

Exhibit K

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Bankruptcy Schedules (Matter No. 30140)
For the Period From June 2, 2004 through June 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

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FEDERAL ID 36-4474078

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 24040505
Client Matter 28491-30140

For professional services rendered through June 30, 2004 re
Bankruptcy Schedules:

Fees	\$9,894.50
Total Due This Bill	<u>\$9,894.50</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

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Account Number: 5519624
ABA Number: 071000013

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040505

Pegasus Group

Bankruptcy Schedules

TIME SUMMARY

Name	Hours	Rate	Value
ER Moring	1.30	\$425.00	\$552.50
PS Caruso	21.40	390.00	8,346.00
MG Burke	.60	310.00	186.00
JC Knowles	1.00	290.00	290.00
LB Franzon	.30	260.00	78.00
ME McClintock	1.70	260.00	442.00
Total Hours and Fees	26.30		\$9,894.50

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040505

Pegasus Group

Bankruptcy Schedules

TIME DETAIL

Date	Name	Narrative	Hours
06/08/04	MG Burke	Review and revise FTI schedules	.60
06/08/04	PS Caruso	Various meetings with FTI and Company re: SOFA & SOAL preparation	6.00
06/09/04	PS Caruso	Meeting with FTI and Company re: U.S. Trustee reporting guidelines	2.00
06/15/04	PS Caruso	Office conferences with FTI regarding monthly reporting requirements	1.00
06/21/04	PS Caruso	Various teleconferences and correspondence with Joe Pooler regarding schedules, budget and monthly operating reports	1.90
06/25/04	PS Caruso	Follow-up with J. Pooler and T. Grossman of FTI re: SOFA/SOAL, content and format of the same	4.10
06/28/04	PS Caruso	Respond to various inquiries from the Company re: SOFA and SOAL	4.00
06/28/04	LB Franzon	Research regarding listing of disputed claims due on Friday	.30
06/29/04	PS Caruso	Correspond with J. Pooler at Pegasus and T. Grossman at FTI re: certain SOFA disclosures	1.00
06/29/04	ER Moring	Emails with P. Caruso re: statements of financial affairs (.2); telephone call with R. Eisenberg re: preparation of schedules and statements (.4); review background information re: potential claims to examine (.4); email G. Neal re: same and re: tasks to be performed and issues to be addressed (.3)	1.30
06/30/04	PS Caruso	Telephone conferences with Joe Pooler re: SOFA payment classification issues	1.40
06/30/04	JC Knowles	Respond to P. Caruso inquiries re: bankruptcy schedules (.50); research re: same (.50)	1.00
06/30/04	ME McClintock	Research regarding preferred stock/scheduling issues	1.70
Total Hours			26.30

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REMITTANCE PAGE For Professional Services Rendered

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\$9,894.50

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Exhibit L

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Fee Applications (Matter No. 30150)
For the Period From June 2, 2004 through June 30, 2004

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July 27, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number 24040503
Client Matter 28491-30150

For professional services rendered through June 30, 2004 re Fee
Applications:

Fees

\$1,075.00

Total Due This Bill

\$1,075.00

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SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040503

Pegasus Group

Fee Applications

TIME SUMMARY

Name	Hours	Rate	Value
JC Knowles	.50	\$290.00	\$145.00
LA Hoeflich	<u>6.00</u>	155.00	<u>930.00</u>
Total Hours and Fees	6.50		\$1,075.00

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040503

Pegasus Group

Fee Applications

TIME DETAIL

Date	Name	Narrative	Hours
06/18/04	LA Hoeflich	Email J. Knowles re fee application issues	.10
06/21/04	LA Hoeflich	Address fee application issues	.30
06/23/04	LA Hoeflich	Address fee application issues (.4); o/cs with J. Knowles re: same (.5); email T. Yancey re: same (.2); draft template for Sidley fee application (3.8)	4.90
06/23/04	JC Knowles	Office conference with L. Hoeflich re: fee application issues	.50
06/24/04	LA Hoeflich	Research local rules re: fee applications (.3); revise template for fee application (.3)	.60
06/30/04	LA Hoeflich	Email T. Yancey re fee application issues	.10
Total Hours			<hr/> 6.50

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Client Matter 28491-30150

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\$1,075.00

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Exhibit M

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Executory Contract and Leases (Matter No. 30160)
For the Period From June 2, 2004 through June 30, 2004

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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 24040502
Client Matter 28491-30160

For professional services rendered through June 30, 2004 re
Executory Contracts & Leases:

Fees	\$26,068.00
Total Due This Bill	<u>\$26,068.00</u>

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SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040502

Pegasus Group

Executory Contracts & Leases

TIME SUMMARY

Name	Hours	Rate	Value
PS Caruso	6.30	\$390.00	\$2,457.00
JC Knowles	23.70	290.00	6,873.00
JM Randleman	30.90	280.00	8,652.00
LB Franzon	21.30	260.00	5,538.00
ME McClintock	<u>9.80</u>	260.00	<u>2,548.00</u>
Total Hours and Fees	92.00		\$26,068.00

