

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 Fee Applications (Matter No. 30150)
For the Period From July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

September 8, 2004

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

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

For professional services rendered through July 31, 2004 re Fee
Applications:

Fees	\$19,005.00
Total Due This Bill	<u>\$19,005.00</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: *****

Pegasus Group

Fee Applications

TIME SUMMARY

Name	Hours	Rate	Value
ER Moring	1.20	\$425.00	\$510.00
PS Caruso	2.10	390.00	819.00
JC Knowles	17.60	290.00	5,104.00
JM Randleman	1.50	280.00	420.00
LB Franzon	2.20	260.00	572.00
EA McDonnell- O'Driscoll	1.40	170.00	238.00
LA Hoeflich	72.30	155.00	11,206.50
JH Elsabee	.70	140.00	98.00
J Margulies	.30	125.00	37.50
Total Hours and Fees	99.30		\$19,005.00

Invoice Number: *****

Pegasus Group

Fee Applications

TIME DETAIL

Date	Name	Narrative	Hours
07/02/04	LA Hoeflich	Address fee application issues	.80
07/06/04	LA Hoeflich	Email J. Knowles re: fee application issues (.2); review time detail for fee application (4.8)	5.00
07/07/04	LA Hoeflich	Review time detail for first fee application	1.40
07/09/04	LA Hoeflich	Review June time detail for fee application	1.60
07/12/04	LA Hoeflich	Review June time detail for fee application (5.6); communications with T. Yancey regarding same (.2)	5.80
07/13/04	LA Hoeflich	Review June time detail for fee application (3.8); communications with J. Knowles (.1), K. Kansa (.1), E. McDonnell (.2) re: fee application issues; review Maine local rules for fee applications (.2)	4.40
07/13/04	EA McDonnell-O'Driscoll	Research re preparation of fee applications in Maine	.20
07/14/04	LA Hoeflich	Review June time detail for fee application	5.80
07/14/04	JC Knowles	Review June proforma billing statements	4.80
07/15/04	JH Elsabee	Research re fee application issues for J. Randleman	.70
07/15/04	LA Hoeflich	Review June time detail for fee application (6.9); o/c J. Knowles re: same (.3)	7.20
07/15/04	JC Knowles	Review June proforma billing statements (2.50); office conference with L. Hoeflich re: same (.30)	2.80
07/16/04	LA Hoeflich	Review June time detail for fee application and begin drafting narrative for fee application	6.20
07/16/04	JC Knowles	Review June proforma billing statements	3.00
07/19/04	LA Hoeflich	Review June time detail and continue drafting narrative for June fee application	4.80
07/19/04	JC Knowles	Review June proforma billing statements	2.00
07/19/04	JM Randleman	Research re: monthly fee statement for professionals	1.50
07/20/04	LB Franzone	Reviewed time sheets and drafted certain sections of the fee application	2.20
07/20/04	LA Hoeflich	Review June time detail for fee application (7.0); continue drafting narrative for fee application (.4)	7.40
07/20/04	JC Knowles	Review June proforma billing statements	2.00

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Fee Applications

Date	Name	Narrative	Hours
07/21/04	LA Hoeflich	Review June time detail for fee application (5.4); continue drafting fee application (1.0)	6.40
07/22/04	LA Hoeflich	Review June time detail for fee application	7.00
07/22/04	ER Moring	Emails with R. Keach, S. Dilios and J. Randleman re: form of fee statements (.8); telephone call with J. Knowles re: same (.2)	1.00
07/23/04	LA Hoeflich	Review June time detail for fee application	2.00
07/24/04	PS Caruso	Attention to interim fee application	1.00
07/25/04	LA Hoeflich	Emails with team re: fee issues (.3); review draft bills and forward to E. McDonnell for T. Yancey (1.4)	1.70
07/26/04	LA Hoeflich	Review draft bills and forward to T. Yancey (.3); continue to draft fee application (1.2)	1.50
07/26/04	J Margulies	Research and forward fee statement to T. Yancey	.30
07/26/04	EA McDonnell-O'Driscoll	Prepare draft set of latest draft of bill to go to T. Yancey for L. Hoeflich and email to T. Yancey re same	.30
07/27/04	PS Caruso	Correspond with J. Conlan and B. Keach re: fee application and procedures	.60
07/27/04	LA Hoeflich	Communications with J. Knowles re: fee application issues (.8); address issues re: same (.1); revise June fee statement (.6)	1.50
07/27/04	JC Knowles	Address issues re: filing of fee application (1.40); e-mails with J. Conlan and T. Yancey re: same (.80); office conference with L. Hoeflich re: same (.80)	3.00
07/27/04	EA McDonnell-O'Driscoll	Call with Akin re preparation of fee statement and email re same to L. Hoeflich	.30
07/28/04	LA Hoeflich	Address fee statement issues	.30
07/28/04	ER Moring	Email J. Knowles re: Sidley statement	.20
07/29/04	LA Hoeflich	Address fee statement issues (.8); prepare exhibits for June fee statement (.7)	1.50
07/29/04	EA McDonnell-O'Driscoll	Email J. Randleman re filing and service of fee statements (.1); email E. Moring re preparing/updating chart of fee statements and preparing files re same (.3)	.40
07/30/04	PS Caruso	Email L. Hoeflich re: fee applications (.30); telephone call with B. Keach re: application of retainer (.20)	.50
07/30/04	EA McDonnell-O'Driscoll	Email with Shaw Pittman re fee statement (.1); conference with E. Moring re fee statements (.1)	.20

