

SIDLEY AUSTIN BROWN & WOOD LLP

WASHINGTON, D.C.

Invoice Number: 24040511

Pegasus Group

Tax Issues

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	4.80	\$525.00	\$2,520.00
BC Martinson	<u>7.60</u>	205.00	<u>1,558.00</u>
Total Hours and Fees	12.40		\$4,078.00

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TIME DETAIL

Date	Name	Narrative	Hours
06/28/04	BC Martinson	Telephone conference with T. Yancey regarding use of NOLs after bankruptcy reorganization	.30
06/28/04	TH Yancey	Draft e-mail on status of tax issues to M. Pagon	.10
06/28/04	TH Yancey	Review issues regarding preservation of net operating losses (.7); telephone conferences with S. Advani (.2), S. Sorenson (.5) and B. Martinson (.3) on those issues	1.70
06/29/04	BC Martinson	Telephone conference with T. Yancey regarding use of NOLs after bankruptcy reorganization (.4); research regarding same (1.6)	2.00
06/29/04	TH Yancey	Telephone conferences with T. Lodge (.3) and B. Martinson (.4) on preservation of net operating losses under potential bankruptcy plan	.70
06/30/04	BC Martinson	Draft memorandum (4.5) and two telephone conferences with T. Yancey and client (.8) regarding use of NOLs after bankruptcy reorganization	5.30
06/30/04	TH Yancey	Telephone conferences with B. Martinson (.6) and review draft tax memo (1.2) on preservation of NOLs	1.80
06/30/04	TH Yancey	Telephone conference with T. Lodge on tax issues	.20
06/30/04	TH Yancey	Draft summary e-mail on tax issues to M. Pagon	.30
Total Hours			<hr/> 12.40

SIDLEY AUSTIN BROWN & WOOD LLP

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TOKYO

WASHINGTON, D.C.

FEDERAL ID 36-2158694

July 27, 2004

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number 24040511
Client Matter 28491-30040

REMITTANCE PAGE

For Professional Services Rendered

Total Due This Bill

\$4,078.00

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Exhibit D

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Litigated Issues (Matter No. 30050)
For the Period From June 2, 2004 through June 30, 2004

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WASHINGTON, D.C.
FEDERAL ID 36-2158694

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number 24040509
Client Matter 28491-30050

For professional services rendered through June 30, 2004 re
Litigated Issues:

Fees	\$262,268.00
Total Due This Bill	<u>\$262,268.00</u>

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Litigated Issues

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	43.30	\$700.00	\$30,310.00
JF Conlan	51.10	685.00	35,003.50
PI Ostroff	.30	600.00	180.00
LA Barden	3.20	590.00	1,888.00
JR Guerra	4.90	550.00	2,695.00
PD Richardson	37.10	550.00	20,405.00
MD Warden	63.30	525.00	33,232.50
TH Yancey	60.70	525.00	31,867.50
ER Moring	5.00	425.00	2,125.00
MW Washburn	3.50	425.00	1,487.50
PS Caruso	1.20	390.00	468.00
AP Lally	14.00	365.00	5,110.00
SM Nickelsburg	1.00	350.00	350.00
ER Cooper	9.70	345.00	3,346.50
JS Cowart	53.00	325.00	17,225.00
BR Matsui	6.70	325.00	2,177.50
MG Burke	1.80	310.00	558.00
JB Tatel	56.80	295.00	16,756.00
JC Knowles	94.90	290.00	27,521.00
LB Franzon	39.50	260.00	10,270.00
ME McClintock	25.90	260.00	6,734.00
CK Pinegar	15.00	215.00	3,225.00
MC Soules	12.60	215.00	2,709.00
CH Chang	4.30	210.00	903.00
EA McDonnell- O'Driscoll	.30	170.00	51.00
DD Reid	40.50	140.00	5,670.00
Total Hours and Fees	649.60		\$262,268.00

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Pegasus Group

Litigated Issues

TIME DETAIL

Date	Name	Narrative	Hours
06/02/04	ER Cooper	Review testimony for support for new trial motion and review motion (.9); call with A. Lally re: motion (.2); meet with A. Applebaum re: motion (.2)	1.30
06/02/04	AP Lally	Telephone conference with E. Cooper re: new trial motion (.2); telephone conference with A. Applebaum re: same (.1); draft notice of bankruptcy filing (.5)	.80
06/02/04	MD Warden	Telephone conference with D. Eisen regarding new complaint	.30
06/02/04	MD Warden	Review new complaint of DirecTV	.30
06/03/04	ER Cooper	Meet with S. Cordero and A. Vandenberg re: bankruptcy notice (.2); email M. McClintock re: notice (.1); email P. Ostroff re: notice (.2)	.50
06/03/04	ER Cooper	Research and analyze case law re: stay	1.40
06/03/04	ER Cooper	Review correspondence re: notice of bankruptcy filing	.10
06/03/04	JC Knowles	Draft emergency motion to enforce automatic stay (5.50); office conference with client re: evidence for same (.30); review documents re: same (1.20)	7.00
06/03/04	BR Matsui	Review Notice of appeal and orders to be appealed	.50
06/03/04	ER Moring	Research for stay violation motion	1.00
06/03/04	LJ Nyhan	Revise 362 motion	.80
06/03/04	JB Tatel	Conference with M. Warden, J. Cowart, C. Pinegar, M. Soules and L. Rhodes re: preparation for hearing in Maine	1.00
06/03/04	TH Yancey	Draft emergency motion	4.00
06/04/04	MG Burke	Revise memo on property of the estate and transmit same to J. Knowles	1.80
06/04/04	JF Conlan	Prepare filing of emergency motion (.9); multiple conferences regarding various portions of hearing regarding emergency motion (1.6); review stay notice (.4)	2.90
06/04/04	ER Cooper	Review notice of bankruptcy and email P. Ostroff and bankruptcy attorneys re: notice	.50
06/04/04	ER Cooper	Research and analyze case law re: stay	.50
06/04/04	ER Cooper	Review new complaint	.20
06/04/04	ER Cooper	Meet with P. Ostroff re: notices (.1) and call with S. Cordero re:	.30