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040502

Pegasus Group

Executory Contracts & Leases

TIME DETAIL

Date	Name	Narrative	Hours
06/03/04	JM Randleman	Research disputed contracts and property of the estate and automatic stay	3.10
06/09/04	PS Caruso	Meeting with M. Nachnan re: KB Communications (1.0); various meetings with M. Eyer re: demand letters (2.0)	3.00
06/09/04	JM Randleman	Draft memorandum re: severability of leases	8.00
06/11/04	JM Randleman	Draft memorandum re: severability of leases	1.30
06/14/04	JM Randleman	Research, draft and revise memorandum re: severability of leases	6.00
06/15/04	JM Randleman	Research, draft and revise memorandum re: severability of leases	7.30
06/16/04	JC Knowles	Review Spectra Site demand letter and information relating to same	1.30
06/16/04	JM Randleman	Revise memorandum re: severability of site leases	2.00
06/17/04	JC Knowles	Review executory contract (1.00); e-mails with P. Caruso re: same (.40)	1.40
06/17/04	JM Randleman	Final revisions to memorandum re: severability of leases	3.20
06/21/04	JC Knowles	Research non-renewal notice issues (2.70); review vendor contract (.80)	3.50
06/23/04	PS Caruso	Office conference with Michael Nachman re broadcast contracts with PBT (.2); office conference with M. Eyers re real property leases (.3)	.50
06/23/04	LB Franzon	Conference call with M. Eyer regarding non-residential leases	.70
06/23/04	JC Knowles	Review executory contract and lease issues (1.00); telephone conference with M. Eyer re: same (.40)	1.40
06/24/04	LB Franzon	Research issues regarding debtor payment obligations	3.00
06/24/04	LB Franzon	O/c with J. Knowles regarding contract payment issues and research regarding same	.30
06/24/04	LB Franzon	Research and drafting of memo on calculation of rejection damages for real property leases	1.00
06/24/04	JC Knowles	Review open Broadcast contract issues (1.00); office conference with M. McClintock re: research on same (.30); office conference with L. Franzon re: research on same (.30); review research memorandum (.40)	2.00

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040502

Pegasus Group

Executory Contracts & Leases

Date	Name	Narrative	Hours
06/24/04	ME McClintock	Office conference with J. Knowles regarding programming issues/long term programming contracts (.3); research regarding same and 363(c) issues (3.4)	3.70
06/25/04	LB Franzon	Research and drafting of memo on calculation of rejection damages for real property leases	1.50
06/25/04	JC Knowles	Review buy-down agreement (.60); analyze distributor actions under same (.40)	1.00
06/25/04	ME McClintock	Research regarding executory contract/damages issues	1.20
06/28/04	JC Knowles	Review buy-down agreement (1.00); and analyze same (1.00); telephone conference with M. Eyer re: same (.40); review Broadcast contracts (5.30)	7.70
06/29/04	PS Caruso	Office conference (1.2) and correspond (.2) with J. Knowles re: KB Prime Media and payouts and distributions	1.40
06/29/04	LB Franzon	O/c with J. Knowles regarding assumption of certain executory contracts (.3); Research regarding permissibility and issues involved with same (6.7)	7.00
06/29/04	JC Knowles	Office conference with P. Caruso re: Broadcast contracts (1.20); office conference with L. Franzon re: same (.30)	2.00
06/29/04	ME McClintock	Research regarding rejection damages issues and draft summary regarding same	1.00
06/30/04	PS Caruso	Correspondence with Pegasus and J. Knowles regarding assumption of executory contracts and unexpired leases	1.40
06/30/04	LB Franzon	Research regarding the assumption of certain executory contracts and agreements (7.6); telephone conference with M. McClintock regarding same (.2)	7.80
06/30/04	JC Knowles	Draft memorandum re: open Broadcast contract issues (1.00); conduct research re: same (2.40)	3.40
06/30/04	ME McClintock	Telephone conference with L. Franzon regarding assumption of certain contracts (0.2); research regarding same (3.7)	3.90
Total Hours			92.00

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July 27, 2004

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

PLEASE INDICATE INVOICE
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Invoice Number 24040502
Client Matter 28491-30160

REMITTANCE PAGE

For Professional Services Rendered

Total Due This Bill

\$26,068.00

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Exhibit N

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Business Operations (Matter No. 30230)
For the Period From June 2, 2004 through June 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

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FACSIMILE 202 736 8711

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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 24040501
Client Matter 28491-30230

For professional services rendered through June 30, 2004 re
Business Operations:

Fees	\$16,321.00
Total Due This Bill	<u>\$16,321.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

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Account Number: 5519624
ABA Number: 071000013