SIDLEY AUSTIN BROWN & WOOD LLP

CHICAGO

Invoice Number: *****

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Fee Applications

Date	Name	Narrative	Hours
Total Hours			<hr/> 99.30

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 Executory Contract and Leases (Matter No. 30160)
For the Period From July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING

BRUSSELS

CHICAGO

DALLAS

GENEVA

HONG KONG

LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES

NEW YORK

SAN FRANCISCO

SHANGHAI

SINGAPORE

TOKYO

WASHINGTON, D.C.

FEDERAL ID 36-4474078

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30160

For professional services rendered through July 31, 2004 re
Executory Contracts & Leases:

Fees

\$53,801.50

Total Due This Bill

\$53,801.50

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	10.20	\$500.00	\$5,100.00
TP Van Wazer	.70	450.00	315.00
ER Moring	15.90	425.00	6,757.50
PS Caruso	1.20	390.00	468.00
MG Burke	19.60	310.00	6,076.00
JC Knowles	20.70	290.00	6,003.00
JM Randleman	47.50	280.00	13,300.00
LB Franzon	47.70	260.00	12,402.00
ME McClintock	13.00	260.00	3,380.00
Total Hours and Fees	176.50		\$53,801.50

Invoice Number: *****
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Executory Contracts & Leases

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	LB Franzone	Review certain executory contracts and consider assumption issues	1.50
07/01/04	JC Knowles	Telephone conference with G. Neal re: programming contracts	.50
07/01/04	ME McClintock	Research regarding executory contracts issues	4.50
07/01/04	GS Neal	Telephone conference with J. Knowles re: contract issues	.50
07/05/04	LB Franzone	Review certain executory contracts and consider assumption issues and research re same and 365 standards	2.00
07/06/04	JC Knowles	Draft 365(d)(4) motion (1.9); office conference with M. McClintock re: same (.1)	2.00
07/06/04	ME McClintock	Office conference with J. Knowles regarding 365(d)(4) motion (0.1) drafting 365(d)(4) motion (0.3) and research regarding same (2.0)	2.40
07/07/04	LB Franzone	Research re: extension of period to assume executory contracts under section 365(d)(4) (1.0); Research into damage rejection claims for real property and computation of such (1.0); Research into termination issues with respect to certain executory contracts (5.6); Office conference with J. Knowles re: same (.4)	8.00
07/07/04	JC Knowles	Draft 365(d)(4) motion (2.80); review information from company re: same (.50); telephone conference with E. Moring re: same (.50); revise same (.50); office conferences with L. Franzone re: termination of various executory contracts (.40)	4.70
07/07/04	ME McClintock	Drafting and revising 365(d)(4) motion regarding lease assumption/extension of 60 day period (4.0) drafting notice of motion regarding same/revise motion (1.1)	5.10
07/07/04	ER Moring	Telephone calls with J. Knowles re: motion to extend time to assume or reject non-residential real property leases (.5); review and revise motion and proposed order to extend time to assume or reject non-residential real property leases (1.2)	1.70
07/08/04	LB Franzone	Draft memo on research into termination of certain executory contracts (3.8); Research re: same (2.8); office conference with J. Knowles re: same (.4)	7.00
07/08/04	JC Knowles	Office conference with L. Franzone re: post-petition termination of executory contracts (.40); review research and memorandum re: same (1.00)	1.40

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Executory Contracts & Leases