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Litigated Issues

Date	Name	Narrative	Hours
		notices (.2)	
06/04/04	JS Cowart	Meetings with M. Warden and litigation team regarding preparation and strategy regarding hearing on 6/7/04 (2.7); draft/edit brief regarding fiduciary duties (2.1); review and prepare materials for use at 6/7/04 hearing (2.8); calls with M. Eyers regarding witnesses for 6/7/04 hearing (.4)	8.00
06/04/04	JR Guerra	Review notice of appeal (.3); email B. Matsui and P. Ostroff re same (.2); draft email explaining timing of same (.3)	.80
06/04/04	JC Knowles	Prepare order for emergency hearing (.30); prepare exhibits and emergency motion for filing (.70); team meeting re: strategy for supplemental brief (1.00); research issues for supplemental brief (4.00)	6.00
06/04/04	EA McDonnell-O'Driscoll	Calls and emails with S. Dilios re service lists for today's emergency motion and order	.30
06/04/04	LJ Nyhan	Conferences with client regarding 362 motion and witnesses (2.50); review 362 cases and presentation outline (1.80)	4.30
06/04/04	CK Pinegar	Meeting with M. Warden, J. Tatel, J. Cowart, M. Soules re: motion to enforce stay and supporting evidence for hearing (.6); review communications re: unauthorized contact of subscribers (1.0); meeting with M. Warden, J. Tatel, J. Cowart, M. Soules re: declarations and affidavits of subscribers for hearing (1.0); meeting with M. Warden, D. Richardson, J. Tatel, J. Cowart, M. Soules, D. Reid re: exhibits and supporting evidence for hearing (1.0); prepare exhibits for D. Reid (.20); contact M. Eyer re: declarations from subscribers (.20)	4.00
06/04/04	DD Reid	Meeting with team to discuss strategy for hearing (1.0); reviewing and duplicating documents to be used as exhibits per M. Warden request (1.0)	2.00
06/04/04	MC Soules	Continue preparing choice of law memorandum (.4); attend meeting with M. Warden, J. Tatel, J. Cowart, and C. Pinegar to discuss research assignments for Monday's hearing (.6); review documents pertaining to DirecTV's efforts to breach Pegasus' exclusive distribution rights (1.1); participate (in part) in status meeting to discuss affidavits and other necessary preparations for the hearing (.5); attend (in part) status meeting to discuss necessary facts for the hearing and preparing a short brief on Pegasus' claim (.7)	3.30
06/04/04	JB Tatel	Conference with M. Warden, J. Cowart, C. Pinegar and M. Soules to prepare for hearing (.6); prepare background information for D. Richardson (.5); conference call with client	6.80

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Litigated Issues

Date	Name	Narrative	Hours
		and bankruptcy team re: evidentiary hearing (1.5); prepare documents and exhibits for hearing (2.1); meetings with litigation teams to discuss argument outline, exhibits and witnesses (2.1)	
06/04/04	MD Warden	Telephone conference with T. Lodge and J. Conlan (.20); review materials for hearing on automatic stay (2.50); prepare for automatic stay hearing (2.40); team meetings regarding hearing preparation (1.6); further team meeting (1.0); review and edit declarations (.80); telephone conference with L. Watkins regarding hearing testimony (.30); telephone conference with B. Teevins regarding hearing testimony (.40)	9.20
06/05/04	JF Conlan	Multiple communications regarding preparation for hearing on stay violation (1.0); analyze preparation for same (.8); review factual and legal issues (2.0); telephone conference with T. Lodge and T. Yancey and Pegasus Team (1.3); prepare for hearing (1.4)	6.50
06/05/04	JS Cowart	Meet with litigation team regarding upcoming hearing strategy and logistics (2.9); draft/edit brief regarding fiduciary duties (2.4); confer with M. Soules regarding same (.3); coordinate, draft and edit declarations for use in hearing (3.4); telephone calls with declarants (1.0)	10.00
06/05/04	LB Franzon	Coordination and production of exhibit for emergency stay motion including calls to Portland, ME Kinkos productions employee and call to J. Wada at FTI	2.00
06/05/04	JC Knowles	Research issues for supplemental brief (3.00); coordinate preparation of exhibits for hearing on emergency motion (2.00)	5.00
06/05/04	ME McClintock	E-mail with J. Knowles regarding Pro Hac certificates/exhibits (0.3); revise Pro Hac certificate template (0.4); e-mail with Washington D.C. attorneys regarding same (0.4)	1.10
06/05/04	LJ Nyhan	Review member agreement and automatic stay issues	1.30
06/05/04	PI Ostroff	Draft memos to T. Yancey, J. Conlan re: emergency motion	.30
06/05/04	CK Pinegar	Meetings with litigation team re: preparation for hearing, exhibits and declarations (2.9); draft letter re: witnesses to be called at hearing (.9); prepare list of witnesses to be called at hearing (.4); interview Pegasus's subscribers re: contacts with DIRECTV (2.4); draft declarations re: DIRECTV's contacts with Pegasus' subscribers (4.1); telephone conference with M. Warden re: same (.3)	11.00
06/05/04	DD Reid	Reviewing, duplicating, and organizing documents to be used as exhibits for the hearing (4.8); reviewing, printing, duplicating, and organizing documents for witness files (3.2); creating and	9.00