SIDLEY AUSTIN BROWN & WOOD LLP**WASHINGTON, D.C.**

Invoice Number: 24040501
Pegasus Group

Business Operations

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	.40	\$700.00	\$280.00
JF Conlan	3.60	685.00	2,466.00
TH Yancey	4.00	525.00	2,100.00
PJ Carihfield	10.10	500.00	5,050.00
ER Moring	9.80	425.00	4,165.00
PS Caruso	.70	390.00	273.00
EH Horn	4.20	335.00	1,407.00
JC Knowles	2.00	290.00	580.00
Total Hours and Fees	34.80		\$16,321.00

Invoice Number: 24040501

Pegasus Group

Business Operations

TIME DETAIL

Date	Name	Narrative	Hours
06/03/04	PJ Carihfield	Review and respond to E-mail traffic (.3); review and mark-up billing insert, subscriber letter and Q & A regarding litigation (.4); draft memo to T. Yancy regarding same (.1); follow-up e-mail and telephone call with S. Blank regarding same (.3)	1.10
06/09/04	JF Conlan	Telephone conferences regarding competitors (1.2); office conference with L. Nyhan regarding same (.2); analyze strategy regarding same (.8); analyze various legal theories regarding same (1.4)	3.60
06/09/04	PJ Carihfield	Telephone call with M. Eyer and T. Lodge regarding competitor advertising (.6); review competitor's print ads and related materials (1.2); review Pegasus Press Release and Business Week Article (.4); office conference with D. Stanek regarding issues regarding same (.3); draft cease and desist letter to competitor (1.2); telephone calls with M. Eyer and T. Yancey regarding same (.6); follow-up conference call with T. Lodge regarding same (.3); review comments from L. Nyhan and J. Conlan regarding same (.5); prepare two alternative versions of cease and desist letter (1.8); draft memo to Working Group regarding same (.3); telephone call with M. Eyer regarding competitor direct marketing practices (.8)	7.00
06/09/04	EH Horn	Review and analysis of indenture and summary thereof (1.1); research, review and analysis for same re: ordinary course transactions (2.0); conferences with E. Moring re: same (.7)	3.80
06/09/04	ER Moring	Telephone calls with D. Sudock and S. Blank re: trustee under 13 1/2% indenture (.9); review draft tri-partite agreement (.3); emails with S. Blank and D. Sudock re: draft agreement (.3); conferences with E. Horn re: research regarding Bankruptcy Court approval of same (.7); review 13 1/2% indenture (.3)	2.50
06/09/04	LJ Nyhan	Office conference with J. Conlan regarding competitor issues (.20); telephone conference with client regarding competitor issues (.20)	.40
06/09/04	TH Yancey	Provide comments on proposed demand letter to competitor	.50
06/09/04	TH Yancey	Telephone conferences with M. Eyer, P. Carihfield and T. Lodge on response to competitor's plans to target Pegasus customers	1.50
06/10/04	PJ Carihfield	E-mail traffic regarding demand letters to competitor (.2);	.80

Invoice Number: 24040501

Pegasus Group

Business Operations

Date	Name	Narrative	Hours
		telephone call with M. Eyer regarding next steps and other situations with competitors (.4); office conference with D. Stanek regarding cease and desist letters (.2)	
06/10/04	ER Moring	Telephone calls with S. Blank re: modification of indenture to reflect change in trustee (.2); email J. Conlan re: same (.2)	.40
06/10/04	TH Yancey	Attend telephone conference with T. Lodge and others on press release on court order on subscriber information	1.50
06/11/04	PJ Carihfield	Telephone call with M. Eyer regarding status of issues with competitors	.10
06/11/04	EH Horn	Review and analysis of indenture and summary related thereto	.40
06/11/04	ER Moring	Review 13 1/2% Indenture for issues re: trustee in tri-party agreement (.5); email E. Horn re: same (.2); telephone calls with J. Kim re: tri-party agreement (.5); review and comment on tri-party agreement (1.0); emails with J. Conlan re: issues re: same (.5); telephone call with S. Blank re: same (.3)	3.00
06/14/04	ER Moring	Emails with J. Conlan re: issues regarding tri-party agreement to substitute trustees (.2); review and revise tri-party agreement (1.0); telephone call with J. Kim re: same (.2); emails with J. Pooler and P. Caruso re: UPS (.2)	1.60
06/15/04	PJ Carihfield	Review and reply to E-mail traffic re letter to competitor (.2); telephone call with M. Eyer regarding letter to competitor (.1); revise letter to competitor (.2); draft memo to Working Group regarding same (.1); review T. Yancey's comments on letter to competitor (.2)	.80
06/15/04	ER Moring	Telephone calls with D. Botter (.1), N. Hazan (.4) and J. Kim (.7) re: tri-party agreement; emails to D. Botter, N. Hazan, J. Kim and S. Blank re: tri-party agreement (.7); emails with J. Conlan and L. Nyhan re: same (.2); emails with P. Caruso re: vendor issues (.2)	2.30
06/15/04	TH Yancey	Revise competitor cease and desist letter	.50
06/17/04	PS Caruso	Review letter to Spectrasite re: automatic stay	.20
06/17/04	JC Knowles	Review SpectraSite documents (1.50); draft letter re: violation of automatic stay (.50)	2.00
06/22/04	PS Caruso	Teleconferences with Joe Pooler re payments to vendors	.50
06/22/04	PJ Carihfield	Telephone calls to M. Eyer regarding competitor cease and desist letter	.30

SIDLEY AUSTIN BROWN & WOOD LLP

WASHINGTON, D.C.