Date	Name	Narrative	Hours
07/09/04	LB Franzon	Research regarding rejection damages for real property leases (1.0); Research regarding executory contract issues (3.7)	4.70
07/09/04	JC Knowles	Review research and memorandum re: post-petition termination of executory contracts	.70
07/11/04	GS Neal	Review executory contract assumption options	1.10
07/12/04	LB Franzon	Draft memo regarding rejection damages for real property leases (5.7); Office conference with J. Knowles regarding same (.3); Research regarding the executory nature of certain contracts (.3)	6.30
07/12/04	JC Knowles	Correspond with M. Eyer re: contract rejection memorandum (.20); office conference with L. Franzon re: same (.30)	.50
07/13/04	LB Franzon	Draft memo regarding rejection damages for real property leases (1.3); O/c with J. Knowles re: same (.5); Draft Appendix showing calculation of hypothetical property lease rejections (2.0); Review certain contracts to determine executory nature (.6); Research regarding same (4.0)	8.40
07/13/04	JC Knowles	Draft memorandum re: calculation of rejection damages (2.90); office conference with L. Franzon re: same (.50); forward same to client with comment (.30)	3.70
07/13/04	ME McClintock	Research regarding rejection damages issues	1.00
07/14/04	MG Burke	Review Telecommunications contract (.4); conferences with E. Moring re: same (.5); analyze rights and obligations (.5)	1.40
07/14/04	LB Franzon	Follow up research and memo on executory contracts	6.00
07/14/04	ER Moring	Telephone call with S. Blank re: South Plains LP and executory contract and lease issues (.5); confer with G. Neal re: same (.3); confer with M. Burke re: executory contract issues (.5); review executory contract (.8); email J. Randleman re: lease issues (.2); review leases and memorandum re: same (.7); emails with S. Blank, G. Neal and M. Burke re: foregoing (.3)	3.30
07/15/04	MG Burke	Review various contracts and related documents (.8); draft memo to T. Lodge on the rights and obligations of the Debtors under the contracts (4.2); conferences with E. Moring (.3) and Guy Neal (.2) re: same	5.50
07/15/04	LB Franzon	Draft memo on executory contracts	2.80
07/15/04	JC Knowles	Prepare for call re: issues with certain executory contracts (.50); telephone conference with G. Neal re: same (.30); prepare memorandum re: same (3.40)	4.20
07/15/04	ER Moring	Confer with T. Lodge, S. Blank and G. Neal re: executory	2.80

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Executory Contracts & Leases

Date	Name	Narrative	Hours
		contract and leases and South Plains Partnership issues (1.0); confer with M. Burke re: executory contract issues (.3); confer with J. Randleman re: lease issues (.5); review and revise memorandum re: leases (1.0)	
07/15/04	GS Neal	Confer with S. Blank and M. Nachman and analyze executory contract and lease issues (3.0); confer with J. Knowles on executory contract assumption issues (.3); confer with M. Burke re: same (.2)	3.50
07/15/04	JM Randleman	Draft memorandum detailing lease rejection damage calculation (3.7); confer with E. Moring re: same (.5)	4.20
07/16/04	MG Burke	Draft memo to G. Neal related to assignment of certain executory contract and effect on Debtors through the Shared Services Agreement (3.7); review Shared Services Agreement (.5); conferences with E. Moring re: same (.5); telephone conferences with G. Neal re: same (.2); revise memo to G. Neal and research issues related to Letter Agreements (2.6)	7.50
07/16/04	JC Knowles	Draft memorandum re: issues with certain executory contracts	3.00
07/16/04	ER Moring	Review and revise memoranda analyzing lease issues and executory contract issues (5.7); conferences with J. Randleman re: lease issues (.5); conferences with M. Burke re: executory contract issues (.5); telephone calls with G. Neal re: foregoing (.4); emails with G. Neal, M. Nachman and S. Blank re: lease and executory contract issues (.3)	7.40
07/16/04	GS Neal	Review matters relating to executory contract and lease issues (3.5); telephone conference with M. Burke re: same (.2); telephone conference with E. Moring re: same (.4)	4.10
07/16/04	JM Randleman	Revise memorandum detailing lease rejection damages (.9); substantial revisions to lease rejection memorandum and draft spreadsheet detailing estimated damages for certain leases (3.8); confer with E. Moring re: same (.5); research re: assignment of executory contracts (1.6)	6.80
07/18/04	MG Burke	Email E. Moring re: certain contracts (.5); research caselaw pertaining to executory contracts (2.2); research comparable cases to determine treatment of such contracts (2.0)	4.70
07/18/04	LB Franzon	Research regarding executory contracts	1.00
07/18/04	ER Moring	Emails with G. Neal and M. Burke re: executory contract issues	.30
07/19/04	ER Moring	Telephone call with M. Nachman re: lease issues (.2); emails with P. Caruso re: contract issues (.2)	.40

Invoice Number: *****

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Executory Contracts & Leases

