

Code”) with respect to such matters. Additionally, the Debtors have requested, and KM proposes, to render the following services to the Debtors:

KM will provide outsourced accounting assistance in connection with the accumulation of certain data and information required for periodic financial reporting. In addition, KM will assist with the accumulation of certain data relating to the Debtors’ proposed acquisition of certain of the assets of KB Prime Media, LLC.

KM’s current customary hourly rates, subject to change from time to time, range from \$90 to \$325 per hour. In the normal course of business, KM revises its regular hourly rates on July 1 of each year and requests that, effective July 1 of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.

In connection with these cases, KM has rendered services that have not yet been billed or that have been billed but with respect to which payment has not been received. The value of such services does not exceed \$5,000.00.

Except as set forth herein, no promises have been received by KM or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

KM has no agreement with any entity to share with such entity any compensation received by KM.

KM and its partners, auditors and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to the matters with respect to which KM is to be engaged by the Debtors. KM does not and will not hold an interest adverse to the estates in the matters with respect to which it to be engaged.

The foregoing constitutes the statement of KM pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Neither I, KM, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors.

I shall amend this statement immediately upon my learning that (A) any of the within representations are incorrect or (B) there is any change of circumstance relating thereto.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7th day of September, 2004.


Timothy C. Hilbert

Kreischer Miller

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

CERTIFICATE OF SERVICE

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on September 8, 2004 I caused the Declaration of Proposed Professional and Disclosure Statement filed on behalf of Kreischer Miller to be served on the parties listed by either (i) U.S. First-Class Mail, Postage Prepaid; (ii) by E-mail; or (iii) by verifying that such persons(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, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

Dated: September 8, 2004

/s/ Sheila R. Dilios
SHEILA R. DILIOS

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