Invoice Number: 24040501

Pegasus Group

Business Operations

Date	Name	Narrative	Hours
Total Hours			<hr/> 34.80

SIDLEY AUSTIN BROWN & WOOD LLP

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Exhibit O

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Professional Retention (Matter No. 30240)
For the Period From June 2, 2004 through June 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

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FEDERAL ID 36-4474078

PLEASE INDICATE INVOICE
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Invoice Number 24040526
Client Matter 28491-30240

For professional services rendered through June 30, 2004 re
Professional Retention:

Fees	\$56,462.50
Total Due This Bill	<u>\$56,462.50</u>

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Account Number: 5519624
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SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: 24040526

Pegasus Group

Professional Retention

TIME SUMMARY

Name	Hours	Rate	Value
JF Conlan	.70	\$685.00	\$479.50
ER Moring	60.00	425.00	25,500.00
PS Caruso	3.90	390.00	1,521.00
MG Burke	46.80	310.00	14,508.00
JC Knowles	2.50	290.00	725.00
JM Randleman	30.30	280.00	8,484.00
LB Franzon	1.60	260.00	416.00
ME McClintock	12.10	260.00	3,146.00
EA McDonnell- O'Driscoll	9.00	170.00	1,530.00
JH Elsabee	.20	140.00	28.00
J Margulies	<u>1.00</u>	125.00	<u>125.00</u>
Total Hours and Fees	168.10		\$56,462.50

Invoice Number: 24040526

Pegasus Group

Professional Retention

TIME DETAIL

Date	Name	Narrative	Hours
06/02/04	MG Burke	Revise Miller Buckfire retention order (.2); review revised affidavit regarding same (.6); telephone conference with H. Neu and M. Puntus regarding same (.3)	1.10
06/02/04	MG Burke	Revise FTI application, affidavit and order (2.7); telephone conference with R. Eisenberg, C. Tam regarding same (.5)	3.20
06/02/04	MG Burke	Telephone conference with M. Frietag at Kekst and revise retention application	.80
06/03/04	MG Burke	Revise Kekst affidavit and retention application	2.40
06/03/04	MG Burke	Revise Hewitt Associates retention application, affidavit and order	2.10
06/03/04	LB Franzon	Revisions to the Shaw Pittman Retention Application, Affidavit and Order	.80
06/03/04	ME McClintock	Drafting and revising various retention applications/affidavits/orders (4.5) and communications with professionals regarding same (0.7)	5.20
06/04/04	MG Burke	Draft retention papers for PwC and coordinate with M. Samson at PwC regarding same	4.10
06/04/04	ME McClintock	Revise retention applications	.60
06/06/04	ME McClintock	E-mail with E. Moring regarding CMA application/affidavit	.20
06/07/04	MG Burke	Telephone conference with J. Graham at King & Spalding regarding Retention Application (.3); telephone conference with E. Moring and M. Azer regarding Retention Application (.5)	.80
06/07/04	MG Burke	Review and revise exhibits and file Retention applications for Miller Buckfire, Kekst and Hewitt Associates (1.2); conferences with E. McDonnell regarding same (1.2); modify and revise retention documents (.8)	3.20
06/07/04	MG Burke	Draft K&S Retention application, order, and affidavit	4.20
06/07/04	PS Caruso	Telephone conferences with E. Moring re: retention application and affidavits	1.50
06/07/04	EA McDonnell-O'Driscoll	Numerous conferences with E. Moring re retention pleadings to be filed/served (.8); numerous conferences with M. Burke re Kekst, Miller and Hewitt retention papers and finalizing same (1.2); review and make necessary changes and finalize each set of retention papers (1.4); file each application set electronically with	5.30