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Litigated Issues

Date	Name	Narrative	Hours
		organizing witness files (1.0)	
06/05/04	PD Richardson	Review pleadings and materials re: preparation for hearing (2.1); conference call with client and team (1.3); review outline of proof (.8); review exhibits (1.2); meeting with team (1.6); outline testimony for hearing (1.8)	8.80
06/05/04	MC Soules	Research and review case law on breach of fiduciary duty issues (.8); assist J. Cowart with general research on D.C. cooperatives (1.4); attend (in part) status meeting to discuss agenda for Monday and necessary tasks to complete beforehand (.6); prepare briefing sheet on direct examination witness Mesenko (.4); confer with J. Cowart at various points to discuss status of the research on the brief and collating the brief's two principal sections (.3); additional research on breach of fiduciary duty issues (2.0); draft insert for the brief re: same (3.1); revise and edit brief insert (.7)	9.30
06/05/04	JB Tatel	Conference call with client and co-counsel re: evidentiary hearing (1.3); prepare exhibits for evidentiary hearing (1.9); conference with M. Warden, D. Richardson, T. Yancey, J. Cowart, C. Pinegar and M. Soules to discuss final preparations for hearing (1.6); exchange e-mails with local counsel re: pro hac vice admissions (.2); draft declaration for B. Dorran (1.5)	6.50
06/05/04	MD Warden	Team meeting regarding hearing preparation (1.6); review potential exhibits (1.0); prepare for hearing (4.1); review and edit supplemental brief (1.0); draft letter and email to DirecTV counsel (.20); telephone conferences with M. Eyer regarding declarations (.50); telephone conference with C. Pinegar regarding declarations (.30); conference call with T. Lodge, J. Conlan, T. Yancey regarding hearing preparation (1.3)	10.00
06/05/04	TH Yancey	Communications with client and team on emergency motion issues and address same (2.1); telephone conference with T. Lodge, M. Warden and others on plans and evidence for emergency motion (1.3); meet with M. Warden, D. Richardson and others to organize evidence (1.6) and review proposed declaration of B. Dorran (.8)	5.80
06/06/04	JF Conlan	Prepare for hearings in Portland on emergency stay motion (2.2); review cases and relevant documents (2.4); analyze overall strategy (2.4); office conference with L. Nyhan regarding same (.6); meeting with team at Bernstein firm (2.8); review and revise supplemental memorandum (2.6)	13.00
06/06/04	JS Cowart	Interview witnesses and prepare for testimony (5.0); draft/edit and coordinate collection of witness declarations (5.0); organize	14.00

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Litigated Issues

Date	Name	Narrative	Hours
		and oversee preparation of exhibits for use at hearing (4.0)	
06/06/04	LB Franzon	Research regarding emergency stay motion against DirecTv including research on section 541 and section 362 (8.2); telephone conference with J. Knowles and M. McClintock regarding same (.3); telephone conferences with J. Knowles regarding same (.5)	9.00
06/06/04	JC Knowles	Research issues for supplemental brief (6.00); telephone conferences with L. Franzon and M. McClintock re: same (.30); telephone conferences with L. Franzon re: same (.50) strategy meetings with SABW team and company re: supplemental brief (2.00); draft insert for same (6.00); revise same (2.00)	16.80
06/06/04	ME McClintock	Research regarding various issues related to Directv automatic stay/injunction motion (8.0); telephone conference with J. Knowles/L. Franzon regarding issues for Directv/automatic stay hearing (0.3)	8.30
06/06/04	LJ Nyhan	Prepare for automatic stay hearing (4.90); meeting with clients and witnesses regarding same (3.40)	8.30
06/06/04	DD Reid	Duplicating and distribution of documents for witness interviews and reviewing, duplicating, and organizing into binders sets of marked exhibits and potential exhibits for the hearing	14.00
06/06/04	PD Richardson	Review documents for hearing (1.8); meetings and conferences throughout day in preparation for hearing (1.6); interview witnesses (3.8); outline testimony (3.0); prepare witnesses for testimony (4.5); review exhibits (1.8)	16.50
06/06/04	JB Tatel	Draft pro hac vice motion and certificates for T. Yancey, M. Warden, D. Richardson (2.0); draft and edit supplemental brief in support of emergency motion to enforce automatic stay (11.0); assist in preparation of P. Bryant for testimony (1.0)	14.00
06/06/04	MD Warden	Prepare for hearing on motion to enforce automatic stay	15.00
06/06/04	TH Yancey	Attend witness preparation sessions	4.50
06/06/04	TH Yancey	Provide comments to opening brief	2.80
06/06/04	TH Yancey	Preparing statements of cross-examination for Pegasus witnesses for emergency hearing	1.80
06/06/04	TH Yancey	Prepare contingent material for hearing regarding various legal theories to be asserted	2.90
06/07/04	CH Chang	Review court rules re: notice of appeal (.7); email correspondence re: filing of notice of appeal (.5); prepare statement of	2.00