Date	Name	Narrative	Hours
07/19/04	JM Randleman	Draft form of notice to parties to executory contracts re: assignment (4.3); draft procedure to provide notice of assignment (2.0)	6.30
07/20/04	MG Burke	Email E. Moring on process for assumption motion	.50
07/20/04	JM Randleman	Revise notice of assignment to send to contract parties	2.50
07/21/04	GS Neal	Confer with M. Pagon regarding executory contract assumption issues and email T. Van Wazer regarding same	1.00
07/23/04	PS Caruso	Correspondence and telephone conferences with J. Pooler, M. Nachmann & B. Gruchaz re: broadcast contracts	1.20
07/25/04	JM Randleman	Draft 365 Assumption and Assignment Motion and Order	10.60
07/26/04	JM Randleman	Review and revise assumption and assignment motion (4.3); draft assumption and assignment order (5.0)	9.30
07/26/04	TP Van Wazer	Various e-mails and telephone calls with M. Nachman regarding need to file amendment responding to the FCC's request about terms of executory contracts proposed (.4); draft and forward e-mail to B. Byrnes regarding possible retention for assistance in evaluating terms of proposed contracts (.3)	.70
07/27/04	JM Randleman	Revise assumption and assignment order (2.5); final revisions to assumption and assignment motion (.3)	2.80
07/30/04	JM Randleman	Revise assumption and assignment motion and circulate same via email	1.70
07/31/04	JM Randleman	Revise assumption and assignment motion	3.30
Total Hours			176.50

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 Vendor Issues (Matter No. 30210)
For the Period From July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30210

For professional services rendered through July 31, 2004 re
Vendor Issues:

Fees	\$13,748.00
Total Due This Bill	<u>\$13,748.00</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Vendor Issues

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	1.80	\$700.00	\$1,260.00
JF Conlan	1.70	685.00	1,164.50
TH Yancey	2.60	525.00	1,365.00
GS Neal	1.00	500.00	500.00
ER Moring	.30	425.00	127.50
JB Tatel	.40	295.00	118.00
JC Knowles	28.90	290.00	8,381.00
LB Franzon	3.20	260.00	832.00
Total Hours and Fees	39.90		\$13,748.00

Invoice Number: *****
Pegasus Group

Vendor Issues

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	JC Knowles	Review certain relevant provisions of member agreements (1.00); draft e-mail memorandum re: same (.50); draft motion re: NRTC payment (5.00)	6.50
07/02/04	JF Conlan	Review and revise NRTC motion and communications with T. Lodge, T. Yancey, L. Nyhan and J. Knowles regarding same	1.70
07/02/04	JC Knowles	Draft NRTC escrow motion (1.40); e-mail SABW team re: same with comment (.20); office conference with J. Conlan re: same (.20); revise same (1.00); telephone conference with D. Botler re: same (.40)	3.20
07/03/04	JC Knowles	Correspond with T. Lodge re: NRTC escrow motion	.20
07/07/04	LJ Nyhan	Conference with client regarding NRTC payment issues	.30
07/08/04	JC Knowles	Address issues re: NRTC escrow motion	.50
07/09/04	JC Knowles	Draft NRTC escrow motion (2.90); conduct research re: same (3.00); telephone conference with T. Yancey and J. Tatel re: same; (.40); telephone conference with G. Neal re: same (.30); e-mails with L. Nyhan re: same (.20); e-mails with SABW team and company re: same (.60)	7.40
07/09/04	GS Neal	Conference calls with J. Knowles regarding NRTC escrow motion (.3); review NRTC escrow motion (.5); confer with L. Nyhan regarding same (.2)	1.00
07/09/04	LJ Nyhan	Conference with G. Neal regarding NRTC escrow issues (.20); telephone conference with D. Botter regarding NRTC issues (.20)	.40
07/09/04	JB Tatel	Conference call with T. Yancey and J. Knowles regarding draft motion to pay amounts owed to NRTC in escrow	.40
07/09/04	TH Yancey	Revise draft motion to pay NRTC in escrow	1.40
07/09/04	TH Yancey	Telephone conference (partial) with J. Tatel and J. Knowles on preparation of motion to pay NRTC in escrow	.20
07/11/04	LJ Nyhan	Revise NRTC motion and email J. Knowles regarding same (.50); correspond with D. Botter regarding same (.60)	1.10
07/12/04	LB Franzon	Research and draft memo regarding legal issues relating to NRTC motion	3.20
07/12/04	JC Knowles	Revise NRTC escrow motion (1.60); conduct research re: same	3.80

Invoice Number: *****
Pegasus Group

Vendor Issues

Date	Name	Narrative	Hours
		(1.50); circulate same with comment to SABW, client and committee (.50); telephone conference with T. Yancey re: same (.20)	
07/12/04	TH Yancey	Telephone conference with J. Knowles on revisions to NRTC escrow motion	.20
07/12/04	TH Yancey	Revise NRTC Escrow Motion	.80
07/13/04	JC Knowles	Research issues related to NRTC excrow motion (2.90); draft memorandum re: same (.40); revise NRTC escrow motion (.50); prepare for and file same (.40); telephone conference with E. Moring re: same (.30)	4.50
07/13/04	ER Moring	Telephone calls with J. Knowles re: motion to pay NRTC payments into court registry	.30
07/14/04	JC Knowles	Draft memorandum re: issues related to NRTC escrow motion for G. Neal	2.50
07/15/04	JC Knowles	Finalize memorandum relating to NRTC escrow motion and send materials to G. Neal	.30
Total Hours			<hr/> 39.90

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 Asset Sales (Matter No. 30220)
For the Period From July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30220

For professional services rendered through July 31, 2004 re
Asset Sales:

Fees	\$515,018.50
Total Due This Bill	<u>\$515,018.50</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Asset Sales

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	119.40	\$700.00	\$83,580.00
JF Conlan	23.30	685.00	15,960.50
LA Barden	4.60	590.00	2,714.00
JM Mitnick	6.30	575.00	3,622.50
LR Fullerton	7.20	525.00	3,780.00
TH Yancey	178.80	525.00	93,870.00
GS Neal	131.70	500.00	65,850.00
MJ Kinn	17.50	425.00	7,437.50
ER Moring	105.30	425.00	44,752.50
JH Sklar	144.50	400.00	57,800.00
PS Caruso	131.20	390.00	51,168.00
MG Burke	64.00	310.00	19,840.00
CA Pih	13.00	310.00	4,030.00
JB Tatel	5.30	295.00	1,563.50
JC Knowles	90.80	290.00	26,332.00
JM Randleman	60.80	280.00	17,024.00
LB Franzon	44.70	260.00	11,622.00
ME McClintock	14.20	260.00	3,692.00
EA McDonnell- O'Driscoll	1.20	170.00	204.00
LA Hoeflich	.10	155.00	15.50
JH Elsabee	.70	140.00	98.00
J Margulies	.50	125.00	62.50
Total Hours and Fees	1,165.10		\$515,018.50

Invoice Number: *****

Pegasus Group

Asset Sales

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	LB Franzon	Research legal issues re: settlement and sale and options of various parties (8.5); Email J. Knowles and M. McClintock regarding settlement research (.5)	9.00
07/01/04	JC Knowles	Research creditors' rights of intervention (4.00); draft memorandum re: same (1.80)	5.80
07/01/04	ME McClintock	Research regarding 9019 issues	6.00
07/02/04	LB Franzon	Drafted insert for memo on legal issues re: settlement and sale and options of various parties (5.0); follow-up research on memo regarding same (1.5)	6.50
07/02/04	JC Knowles	Draft memorandum re: sale of assets and use of a 9019 settlement	5.00
07/02/04	ME McClintock	Researching and drafting memorandum regarding creditors/asset sale issues	7.70
07/02/04	GS Neal	Review series of documents relating to corporate reorganization and dividend payments (3.5); confer with Debevoise regarding 2001 reorganization and intercompany transfers (.8); review research regarding same (2.6)	6.90
07/02/04	LJ Nyhan	Assess settlement alternatives and structures and email J. Conlan regarding same (1.80); conference with client, MB and Debevoise (1.30); telephone conference with R. Hahn regarding intercompany issues (.30)	3.40
07/03/04	JF Conlan	Analyze settlement dynamic	.50
07/05/04	TH Yancey	Review and respond to T. Lodge issues list for transaction document	.30
07/06/04	LJ Nyhan	Conference with client regarding settlement issues	2.20
07/07/04	JM Randleman	Research caselaw for sale motion	2.00
07/08/04	PS Caruso	Email L. Nyhan re: DTV discussions	.30
07/08/04	JH Elsabee	Research re sale motion for E. Moring	.70
07/08/04	J Margulies	Research re sale motion for E. Moring	.50
07/08/04	EA McDonnell-O'Driscoll	Research re sale of assets for E. Moring and G. Neal with J. Margulies (.2); calls with N. Drewer re same (.2); review papers re same (.1); conference with J. Elsabee re forwarding asset sale motion and email re same (.2)	.70

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Asset Sales

Date	Name	Narrative	Hours
07/08/04	ER Moring	Review information and materials for sale of assets (.9); emails with G. Neal and J. Knowles re: same (.2); emails with T. Lodge re: meeting with DirecTV (.2); draft motion to sell certain assets (2.5); confer with J. Randleman re: background facts and issues to research regarding 363 sale (.4)	4.20
07/08/04	JM Randleman	Confer with E. Moring re: sale motion	.20
07/08/04	JM Randleman	Research re: caselaw to update sale motion (3.7); confer with E. Moring re: same (.2)	3.90
07/09/04	ER Moring	Draft motion to sell Satellite Assets (4.3); telephone call with R. Keach re: same (.2)	4.50
07/09/04	LJ Nyhan	Review deal proposals	.30
07/09/04	JM Randleman	Research applicable law for sales motion and draft insert re: same	5.50
07/10/04	GS Neal	Confer with T. Lodge, L. Nyhan, M. Puntus, R. Hahn and M. Pagon regarding negotiations with DTV, the Committee and course of action	2.10
07/10/04	LJ Nyhan	Conference call with client and advisors regarding settlement and strategy	2.10
07/10/04	JM Randleman	Update, draft and revise law section of sale motion	2.80
07/10/04	TH Yancey	Attend telephone conference with other Pegasus counsel and advisors on plans for settlement proposal	2.00
07/11/04	ER Moring	Draft motion to sell Satellite Assets	4.80
07/11/04	GS Neal	Review South Plains DBS LP partnership matters	1.30
07/12/04	MG Burke	Draft Sale Notice (2.4); draft procedures Notice (2.1); draft Sale Motion and Assumption Notice (2.3)	6.80
07/12/04	EA McDonnell-O'Driscoll	Conferences with J. Randleman re asset sale order research	.10
07/12/04	ER Moring	Email G. Neal re: proposed sale (.2); email M. Burke and J. Randleman re: issues re: same (.4); draft and revise 363 motion to sell Satellite Assets (6.3); email J. Knowles re: same (.2)	7.10
07/12/04	GS Neal	Confer with S. Blank regarding South Plains issues	.40
07/12/04	LJ Nyhan	Conferences with client (2.20); review deal documents (2.40)	4.60
07/12/04	JM Randleman	Final revisions to law section of sale motion (1.2); draft potential bidding procedures (2.0); draft order approving sale agreement and potential bidding procedures (3.3)	6.50

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Asset Sales

Date	Name	Narrative	Hours
07/12/04	TH Yancey	Review draft asset purchase agreement and global settlement agreement	5.80
07/13/04	LA Barden	Review Asset Purchase Agreement (1.3); correspondence with T. Yancey re: same (.3); review precedent for agreement (.6)	2.20
07/13/04	MG Burke	Revise draft sale order (1.4); Draft and revise Sale Notice (1.8)	3.20
07/13/04	ER Moring	Emails with L. Nyhan, A. Rosenberg, R. Krasnow, K. Hansen re: meetings regarding settlement negotiations (.5); coordinate same (.2)	.70
07/13/04	ER Moring	Review and revise potential bidding procedures (.3); confer with J. Randleman re: same (.1)	.40
07/13/04	GS Neal	Confer with counsel regarding South Plains DBS LP issues	.40
07/13/04	JM Randleman	Draft and revise sale order (2.7); revise language for potential bidding procedures (1.0); draft language for sale motion (2.1)	5.80
07/13/04	TH Yancey	Attend meetings with creditors committee and DirecTV	4.90
07/13/04	TH Yancey	Continue review of asset purchase agreement	2.80
07/14/04	MG Burke	Revise sale motion (1.6); conferences with E. Moring re: same (.2)	1.80
07/14/04	PS Caruso	Conduct legal research and begin drafting memorandum re: South Plains partnership issues	6.70
07/14/04	LB Franzon	Research the effects of bankruptcy on limited partnership	3.40
07/14/04	ER Moring	Confer with M. Burke re: proposed sale (.2); conferences with G. Neal re: tasks to be performed to consummate the deal (.5)	.70
07/14/04	GS Neal	Meetings regarding proposed term sheet and potential deal with DTV and Committee (4.1); confer with E. Moring re: same (.5)	4.60
07/14/04	JM Randleman	Initial draft of sale motion for certain assets	3.00
07/14/04	TH Yancey	Attend meetings with other Pegasus counsel, DirecTV and creditors committee regarding terms of potential asset sales	6.40
07/15/04	PS Caruso	Telephone conferences and correspondence with G. Neal, E. Moring, and J. Conlan re: settlement of claims	2.10
07/15/04	PS Caruso	Finish drafting memorandum re: South Plains DBS, LP partnership issues	6.80
07/15/04	JF Conlan	Multiple communications regarding settlement structure and related issues and analyze same	.50
07/15/04	LB Franzon	Research the effects of bankruptcy on limited partnership	2.40

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Asset Sales

Date	Name	Narrative	Hours
07/15/04	LB Franzon	Review of proposed sale and settlement documents (1.0); Research case law for 9019 motion (2.0)	3.00
07/15/04	JC Knowles	Review memorandum re: certain transfers for background for sale/settlement motion	.40
07/15/04	EA McDonnell- O'Driscoll	Email E. Moring re lease binder, research re same and forward	.40
07/15/04	ER Moring	Confer with G. Neal re: status of issues regarding proposed deal with DirecTV and re: other assets (.5); emails with L. Nyhan and G. Neal re: proposed term sheets (.2); telephone call with G. Neal, P. Caruso re: status of proposals and tasks to be performed (.5); confer with J. Randleman re: 363 motion (.2); review DirecTV proposal (.3); email J. Knowles re: 363 motion and related compromise and settlement (.5); telephone calls with P. Caruso re: same (.3)	2.50
07/15/04	GS Neal	Confer with L. Nyhan on global settlement, asset purchase agreement, and cooperation agreement issues (.4); confer with E. Moring re: same (.5); conference call (partial) with E. Moring and P. Caruso re: same (.2); confer with P. Caruso on South Plains issues (.2)	1.30
07/15/04	LJ Nyhan	Review recovery analysis and conference with client and MB regarding same (1.60); conferences with client regarding settlement issues (1.20); office conference with G. Neal regarding settlement, KERP and APA issues (.40); review transaction document (1.30)	4.50
07/15/04	JM Randleman	Revise sale motion (2.3); confer with E. Moring re: same (.2)	2.50
07/15/04	TH Yancey	Review proposed draft asset purchase agreement terms to prepare for negotiation with creditors and DirecTV	3.00
07/16/04	LA Barden	Review proposed Asset Purchase Agreement; Settlement Agreement and Cooperation Agreement (2.2); conference with C. Abbinante re: same (.2)	2.40
07/16/04	PS Caruso	Begin review of draft transaction documents (3.7); office conference with L. Nyhan regarding same (.6)	4.30
07/16/04	JF Conlan	Email L. Nyhan regarding meetings and analyze settlement structure	.20
07/16/04	ER Moring	Email G. Neal re: motion to assume and assign contracts (.3); email M. Burke and J. Randleman re: issues raised by same (.8); review and revise potential motion to assume and assign contracts (.3); email J. Knowles re: same (.2)	1.60

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Asset Sales

Date	Name	Narrative	Hours
07/16/04	GS Neal	Participate in conference call on proposed settlement/sale transaction (2.3); confer with L. Nyhan, P. Caruso and J. Knowles on research and drafting issues re: same (1.5)	3.80
07/16/04	LJ Nyhan	Conference with DTV, Committee and Company regarding settlement/sale terms and procedure (3.70); conference with G. Neal regarding 07/22/04 hearing issues (.30); conference with P. Caruso regarding settlement motion (.60); review South Plains issues (.30)	4.90
07/16/04	TH Yancey	Attend telephone conference with creditors and DirecTV counsel regarding proposed asset sale terms	1.50
07/17/04	PS Caruso	Review and revise 9019 outline (5.1); office conference with J. Knowles re: same (.4)	5.50
07/17/04	JC Knowles	Draft outline for proposed global settlement/sale motion (6.00); office conference with P. Caruso re: same (.40)	6.40
07/17/04	ER Moring	Review sale and settlement documents distributed by DirecTV	2.00
07/17/04	GS Neal	Confer with L. Nyhan on Settlement Agreement issues (.2); email P. Caruso and J. Knowles regarding same (.3)	.50
07/17/04	LJ Nyhan	Review revised APA/Settlement Agreement (.90); telephone conference with G. Neal regarding same (.20)	1.10
07/17/04	JM Randleman	Research re: reasonable notice standards	5.00
07/17/04	TH Yancey	Telephone conference with T. Lodge on initial comments on settlement and asset sale agreements	.10
07/17/04	TH Yancey	Begin review of revised settlement and asset sale agreements	.60
07/18/04	MG Burke	Review Settlement Agreement (1.0); draft an email to Guy Neal on implications of certain provisions and research same (1.4); confer with E. Moring re: same (.5)	2.90
07/18/04	PS Caruso	Review and revise motion outline re: 9019 settlement and review transaction documents (4.4); telephone conference with E. Moring re: same (.3)	4.70
07/18/04	JF Conlan	Analyze various matters regarding potential agreement	1.50
07/18/04	JC Knowles	Draft outline for global settlement/sale motion	3.30
07/18/04	ER Moring	Emails with T. Lodge and Sidley personnel re: Monday meetings	.30
07/18/04	ER Moring	Review drafts of Asset Purchase Agreement, Cooperation Agreement and Settlement Agreement (2.0); conferences with J. Randleman re: research for executory contract issues relating to sale (.5); conferences with M. Burke re: same (.5); email J.	11.90