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Professional Retention

Date	Name	Narrative	Hours
		the court (1.3); numerous calls with S. Dilio at local counsel re filing/service of retention papers for 6/24 hearing (.6)	
06/07/04	ER Moring	Review and revise retention applications and orders for Arnold & Porter, Shaw Pittman, Capital Associates and Drinker Biddle (3.0); conferences with E. McDonnell re: same (.8); telephone calls with M. McClintock re: comments to same (.3); review and revise motions re: ordinary course professionals and interim compensation (1.5); confer with J. Randleman re: same (.3)	5.90
06/08/04	MG Burke	Revise and transmit various retention applications for filing	1.80
06/08/04	JH Elsabee	Finalize motion re Miller Buckfire for local counsel	.20
06/08/04	J Margulies	Research and forward Applications to Employ Kekst, Miller Buckfire and Hewitt to local counsel	.40
06/08/04	J Margulies	Research and forward recently filed retention papers to local counsel	.60
06/08/04	ME McClintock	Telephone conference with Jim Smith regarding CMA Affidavit/Application (0.2) and revising same (0.7); final revisions to retention applications (4.0) and e-mail with S. Blank regarding same (0.2); telephone conference with E. Moring regarding issues regarding same (0.2)	5.30
06/08/04	EA McDonnell-O'Driscoll	Numerous conferences with E. Moring re finalizing retention papers and motions (ordinary course, compensation procedures) and service of same (1.2); address issues re same (.5); review/revise FTI retention papers and send to local counsel to file/serve (.5)	2.20
06/08/04	ER Moring	Telephone calls with E. McDonnell re: retention applications	1.20
06/08/04	ER Moring	Review and revise retention applications and proposed orders for FTI, Arnold & Porter, Drinker Biddle, Shaw Pittman, Capital Associates and Motions to approve interim compensation procedures and ordinary course professionals (3.3); telephone calls with R. Keach re: service and filing (.2); telephone call with L. Gulina re: timing issues for interim compensation procedures (.4)	3.90
06/10/04	EA McDonnell-O'Driscoll	Forward filed sets of retention papers to attorneys on Pegasus team	.20
06/13/04	MG Burke	Telephone conference with J. Graham at King & Spalding regarding retention application (.2); draft King & Spalding retention application package (3.4)	3.60
06/14/04	MG Burke	Draft 327(e) retention application for King & Spalding (2.2);	3.80

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Professional Retention

Date	Name	Narrative	Hours
		numerous communications with J. Graham and E. Moring regarding retention issues and transmit retention pleading to S. Blank (1.6)	
06/14/04	ME McClintock	Telephone conferences with D. Eisen and D. Oxenford regarding retention applications/fee information (0.1); e-mails to E. Moring regarding same (0.1)	.20
06/14/04	ER Moring	Emails with M. Eyer and S. Blank re: status of retention applications (.4); emails with R. Keach and M. McClintock re: retention issues raised by Trustee (.2); review and revise retention application for King & Spalding (.8); emails to J. Pooler and P. Caruso re: PricewaterhouseCoopers retention (.2); further email to P. Caruso re: same (.2)	1.80
06/15/04	MG Burke	Exchange of emails with S. Enger regarding PWC affidavit and order and revise same	1.20
06/15/04	ER Moring	Emails with U.S. Trustee, R. Keach and M. McClintock re: issues raised by U.S. Trustee regarding filed retention applications (.4); review information regarding professionals to retain specifically and as ordinary course (.6)	1.00
06/16/04	MG Burke	Conference with E. Moring on retentions (.2) and forward draft applications (.1); revise same (.9)	1.20
06/16/04	MG Burke	Telephone conference with King and Spalding regarding retention (.3); exchange of emails with S. Blank regarding same (.3); revise King & Spalding retention application (1.5)	2.10
06/16/04	ER Moring	Confer with M. Burke re: pending retention applications (.2); confer with J. Randleman re: ordinary course professionals and pending retention applications (.2)	.40
06/16/04	JM Randleman	Draft retention application for Herbein & Co (4.4); telephone call with Janice Barney of Herbein re: same (.4); draft email to J. Barney re: information needed for retention application (.3); telephone call with E. Moring re: retention applications (.2)	5.30
06/17/04	MG Burke	Email exchanges with PWC and company regarding PWC's retention	.60
06/17/04	MG Burke	Review emails from J. Conlan and E. Moring on Miller Buckfire, Hewitt and FTI retention applications (.3); research caselaw on related issues (2.2); draft email to E. Moring regarding same (.4)	2.90
06/17/04	ER Moring	Emails with R. Keach and M. Puntus re: Miller Buckfire retention (.3); emails with J. Conlan and M. Burke re: FTI retention issues (.2)	.50