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Litigated Issues

Date	Name	Narrative	Hours
		representation (.8)	
06/07/04	JF Conlan	Prepare for and participate in hearing on emergency motion for application of stay (9.4); various conferences regarding strategy (.8); various communications with creditors regarding same (.5); conferences with company following hearing and strategy (2.5)	13.20
06/07/04	ER Cooper	Meet with P. Ostroff (.8) and call with J. Harris (.6) re: appeal; meet with J. Harris and A. Applebaum re: appeal (.6)	2.00
06/07/04	ER Cooper	Meet with S. Cordero re: notices (.2); review correspondence re: notices (.4); review notices of appeal and bankruptcy (.6)	1.20
06/07/04	JS Cowart	Prepare for hearing (3.0); attend hearing (6.5); discuss case theories with co-counsel (2.0); strategize regarding post-hearing supplemental brief (2.0)	13.50
06/07/04	JR Guerra	Review and edit docketing statement (.6); exchange emails with D. Eisen regarding same and notice (.3); email P. Ostroff and J. Harris regarding docketing statement issues (.2); email B. Matsui regarding same (.2)	1.30
06/07/04	JC Knowles	Prepare for and attend automatic stay trial (9.50); confer with team re: post-trial strategy (3.00)	12.50
06/07/04	BR Matsui	Notice of appeal revisions	.40
06/07/04	ER Moring	Review pleadings filed with respect to emergency motion for application of stay	.50
06/07/04	LJ Nyhan	Prepare for and participate in hearings regarding emergency stay motion (9.60); conference with client regarding strategy (3.40)	13.00
06/07/04	DD Reid	Finalizing exhibits for hearing and drafting an exhibit list (3.5); reviewing and preparing additional exhibits for hearing (4.0); attending hearing, assisting attorneys with distribution of exhibits, and taking notes of exhibits introduced through witnesses and admitted by the court (6.5)	14.00
06/07/04	PD Richardson	Prepare outline for witness examinations (1.6); prepare witnesses for testimony (2.5); meetings and conferences throughout the day in preparation for hearing (1.2); attend hearing on emergency motion and examine witnesses (6.5)	11.80
06/07/04	JB Tatel	Prepare for hearing on emergency motion to enforce automatic stay (3.0); attend court hearing on emergency motion to enforce automatic stay (6.5); discuss legal theories re: same with client and co-counsel (2.0); discuss contents of post-hearing supplemental briefing (2.0)	13.50

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Date	Name	Narrative	Hours
06/07/04	MD Warden	Prepare for hearing on motion to enforce the automatic stay (4.0); participate in hearing on motion to enforce automatic stay (6.5); conference after hearing regarding strategy (1.00)	11.50
06/07/04	TH Yancey	Attend meeting with T. Lodge, M. Pagon, M. Warden, L. Nyhan, J. Conlan and others on preparation of follow-up brief	2.50
06/07/04	TH Yancey	Prepare for emergency hearing	2.80
06/07/04	TH Yancey	Attend emergency hearing	6.00
06/08/04	LA Barden	Review Direct TV's objection and Pegasus Supplemental memo re: stay motion (1.2); review and discuss disclosure issues (1.5); email J. Conlan re: same (.5)	3.20
06/08/04	CH Chang	Review Email correspondence (.3); draft statement of representation for Seamless Case (.8); review court rules for notice of appeal filing (.4); edit statement of representation for Main case (.3)	1.80
06/08/04	JF Conlan	Multiple conferences regarding supplemental filing (1.5); review and revise language for same (1.2); conferences with L. Nyhan regarding same (1.1); analyze termination language and agent principal concepts (1.3)	5.10
06/08/04	ER Cooper	Confer with J. Guerra, T. Yancey, P. Ostroff and J. Harris re: notice of appeal and review documents re: same for filing	.60
06/08/04	JS Cowart	Legal research and draft/edit post-hearing supplemental brief (6.0); participate in telephone call and in-person discussions with co-counsel regarding strategy (1.5)	7.50
06/08/04	LB Franzon	Research regarding automatic stay and injunction issues (5.0); Examination of the Member Agreement and DBS Agreements in connection with subscriber information and help drafting brief (2.0); Draft letter to respond to people violating the automatic stay (1.3)	8.30
06/08/04	JC Knowles	Draft second supplemental brief (6.00); research issues re: same (5.00); confer with SABW team re: same (.40)	11.40
06/08/04	ME McClintock	Research regarding injunction/automatic stay issues for J. Knowles (1.5) draft notice of bankruptcy template motion and send to P. Caruso (0.5)	2.00
06/08/04	LJ Nyhan	Revise post-hearing brief (2.20); review report regarding same (1.30); conferences with client regarding strategy issues (1.10); assess termination issues (1.60)	6.20
06/08/04	JB Tatel	Conference with J. Cowart and local counsel regarding contents of responsive brief in support of automatic stay (.5); conference call	8.60

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Date	Name	Narrative	Hours
		with client and co-counsel regarding contents of responsive brief (.8); research, draft and edit responsive brief (6.0); draft affidavit for P. Nemeth to accompany brief (1.3)	
06/08/04	MD Warden	Noon conference call (.80); conference call with T. Lodge, M. Pagon, T. Yancey, L. Nyhan regarding supplemental brief (.70); telephone call with K. Haun regarding TRO (.30); review DTV marketing material (.50); review and respond to emails (.20); review and edit supplemental brief (2.0); review materials from hearing (1.0)	5.50
06/08/04	TH Yancey	Review draft supplemental filing and provide comments on same	4.40
06/08/04	TH Yancey	Reviewing material for supplemental filing on emergency motion and telephone conferences with T. Lodge on content of supplemental filing	2.40
06/08/04	TH Yancey	Telephone conference with T. Lodge, M. Pagon, L. Nyhan, J. Conlan and M. Warden regarding supplemental filing	.70
06/09/04	CH Chang	Revise statement of representation and submit to P. Ostroff and E. Cooper for review (.3); meet with E. Cooper re same (.2)	.50
06/09/04	JF Conlan	Review and revise supplemental brief (2.2); multiple telephone conferences and office conferences regarding same (2.0)	4.20
06/09/04	ER Cooper	Revise statement of representations (.3) and meet with C. Chang re: statement of representation (.2)	.50
06/09/04	LB Franzon	Research in connection with drafting of a cease and desist letter	4.00
06/09/04	JR Guerra	Discuss notice of appeal issues with T. Yancey (.4) and email M. Warden re same (.1)	.50
06/09/04	JC Knowles	Draft second supplemental brief (5.00); coordinate issues re: automatic stay hearing (3.00); telephone conferences with client and P. Caruso re: additional cease and desist letters (1.00); research re: purported contract termination issues (1.50)	10.50
06/09/04	ME McClintock	Review and revise affidavit stay letter	.30
06/09/04	LJ Nyhan	Revise brief and office conference with client regarding same (1.20); telephone conference with C. Hansen regarding litigation issues (.60); conferences regarding litigation strategy (1.00)	2.80
06/09/04	JB Tatel	Research and edit draft of reply brief and proposed order in support of automatic stay	6.00
06/09/04	MD Warden	Review and edit supplemental brief on automatic stay motion, draft inserts and telephone conferences with T. Lodge, J. Conlan, T. Yancey regarding same (6.7); team meeting regarding strategy	9.20

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Date	Name	Narrative	Hours
		and tasks (1.0); review and respond to emails regarding termination actions of DirecTV (1.50)	
06/09/04	TH Yancey	Review DirecTV California litigation orders (1.6); office conferences and telephone conferences with J. Guerra (.4) and email J. Tatel (.1) on preparation of notice of appeal	2.10
06/09/04	TH Yancey	Attend Pegasus board meeting to report on litigation in bankruptcy	1.10
06/09/04	TH Yancey	Revise Second Supplemental brief on emergency motion, including office conferences and telephone conferences with M. Warden, J. Conlan, L. Nyhan, J. Knowles and J. Tatel on revisions	4.70
06/10/04	PS Caruso	Office conferences with J. Knowles re: automatic stay motion	1.20
06/10/04	JF Conlan	Prepare for and attend telephonic hearing (1.6); analyze implications of outcome of same (1.8); multiple telephone conferences regarding same (1.6)	5.00
06/10/04	ER Cooper	Meet with A. Lally (.2), calls with T. Yancey (.2), confer with J. Guerra (.1), and meet with P. Ostroff (.1) all re notice of appeal	.60
06/10/04	LB Franzon	Attended bankruptcy court hearing telephonically	.20
06/10/04	JR Guerra	Discuss legal strategy with respect to notice of appeal with T. Yancey and C. Phillips (1.2); explain revisions to notice to E. Cooper (.1)	1.30
06/10/04	JC Knowles	Address issues relating to telephonic hearing, including coordinating, number of attendees, press release, etc. (2.50); telephone conferences with E. McDonnell re: same (.30); telephone conferences with numerous constituencies re: hearing (1.90); telephone conferences with E. Moring re: same (1.1); attend hearing (1.00); review contract termination research (3.30); office conferences with P. Caruso re: automatic stay motion (1.2)	11.30
06/10/04	AP Lally	Confer with E. Cooper re: Notice of Appeal (.2); work on Notice of Appeal and related documents for main case and seamless case (1.3); confer with T. Yancey, J. Tatel and P. Ostroff re: same (.4); meet with J. Harris re: same (.3); finalize and file main case filing (.9); draft memo to client re: main case filing and draft seamless case filing (.2)	3.30
06/10/04	ME McClintock	Attend telephonic hearing	.80
06/10/04	ER Moring	Review additional pleadings filed by DirecTV and NRTC (1.0); conferences with J. Knowles re: same (.3); email E. McDonnell	3.50

Invoice Number: 24040509

Pegasus Group

Litigated Issues

Date	Name	Narrative	Hours
		re: distribution of same (.2); emails to Pegasus working group re: same (.2); confer with J. Conlan re: same (.2); participate (in part) in telephonic hearing re: Debtors' motion to enforce the stay (.4); review order partially granting motion (.1); emails to Pegasus working group re: order (.3); conferences with J. Knowles re: same and re: strategy going forward (.8)	
06/10/04	SM Nickelsburg	Attend telephonic hearing announcing opinion of bankruptcy judge re motion to enjoin violation of automatic stay	1.00
06/10/04	LJ Nyhan	Conferences with client regarding response (.60); review DTV response (.30); conference with J. Conlan regarding litigation issues (.30)	1.20
06/10/04	DD Reid	Telephone conferences to Sheila Dillios at Bernstein Shur re: shipment of hearing materials from Portland (.2); attending (in part) conference call of the court's order (.4); reviewing, sorting, and organizing hearing materials received from Bernstein Shur (.9)	1.50
06/10/04	JB Tatel	Participate in telephonic court hearing on emergency motion to enforce automatic stay	.40
06/10/04	MD Warden	Outline strategy (.50); review DTV and NRTC oppositions; conference call regarding same (1.0); teleconference with court (.80)	2.30
06/10/04	TH Yancey	Review bankruptcy pleadings	1.00
06/10/04	TH Yancey	Attend court hearing on emergency motion	1.00
06/10/04	TH Yancey	Office conference with M. Warden and telephone conference with T. Lodge on scope of court order on subscriber information	1.20
06/10/04	TH Yancey	Continue review of California court orders (3.0); office conferences with J. Guerra (.9) and J. Tatel (.3) on notice of appeal; telephone conferences with A. Lally (.1) and E. Cooper (.2) on preparation of notice of appeal	4.50
06/11/04	LB Franzon	Research regarding fraudulent transfer law	.80
06/11/04	AP Lally	Draft amended Notice of Appeal	.20
06/11/04	BR Matsui	Review of amended notice of appeal	.20
06/11/04	LJ Nyhan	Conferences with client and bankers regarding strategy (2.40); revise pleadings (1.40)	3.80
06/11/04	TH Yancey	Drafting cease and desist letter (1.2); telephone conferences with B. Dorran, G. Brosnihan and M. Eyer on use of subscriber information (1.2)	2.40

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Pegasus Group

Litigated Issues

Date	Name	Narrative	Hours
06/11/04	TH Yancey	Reviewing notice of appeal in main case in California (1.2); telephone conference with P. Ostroff on filing amended notice (.7); emails to and from Amy Lally on filing amended notice (.2)	2.10
06/12/04	LB Franzon	Research regarding violations of the automatic stay and sanctions that can be imposed under section 105 (3.5); Conduct research regarding stock purchase agreements (4.5)	8.00
06/13/04	LB Franzon	Research and drafting in connection with contempt complaint	5.40
06/13/04	JC Knowles	Research issues dealing with contempt motion (.70); review and revise same (.60); numerous communications with SABW team re: same (1.60); office conference with L. Nyhan re: same (.40)	3.30
06/13/04	ME McClintock	Drafting and revising contempt motion	6.50
06/13/04	LJ Nyhan	Review contempt motion materials (1.20); office conference with J. Knowles regarding same (.40)	1.60
06/14/04	LB Franzon	Revisions to contempt motion	.50
06/14/04	JC Knowles	Review contempt motion and affidavits (2.10); review research relating to same (3.80)	5.90
06/14/04	AP Lally	Review and revise amended Notice of Appeal (.7); email T. Yancey re: same (.3); review docket for pertinent dates (.2); review applicable appellate rules (.6)	1.80
06/14/04	BR Matsui	Notice of appeal review, examination of the docket	.50
06/14/04	ME McClintock	E-mail with R. Keach regarding contempt motion (0.2); drafting and revising contempt motion (2.0)	2.20
06/15/04	JF Conlan	Review pleadings (.6); analyze litigated issues (.6)	1.20
06/15/04	JC Knowles	Review response re: latest cease and desist letter (.30); forward to SABW team with comment (.30); telephone conference with M. Eyer re: same (.30); review witness statements (1.0); review contempt motion (1.00); telephone conference with J. Tatel re: same and emergency hearing motion (.30)	3.20
06/15/04	AP Lally	Review attachments to Court's order on interest (.7); compare to electronic attachments to DirecTV's filing (.7); draft memo to S. Hammond re: same per his request (.1); review applicable 9th Circuit local rules (.7)	2.20
06/16/04	LB Franzon	Preparation for hearing regarding contempt motion	.30
06/16/04	JC Knowles	Review issues relating to subscriber information in Member Agreement	2.00
06/16/04	AP Lally	Follow-up re: rules for appeal	.30

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Litigated Issues

Date	Name	Narrative	Hours
06/16/04	BR Matsui	Examination of Ninth Circuit rules for procedural issues re: appeal	.40
06/16/04	MW Washburn	Review information regarding disputes with committee	1.30
06/17/04	JR Guerra	Email regarding record designation and related filing issues to B. Matsui (.3); email J. Harris regarding same (.2)	.50
06/17/04	AP Lally	Review rules for upcoming deadlines and confer with J. Harris and T. Yancey re: same	.30
06/17/04	BR Matsui	Draft Designation of transcripts and statement of issues	.30
06/18/04	JR Guerra	Review and edit statement of issues/designation of transcript and discuss same with B. Matsui and D. Eisen (co-counsel)	.50
06/18/04	AP Lally	Review notice designating transcripts and follow-up with B. Matsui re: same	.50
06/18/04	BR Matsui	Review Ninth Circuit rule and draft designation of transcript and statement of issues	2.80
06/18/04	ME McClintock	Research regarding 105(a)/Preliminary injunction issues for J. Knowles (0.9); attend hearing (0.5) and research regarding issues regarding emergency hearing (3.3)	4.70
06/21/04	AP Lally	Finalize and file notice designating transcripts (.6); confer with J. Harris (.3) and email P. Ostroff (.1) re: comments to same; follow-up with B. Matsui re: revisions to be made to same (.3)	1.30
06/21/04	BR Matsui	Review of transcripts and orders for designation of transcripts and statement of issues (1.3); confer with A. Lally re: same (.3)	1.60
06/22/04	AP Lally	Follow-up work re: Court of Appeals filing in main and seamless cases	.30
06/29/04	MW Washburn	Meeting with P. Caruso regarding preparation for hearing regarding Shared Services Agreement (.7); review additional documents regarding shared services - testimony preparation (.5)	1.20
06/30/04	LB Franzon	Research regarding bankruptcy cases addressing the standards for Rule 42(b)	1.00
06/30/04	AP Lally	Draft Notice of Issues and Designation of Transcripts	3.00
06/30/04	MW Washburn	Additional review of documents and charts regarding Services Agreement payment (.7); correspondence regarding hearing preparation regarding same (.3)	1.00

Total Hours**649.60**

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July 27, 2004

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Exhibit E

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Plan and Disclosure Statement (Matter No. 30060)
For the Period From June 2, 2004 through June 30, 2004

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Client Matter 28491-30060

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Plan and Disclosure Statement:

Fees	\$10,771.00
Total Due This Bill	<u>\$10,771.00</u>

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Plan and Disclosure Statement

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	.50	\$500.00	\$250.00
PS Caruso	6.00	390.00	2,340.00
JC Knowles	2.30	290.00	667.00
LB Franzon	<u>28.90</u>	260.00	<u>7,514.00</u>
Total Hours and Fees	37.70		\$10,771.00

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Plan and Disclosure Statement

TIME DETAIL

Date	Name	Narrative	Hours
06/13/04	PS Caruso	Conduct legal research re: requirements of 363(f) in connection with asset sales	6.00
06/15/04	LB Franzon	Research regarding sale of assets in bankruptcy	3.40
06/16/04	LB Franzon	Research regarding 363 sale and sale in connection with a plan	8.00
06/17/04	LB Franzon	Research on sale issues pursuant to plan	5.00
06/18/04	LB Franzon	Research regarding 363 sale and sale pursuant to a plan	.50
06/20/04	LB Franzon	Research and memo regarding section 363 sale and sale pursuant to a plan	6.00
06/21/04	LB Franzon	Draft memo regarding section 363 sale and sale pursuant to a plan	6.00
06/21/04	JC Knowles	Office conference with C. Blanchard re: 363 issues (.30); review research re: same (1.00)	1.30
06/22/04	JC Knowles	Research 363 issues	1.00
06/30/04	GS Neal	Confer with S. Blank regarding plan and disclosure statement issues	.50
Total Hours			37.70

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Exhibit F

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Creditor Communications (Matter No. 30070)
For the Period From June 2, 2004 through June 30, 2004

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Client Matter 28491-30070

For professional services rendered through June 30, 2004 re
Creditor Communications:

Fees	\$2,818.50
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Creditor Communications

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	1.20	\$500.00	\$600.00
ER Moring	1.10	425.00	467.50
PS Caruso	.50	390.00	195.00
MG Burke	4.80	310.00	1,488.00
EA McDonnell- O'Driscoll	.40	170.00	68.00
Total Hours and Fees	8.00		\$2,818.50

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Creditor Communications

TIME DETAIL

Date	Name	Narrative	Hours
06/03/04	MG Burke	Respond to creditor inquiries	1.30
06/07/04	EA McDonnell-O'Driscoll	Email E. Horn re creditor inquiry (vendor) (.1); research re creditor matrix to see if that creditor is listed (.2); conferences re critical vendors (.1)	.40
06/13/04	MG Burke	Telephone conferences regarding 341 notice with Trumbull (.5); revise notice (.3)	.80
06/14/04	MG Burke	Telephone conference with M. Orfitelle regarding notices and proof of claim (.4); exchange of emails regarding same (.6); office conference with E. Moring regarding same (.4)	1.40
06/14/04	ER Moring	Conferences with M. Burke re: 341 notices (.4); review 341 notices and service of same (.2); review U.S. Trustee guidelines (.5)	1.10
06/15/04	MG Burke	Numerous telephone conferences with M. Orftelli and exchange of emails regarding 341 Notice and related issues	1.30
06/29/04	PS Caruso	Correspond with L. Nyhan re: 341 meeting and services agreement	.50
06/30/04	GS Neal	Review materials in advance of 7/1 meeting with Committee and advisors	1.20
Total Hours			8.00

