPIENTS (continued) *****
cr The Steering Committee of Senior Secured Creditors
cr Tift County Tax Commissioner
cr Town of Cornwall, Connecticut
cr Town of Great Barrington, Massachusetts
cr Town of Morris, Connecticut
cr Travis County, Texas
cr Trinity County
cr Trinity/Groveton Tax Office
cr Twentieth Television, Inc.
cr U.S. Securities and Exchange Commission
cr Uinta County, Wyoming, Treasurer
cr Val Verde County
cr Victoria County
cr Vinton County, Ohio Treasurer
cr Wachovia Bank, National Association
cr Warner Bros. Domestic Television Distribution
cr Warner Bros. Entertainment, Inc.
cr Warren County Georgia Tax Commissioner
cr Washington County Georgia Tax Commissioner
cr Webclick Concepts, Inc.
cr Wilmington Trust Co.
cr Wilson County, Texas
cr Worth County, Georgia Tax Commissioner

TOTALS: 181, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 13, 2005

Signature:

