

**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)

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES INCURRED BY
PIERCE ATWOOD AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD BEGINNING JUNE 2, 2004 AND ENDING JUNE 30, 2004**

Pierce Atwood, co-counsel to the Official Committee of Unsecured Creditors submits for review its monthly statement (the “Monthly Statement”) of fees and expenses incurred for the period beginning June 2, 2004 and ending June 30, 2004 (the “First Compensation Period”). In support of the Monthly Statement, Pierce Atwood states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”)¹ 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”).

2. On July 13, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Pierce Atwood as co-counsel to the Official Committee of Unsecured Creditors 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

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. WTLH License Corp.

{W0261440.1}

Bankruptcy Court authorized payment of 90% of the fees and 100% of the expenses requested in the Monthly Fee Statement.

4. For the First Compensation Period, Pierce Atwood's fees for professional services to the Debtors totaled \$11,888.00. In connection with services rendered, Piece Atwood has actual and necessary expense in the amount of \$809.01. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded during the First Compensation Period.

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

Interim Period	Total Fees	90% of Total Fees	Fees Due	Total Expenses	Amounts Due
6/2/04-6/30/04	\$11,888.00	\$10,699.20	\$10,699.20	\$809.01	\$11,508.21

6. Attached hereto as Exhibit B is a schedule of the hours billed by each professional at Pierce Atwood, and their respective hourly rates, during the First Compensation Period.

7. Attached hereto as Exhibit C is a copy of the monthly invoice for the compensation period, detailing the activity undertaken by that professional and the supporting time records for each activity.

Dated: Portland, Maine
July 29, 2004

/s/ Jacob A. Manheimer
Jacob A. Manheimer
Co-Counsel for the Official Committee of
Unsecured Creditors
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EXHIBIT A

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Photocopy Charges		\$686.20
Telephone Charges		\$22.30
Pacer/Electronic Records	Pacer	\$22.05
Delivery Fee	General Courier	\$9.65
Overnight Delivery	Federal Express	\$60.71
Office Supplies		\$8.10

EXHIBIT B

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	39.70	\$11,513.00
Matthew H. Newman	Associate. Joined firm in 2002. Admitted to Bar in 2002.	\$150	2.50	\$375.00

EXHIBIT C

PIERCE
ATWOOD

ALL INVOICES ARE DUE WITHIN 30 DAYS

July 29, 2004

For Legal Services Rendered to Official Committee of Unsecured Creditors
in Connection With

Pegasus Satellite Television-Chapter 11

Account No. 17148/02922 JAM

Invoice No. 449687

Administration

6/03/04	JAM	5.30	Calls and e-mails with D. Botter and H. Nazan; review all pleadings
6/04/04	JAM	5.00	Meet with D. Botter and N. Hazan to prepare for hearings; attend first day hearings
6/10/04	JAM	.50	Participate in telephonic hearing
6/14/04	JAM	1.10	Call with D. Botter and R. Checkoway re trading order for bondholders; review filings from last seven days
6/15/04	JAM	1.30	Call with B. Marcus re committee/secured lender cooperation; call with D. Golden re same and case generally; review and mark up pleadings re trading in securities; prepare e-mail to N. Hazan re same
6/17/04	JAM	.80	Review Akin Gump memos summarizing pleadings; review newly filed pleadings; prepare motion for emergency hearing on trading order
6/18/04	JAM	1.00	Finalize and attend to filing of motion to approve trading and motion for emergency hearing
6/24/04	JAM	2.00	Attend hearings (1.0); follow up meeting with debtors' counsel (0.3); conference call among committee lawyers re to do list and assignments (0.7)
6/25/04	MHN	.30	Review of memoranda and outstanding issues

6/29/04 MHN .90 Review of memo on management retention plan and attended
creditors committee telephonic conference with J. Manheimer
6/30/04 JAM .30 Review two new declarations re trading; exchange e-mails
with N. Hazan re same; attend to filing

Subtotal 18.50 5,197.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	17.30	290.00	5,017.00
M. Newman	1.20	150.00	180.00
Attorney/Paralegal Summary Total	18.50		5,197.00

Relief from Stay/Adequate Protection Pro

6/07/04 JAM 7.50 Review motion for enforcement of automatic stay and response
thereto; attend hearing all day

Subtotal 7.50 2,175.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	7.50	290.00	2,175.00
Attorney/Paralegal Summary Total	7.50		2,175.00

Meetings of and Communications/Creditors

6/08/04 JAM 1.60 Calls with bondholders, D. Botter and R. Checkoway; review
latest pleadings
6/09/04 JAM 1.10 Calls with bond holders, attorneys for bondholders, R.
Checkoway and D. Botter re status and formation of committee
6/17/04 JAM .80 Participate in committee meeting
6/17/04 MHN 1.30 Conference with J Manheimer re new matter; attended
teleconference with creditors committee
6/29/04 JAM .80 Participate in telephonic meeting of committee

Subtotal 5.60 1,442.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	4.30	290.00	1,247.00
M. Newman	1.30	150.00	195.00
Attorney/Paralegal Summary Total	5.60		1,442.00

Fee/Employment Applications

6/17/04	JAM	.80	Prepare Pierce Atwood retention pleadings; exchange e-mails with D. Botter re Akin Gump retention pleadings
6/22/04	JAM	.60	Prepare pleadings for pro hac vice admission of Akin Gump lawyers; call with D. Botter re possible objections to Debtor's retention applications
6/24/04	JAM	1.60	Review all conflict files; revise PA retention pleadings and review AG retention pleadings; calls and e-mails with N. Hazan re same
6/25/04	JAM	2.10	Exchange e-mails with N. Hazan re timing of filing; revise PA application; review AG application; finalize for filing; review e-mail from committee chair authorizing filings; follow up e-mails with N. Hazan and D. Botter
6/29/04	JAM	.80	Prepare motion to admit AG lawyers pro hac and related pleadings
Subtotal		5.90	
			1,711.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	5.90	290.00	1,711.00
Attorney/Paralegal Summary Total	5.90		1,711.00

Other Contested Matters

6/17/04	JAM	.80	Review complaint, motion for TRO and related pleadings
6/18/04	JAM	2.40	Attend hearing on motion for TRO
6/21/04	JAM	1.20	Attend hearing on motion for TRO and status of motion for contempt and expedited discovery
6/22/04	JAM	.30	Participate in telephone hearing on discovery
Subtotal		4.70	
			1,363.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	4.70	290.00	1,363.00
Attorney/Paralegal Summary Total	4.70		1,363.00

42.20 TOTAL HOURS

Total for Services 11,888.00

Disbursements

Copying

6/30/04	Photocopy Charges	686.20
	Subtotal	686.20

Telephone

6/29/04	Telephone Charges	22.30
	Subtotal	22.30

On-Line Research

6/30/04	Pacer/Elec. Records	22.05
	Subtotal	22.05

Delivery Services/Messenger

6/18/04	Delivery Fee	9.65
6/18/04	Federal Express	60.71
	Subtotal	70.36

Other

6/18/04	Office Supplies	8.10
	Subtotal	8.10

Total for Disbursements 809.01

Total this Invoice 12,697.01

**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)

CERTIFICATE OF SERVICE

I, Michelle S. Pottle, being over the age of 18 and an employee of Pierce Atwood, hereby certify that on July 29, 2004 I caused the State of Fees for Services Rendered and Expenses Incurred by Pierce Atwood as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning June 2, 2004 and Ending June 30, 2004, to be served on the parties listed by verifying that such person(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, 2003, and entered in the U.S. Bankruptcy Court for the District of Maine. Persons who will be served as part of the ECF System are designated in the "ECF Filing" section of the service list. I did not cause service to be made on the persons shown in the "ECF Filing" section.

Dated: Portland, Maine
July 29, 2004

/s/ Michelle S. Pottle
Michelle S. Pottle
Legal Assistant
Pierce Atwood
One Monument Square
Portland, ME 04101
(207) 791-1100

SERVICE VIA “ECF FILING”

- **Gayle H. Allen**
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- **Robert S. Brady**
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- **Leonard M. Gulino**
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- **Nava Hazan**
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