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Exhibit G

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Travel Time (Matter No. 30100)
For the Period From June 2, 2004 through June 30, 2004

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Invoice Number 24040507
Client Matter 28491-30100

For professional services rendered through June 30, 2004 re
Travel Time:

Fees	\$51,890.00
Less 50% discount	<u>-25,945.00</u>
Adjusted Fees	\$25,945.00
Total Due This Bill	<u>\$25,945.00</u>

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Pegasus Group

Travel Time

TIME DETAIL

Date	Name	Narrative	Hours
06/03/04	PS Caruso	Non-working travel Philadelphia to Portland, Maine for meetings with client	2.50
06/04/04	PS Caruso	Non-working return travel to Chicago from Portland, Maine from meetings with client	4.30
06/04/04	LJ Nyhan	Non-working travel to first day hearings	1.10
06/06/04	JS Cowart	Non-working travel to Portland ME to prepare for court hearing	2.00
06/06/04	JC Knowles	Non-working travel time to Maine re: hearing	2.00
06/06/04	LJ Nyhan	Non-working travel for automatic stay hearing	.80
06/06/04	DD Reid	Non-working travel to Portland, Maine to assist attorneys at bankruptcy hearing	2.50
06/06/04	JB Tatel	Non-working travel to Portland, Maine for hearing on emergency motion to enforce automatic stay	2.00
06/06/04	MD Warden	Non-working travel time re: hearing	1.00
06/06/04	TH Yancey	Non-working travel to Portland, Maine for emergency hearing	1.50
06/07/04	PS Caruso	Non-working travel to Bala Cynwyd for meetings with client and hearing	4.30
06/07/04	DD Reid	Non-working travel back from Portland, Maine from hearing	2.50
06/07/04	MD Warden	Non-working travel time re: hearing	2.80
06/08/04	JF Conlan	Non-working travel to hearing	1.20
06/08/04	JS Cowart	Non-working travel to and from airport following decision to stay in Portland to draft supplemental brief	2.00
06/08/04	JC Knowles	Non-working travel to Chicago from Maine from emergency hearing	1.50
06/08/04	LJ Nyhan	Non-working travel from hearing	1.30
06/08/04	PD Richardson	Non-working travel-Return to D.C. from hearing	3.00
06/08/04	JB Tatel	Non-working travel time from hearing	1.80
06/08/04	TH Yancey	Non-working travel-return to DC from Portland, Maine from emergency hearing	3.00
06/09/04	JS Cowart	Non-working travel from Portland, Maine back to Washington,	2.50

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CHICAGO

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Pegasus Group

Travel Time

Date	Name	Narrative	Hours
		DC from hearing	
06/09/04	JB Tatel	Non-working travel from Portland, Maine to Washington, DC from hearing	3.50
06/10/04	PS Caruso	Non-working travel to N.Y. to participate in hearing (2.0); non-working return travel to Chicago from same (4.5)	6.50
06/15/04	PS Caruso	Non-working travel from Chicago to Pegasus in Bala Cynwyd	4.50
06/17/04	PS Caruso	Non-working travel from Philadelphia to Portland, ME for 6/18 hearing and meeting with U.S. Trustee	6.00
06/17/04	JS Cowart	Non-working travel to Portland, Maine for hearing	2.50
06/17/04	JC Knowles	Non-working travel to/from O'Hare Airport (all flights cancelled due to bad weather)	3.00
06/17/04	SM Nickelsburg	Non-working travel from Washington, D.C. to Portland, ME for hearing on application for temporary restraining order	2.40
06/17/04	DD Reid	Non-working travel to Portland, Maine for 6/18/04 hearing on TRO and contempt motions (delayed arrival due to late and cancelled flights)	15.00
06/17/04	MD Warden	Non-working travel to Portland re: hearing	2.00
06/17/04	TH Yancey	Non-working travel to Portland re: hearing	1.20
06/18/04	PS Caruso	Non-working travel-Return to Chicago from hearing in Portland, Maine	5.00
06/18/04	JF Conlan	Non-working travel from hearing	2.30
06/18/04	JS Cowart	Non-working return travel from Portland, Maine to Washington, DC from TRO hearing	2.50
06/18/04	SM Nickelsburg	Non-working return travel to Washington, D.C. from TRO hearing	2.80
06/18/04	DD Reid	Non-working travel from Portland back to DC from hearing	3.50
06/18/04	MD Warden	Non-working travel-Return from Portland from hearing	2.50
06/18/04	TH Yancey	Non-working travel from Portland from hearing	4.20
06/21/04	TH Yancey	Non-working travel to and from Chicago for meeting with counsel for creditors	4.50
06/22/04	PS Caruso	Non-working travel from Chicago to Pegasus	5.10
06/23/04	PS Caruso	Non-working travel from Philadelphia to Portland, ME for hearing	4.50
06/24/04	PS Caruso	Non-working return travel from Portland, Maine to Chicago	5.40

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Invoice Number: 24040507
Pegasus Group

Travel Time

Date	Name	Narrative	Hours
06/24/04	ER Moring	Non-working travel from Portland, Maine to New York	2.00
06/24/04	LJ Nyhan	Non-working travel for hearings	1.10
06/30/04	LJ Nyhan	Non-working travel	.60
Total Hours			<hr/> 138.20

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July 27, 2004

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