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Professional Retention

Date	Name	Narrative	Hours
06/18/04	MG Burke	Work related to the 6/24 hearing with respect to retention issues (1.2); draft email to R. Eisenberg at FTI regarding same (.2); further discussions and emails with King & Spalding and PwC on retention applications (.9)	2.30
06/19/04	ER Moring	Prepare for hearing to approve retention applications (3.2); emails with J. Conlan and T. Yancey re: Sidley's retention (.2)	3.40
06/20/04	JF Conlan	Telephone conference with E. Moring regarding retention issues (.5); emails with E. Moring regarding same (.2)	.70
06/20/04	ER Moring	Telephone calls with J. Conlan re: issues regarding retention applications (.5); confer with M. Burke re: same (.2); emails with J. Conlan re: same (.2); review FTI and Hewitt retention applications to respond to issue raised by committee (.5)	1.40
06/21/04	MG Burke	Telephone conference with S. Blank on retentions and transmit information regarding same	.40
06/21/04	ER Moring	Telephone calls with R. Eisenberg and D. Botter re: committee's issues regarding retention of FTI (.5); email G. Neal re: same (.2)	.70
06/21/04	JM Randleman	Draft Herbein retention application and affidavit	2.00
06/22/04	LB Franzone	Research re new names and entities	.40
06/22/04	ME McClintock	Telephone conference with E. Moring regarding retention issues (0.3); review Arnold & Porter application and e-mail with E. Moring regarding same (0.1)	.40
06/22/04	ER Moring	Communications with J. Conlan and G. Neal re: committee's issues regarding retention applications (.6); telephone conference with S. Blank and T. Lodge re: same (.5); telephone call with Committee Counsel re: same (.8); telephone call with R. Keach re: U.S. Trustee's potential issues regarding same (.2); telephone calls with R. Eisenberg and M. Botter re: FTI retention issues (.6); telephone calls with M. Freitag re: Kekst retention issues (.3); emails with M. Freitag re: same (.2); telephone calls with M. Jordan and W. Pratt re: Drinker Biddle retention issues (.3); telephone call with D. Eisen re: A&P retention issues (.3); telephone call with D. Oxenford re: Shaw Pittman retention issues (.3); emails with M. Sorenson, K. Heisler and D. Huscher re: Hewitt retention issues (.5); emails with D. Botter and J. Conlan re: committee's issues regarding retention (.8); telephone call with M. McClintock re: A&P, Drinker and Shaw Pittman retentions (.3); email M. Burke re: Miller Buckfire, FTI and PwC retentions (.3); review and revise proposed orders approving retention applications (3.5); confer with J. Randleman re: revising	9.80

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Professional Retention

Date	Name	Narrative	Hours
		proposed orders (.3)	
06/22/04	JM Randleman	Revise certain retention orders in preparation for distribution to U.S. Trustee (4.8); confer with E. Moring re: same (.3)	5.10
06/22/04	JM Randleman	Revise Herbein retention application to incorporate information supplied by company	1.00
06/23/04	MG Burke	Revise retention orders	.80
06/23/04	MG Burke	Review PwC revisions to draft retention application and revise same (1.1); telephone conference with H. New at Miller Buckfire regarding retention application and revise draft order regarding same (.8)	1.90
06/23/04	JC Knowles	Telephone conference with E. Moring re: retention issues	.50
06/23/04	ER Moring	Review and revise proposed orders approving retention applications (1.0); telephone calls with R. Keach re: U.S. Trustee's issues re: retention (.3); telephone calls with P. Dublin re: comments to retention orders (.3); telephone calls with R. Eisenberg re: FTI retention (.4); telephone calls with M. Freitag re: Kekst Retention (.2); telephone calls with J. Knowles re: information needed for Sidley retention and hearing on all retention applications (.5); prepare for hearing on retention applications for the Debtors' proposed counsel, special counsel, financial advisors, investment bankers, and other specially retained professionals and ordinary course professionals (5.6); emails with J. Conlan and G. Neal re: same (.4); emails with committee counsel re: same (.2); telephone call with J. Conlan re: same (.2)	9.10
06/24/04	MG Burke	Telephone conferences with PwC (.3) and conference with J. Randleman (.4) regarding PwC retention application; revise PwC affidavit (.2)	.90
06/24/04	ME McClintock	E-mail with E. Moring regarding Capital Management retention (0.1) and telephone conference with J. Smith regarding same (0.1)	.20
06/24/04	ER Moring	Prepare for hearing on retention of debtors' counsel, special counsel, financial advisors, investment bankers and other special counsel and ordinary course professionals (3.9); attend hearing on same (1.5); review and revise proposed orders to retain FTI, Miller Buckfire, Arnold & Porter, Drinker Biddle and Shaw Pittman to reflect ruling at hearing (1.9); conferences with J. Randleman re: same (.5); email G. Neal re: same (.3); telephone call with S. Blank re: same (.3); emails with professionals re: their retention applications (.5); email G. Neal re: Herbein	9.30

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Professional Retention

Date	Name	Narrative	Hours
		retention (.1); email M. Burke re: hearing on retentions (.3)	
06/24/04	JM Randleman	Revise certain retention orders and distribute revised documents to relevant parties (2.1); office conference with M. Burke re: same (.4); confer with E. Moring re: same (.5)	3.00
06/25/04	EA McDonnell-O'Driscoll	Email to S. Dilios re revised proposed retention orders (.2); forward same to S. Dilios to file (.1); email E. Moring re same (.1)	.40
06/25/04	ER Moring	Telephone calls with H. Neu re: Miller Buckfire retention order (.5); telephone call with P. Dublin re: same (.2); revise Miller Buckfire order (.3); emails with Committee Counsel, U.S. Trustee and Miller Buckfire's counsel re: proposed order approving retention applications (.4); confer with J. Randleman re: retention orders (.4); email G. Neal re: issues re: retention orders (.2)	2.00
06/25/04	JM Randleman	Review, revise and distribute Miller Buckfire and Shaw Pittman retention orders (1.2); confer with E. Moring re: same (.4); draft language for email to ordinary course professionals re: compensation procedure (1.2)	2.80
06/28/04	MG Burke	Review and revise PwC retention application, exhibit and affidavit	1.10
06/28/04	PS Caruso	Telephone conference with S. Blank re; Chanin engagement letter (.30); review and provide comments to the same (1.0)	1.30
06/28/04	LB Franzon	Research regarding retention application submitted by committee	.40
06/28/04	JC Knowles	Review committee retention applications (.90); conduct follow-up research re: same (.40); e-mail memorandum to L. Nyhan, J. Conlan and G. Neal re: same (.50); telephone conference with E. Moring re: same (.20)	2.00
06/28/04	ER Moring	Email J. Randleman re: ordinary course professionals (.3); review and revise email to professionals re: same (.5); telephone call with J. Knowles re: application to retain committee counsel (.2)	1.00
06/29/04	MG Burke	Revise PwC retention application	.30
06/29/04	EA McDonnell-O'Driscoll	Email E. Moring re Miller Buckfire retention proposed order (.1); coordinate sending same to local counsel to file (.2); email E. Moring re signed retention orders for FTI, Drinker Biddle, Arnold & Porter, Reed Smith (.1); email J. Randleman re FTI retention (.1); email to M. McCintock re notice to professionals of other orders (.1); email signed retention orders to company and internally (.3)	.90

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Date	Name	Narrative	Hours
06/29/04	ER Moring	Telephone with H. Neu re: Miller Buckfire retention order and issues raised by Committee to same (.2); revise and finalize such order (.2); telephone call with R. Eisenberg re: FTI retention (.2); telephone call with S. Blank re: Herbein retention issue (.3); telephone call with J. Barney re: same (.2); confer with J. Randleman re: retention applications and pro hac vice application (.2)	1.30
06/29/04	JM Randleman	Draft email to ordinary course professionals re: compensation procedures	1.50
06/29/04	JM Randleman	Draft and revise PwC and King & Spalding retention motions, orders and affidavits (3.2); draft Herbein retention application and affidavit (1.9); confer with E. Moring re: retention applications (.2)	5.30
06/30/04	PS Caruso	Telephone conferences and correspondence with Joe Pooler and E. Moring re PWC and Herbein retention applications	1.10
06/30/04	ER Moring	Review and revise retention applications for PwC, Herbein and King & Spalding (4.4); conferences with J. Randleman re: same (.8); telephone calls with J. Pooler and P. Caruso re: allocation of PwC's fees (.5); emails with P. Caruso and J. Pooler re: same (.3); email M. Burke re: PwC retention issues (.2); telephone calls with Herbein re: Herbein retention application (.6); telephone calls with S. Blank re: same (.2); emails with J. Randleman re: issues regarding retention applications (.3)	7.30
06/30/04	JM Randleman	Review and revise retention applications to be filed on July 2nd (3.5); conferences with E. Moring re: same (.8)	4.30
Total Hours			168.10

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FOUNDED 1866

July 27, 2004

Scott Blank, Esq.
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225 City Line Avenue, Suite 200
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Exhibit P

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with NRTC Litigation (Matter No. 30250)
For the Period From June 2, 2004 through June 30, 2004

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July 27, 2004

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Client Matter 28491-30250

For professional services rendered through June 30, 2004 re
NRTC Litigation:

Fees

\$602,126.50

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NRTC Litigation

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	35.70	\$700.00	\$24,990.00
JF Conlan	77.80	685.00	53,293.00
PI Ostroff	10.90	600.00	6,540.00
JM Harris	13.40	550.00	7,370.00
PD Richardson	94.80	550.00	52,140.00
LR Fullerton	3.00	525.00	1,575.00
MD Warden	158.70	525.00	83,317.50
TH Yancey	166.40	525.00	87,360.00
GS Neal	5.50	500.00	2,750.00
ER Moring	5.40	425.00	2,295.00
PJ Zidlicky	7.50	425.00	3,187.50
PS Caruso	38.80	390.00	15,132.00
SM Nickelsburg	165.20	350.00	57,820.00
EH Horn	.80	335.00	268.00
JS Cowart	130.20	325.00	42,315.00
MG Burke	3.10	310.00	961.00
KR Haun	21.00	295.00	6,195.00
JB Tatel	165.40	295.00	48,793.00
JC Knowles	90.70	290.00	26,303.00
JM Randleman	2.20	280.00	616.00
LB Franzon	26.40	260.00	6,864.00
ME McClintock	38.10	260.00	9,906.00
AD Fausett	29.50	215.00	6,342.50
CK Pinegar	23.00	215.00	4,945.00
MC Soules	99.50	215.00	21,392.50
EA McDonnell- O'Driscoll	3.00	170.00	510.00
LP Rhodes	69.60	165.00	11,484.00

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NRTC Litigation

Name	Hours	Rate	Value
SB Cordero	27.40	160.00	4,384.00
DD Reid	49.50	140.00	6,930.00
J Wedeking	3.80	125.00	475.00
TS Stringer	34.00	120.00	4,080.00
AL Normile	3.00	115.00	345.00
JJ Rehmann	5.30	110.00	583.00
SL Summerfield	1.20	85.00	102.00
C Houston	4.30	75.00	322.50
EM Huber	4.00	60.00	240.00
Total Hours and Fees	1,618.10		\$602,126.50

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NRTC Litigation

TIME DETAIL

Date	Name	Narrative	Hours
06/02/04	KR Haun	Correspondence with J. Tatel re: temporary restraining order and need for research in First Circuit re: same	.50
06/02/04	EM Huber	Review, flag and Key Cite results for New Trial Motion, check quotes, cites, parallel cites, jump cites, statutes codes and secondary sources	4.00
06/02/04	SM Nickelsburg	Teleconference with M. Warden re NRTC notice, bankruptcy filing, and action plan for preparation of adversarial complaint	.50
06/02/04	PI Ostroff	Communications with T. Yancey and J. Conlan re: NRTC litigation issues (.5); telephone conference with M. Kelley re: same (.3)	.80
06/02/04	LP Rhodes	Attend team meeting regarding cause of action regarding DirecTV (.8); review background information and contract (3.7)	4.50
06/02/04	PD Richardson	Telecon with M. Warden (.3); review emails regarding dealers communications (.6); review DIRECTV press release (.2); telecon with T. Yancey regarding same (.4)	1.50
06/02/04	MC Soules	Meeting with M. Warden, T. Yancey, J. Tatel, and L. Rhodes to discuss response to the purported termination of the DBS Distribution Agreement (.8); research the general choice of law rules for torts under Maine law (1.6); research and review federal case law regarding tortious interference claims (1.3)	3.70
06/02/04	JB Tatel	Review correspondence from DirecTV and NRTC to client purporting to terminate (1.8); conference calls with client and co-counsel re: litigation strategy (2.0); conference with T. Yancey, M. Warden, M. Solules, and L. Rhodes to discuss additional areas of research and potential causes of action (.8); review complaint filed against client in California (2.7)	7.30
06/02/04	MD Warden	Conference calls with T. Lodge, bankruptcy lawyers regarding litigation strategy (2.0); review notice of termination from NRTC and DirecTV (1.80); telephone conference with S. Nickelsburg regarding same (.50); review DirecTV's 8-K's, emails regarding 205, other issues, prior summary judgment motions (2.5); meeting with associates regarding research, other tasks (.80); review and edit 8-K (.20)	7.80
06/02/04	TH Yancey	Telephone conferences with T. Lodge, L. Nyhan and others on DirecTV/NRTC notices, new lawsuit and responses in bankruptcy and address issues regarding same (7.5); office conferences with M. Warden, J. Tatel and others regarding	9.30

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NRTC Litigation

Date	Name	Narrative	Hours
		adversary proceedings in bankruptcy (.8); review press releases and cease and desist letter (1.0)	
06/03/04	MG Burke	Coordinate with M. Eyer on cease and desist letter and arrange for service of same	1.10
06/03/04	SB Cordero	Review email and telephone messages from attorneys regarding bankruptcy filing (.2); office conference with E. Cooper regarding same (.2); conduct research of several court dockets regarding new suit (.3); assist attorneys with preparations for bankruptcy filings (1.3)	2.00
06/03/04	JS Cowart	Meeting with M. Warden, J. Tatel and litigation team regarding case overview (1.0); review claim outlines and legal research regarding claims concerning subscriber information (3.5)	4.50
06/03/04	PI Ostroff	Conference with M. Kelley and review new complaint	1.00
06/03/04	CK Pinegar	Meeting with M. Warden, L. Rhodes, J. Tatel, M. Soules, and J. Cowart re: drafting complaint, and contract rights	1.00
06/03/04	LP Rhodes	Research issues relating to contract interpretation (4.1); meet with team regarding litigation status (1.0)	5.10
06/03/04	MC Soules	Research and review cases re: tortious interference claims (1.7); begin preparing memorandum re: same (.8); attend meeting with M. Warden, J. Tatel, C. Pinegar, and J. Cowart to discuss current status and future tasks (1.0)	3.50
06/03/04	JB Tatel	Edit draft of complaint to include new facts and claims	3.30
06/03/04	MD Warden	Team meeting regarding strategy for Cornerstone litigation (1.0); review materials regarding termination (2.0); review cease and desist letter (.20); telephone conference with R. Wolff regarding litigation theories (.80); review and edit draft complaint (1.0)	5.00
06/03/04	TH Yancey	Review DirecTV subscriber communications, notices of termination and 8K's	3.20
06/04/04	MG Burke	Telephone conferences with Miller Buckfire regarding NRTC agreements and transmit documents regarding same	1.20
06/04/04	SB Cordero	Telephone call with E. Cooper regarding bankruptcy notices (.2); review email from E. Cooper regarding notices (.2); revise notices to conform to local rules (1.6)	2.00
06/04/04	JM Harris	Conferences with P. Ostroff re: notice of appeal	.50
06/04/04	SM Nickelsburg	Review notice of termination from NRTC and DIRECTV in preparation for filing of adversarial complaint	.50