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Asset Sales

Date	Name	Narrative	Hours
		Knowles re: contracts (.3); telephone call with P. Caruso re: documenting proposed deal (.3); draft motion to approve sale and possible assumption and assignment of contracts (8.3)	
07/18/04	GS Neal	Review APA, Settlement Agreement and Cooperation Agreement (3.2); confer with T. Yancey regarding meetings week of 7/19 re: same (.2)	3.40
07/18/04	LJ Nyhan	Review and revise APA, SA and Cooperation Agreement	4.60
07/18/04	JM Randleman	Research re: reasonable notice standards and re: executory contract issues, and draft notice procedure portion of sale memorandum (9.7); confer with E. Moring re: same (.5)	10.20
07/18/04	TH Yancey	Attend telephone conference with Pegasus Board to provide update on settlement discussions (1.3) and follow-up call with G. Neal on staffing for revision of sale documents (.2)	1.50
07/18/04	TH Yancey	Revise sale documents and settlement agreement and telephone conferences with T. Lodge on comments	4.80
07/18/04	TH Yancey	Further review of settlement documents and draft comments	4.30
07/19/04	PS Caruso	Attention to outline and drafting of 9019/363 motion (1.7); office conference with J. Knowles re: same (.4)	2.10
07/19/04	JF Conlan	Review various items regarding deal with DTV and analyze same	3.00
07/19/04	LB Franzon	Drafting of legal section for 9019 motion	3.60
07/19/04	MJ Kinn	Telephone conference with T. Yancey (.3); review employee benefits provisions of Asset Sale Agreement (1.5); telephone conference with S. Blank and Jean Renshaw re: same (.5)	2.30
07/19/04	JC Knowles	Telephone conference with L. Nyhan re: global settlement motion (.80); office conference with P. Caruso re: same (.40); telephone conference with E. Moring re: same (.40); draft and research for same (6.30)	7.90
07/19/04	ER Moring	Emails with P. Caruso and J. Knowles re: comments and issues regarding deal documents (.2); telephone call with J. Knowles re: same (.4); telephone call with J. Lucania re: issues relating to same (.3); review comments to deal documents (.3); draft and revise motion to assume and assign contracts (5.2); email J. Randleman re: research re: same (.3); review other transactions for precedent for notice to contract parties (1.1); confer with G. Neal re: issues re: deal structure (.2)	8.00
07/19/04	GS Neal	Meetings with L. Nyhan, T. Yancey and T. Lodge regarding APA, Cooperation Agreement and Global Settlement Agreement	8.80

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Asset Sales

Date	Name	Narrative	Hours
		comments and revisions	
07/19/04	LJ Nyhan	Prepare for and participate in APA, SA and CA negotiations with company and committee (8.70); review and revise settlement motion outline, telephone conference with J. Knowles regarding same (.80)	9.50
07/19/04	JM Randleman	Revise Sale Order to reflect changes in Asset Purchase Agreement	2.30
07/19/04	JH Sklar	Attend meetings with T. Yancey, client and Akin group re: Asset Purchase Agreement and related documents (12.0); prepare and distribute mark-up of Asset Purchase Agreement (5.3)	17.30
07/19/04	TH Yancey	Telephone conferences with M. Kinn, J. Mitnick and A. Ciavarella on specialized review of asset sale agreement	.80
07/19/04	TH Yancey	Meet with T. Lodge, L. Nyhan and J. Sklar on revisions of asset sale agreement	3.00
07/19/04	TH Yancey	Attend meeting with creditors counsel on draft settlement and asset sale documents	3.50
07/19/04	TH Yancey	Attend drafting session with T. Lodge and other Pegasus counsel on settlement and asset sale documents	5.50
07/20/04	PS Caruso	Office conferences with J. Knowles re: 363/9019 motion (.6); attention to same (4.4); telephone conferences with E. Moring re: same (.2)	5.20
07/20/04	PS Caruso	Various correspondence with R. Gruchaz, M. Knachman and J. Levine re: operation and professionals of certain broadcast entity	2.10
07/20/04	JC Knowles	Research for and draft global settlement/sale motion (8.9); office conferences with P. Caruso re: same (.6); telephone conferences with E. Moring re: same (.9)	10.40
07/20/04	JM Mitnick	Review transaction documents for antitrust/HSR issues and draft email summary of advice to T. Yancey re same.	1.00
07/20/04	ER Moring	Emails with T. Lodge, T. Yancey and L. Lotierzo re: ongoing meetings with DirecTV and the creditor constituencies	.30
07/20/04	ER Moring	Meeting with Pegasus working group re: comments to Cooperation Agreement (1.0); review and revise Cooperation Agreement (3.0); emails with P. Caruso and J. Knowles re: issues re: documenting global settlement and sale (.4); telephone calls with J. Knowles re: same (.9); telephone calls with P. Caruso re: same (.2); draft and revise motion to approve assumption and assignment of contracts (3.8); email J. Randleman re: issues re:	9.80

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Asset Sales

Date	Name	Narrative	Hours
		same (.3); email M. Burke re: same (.2)	
07/20/04	GS Neal	Meetings at SABW with company and creditors committee to discuss revisions to APA, Cooperation Agreement and Global Settlement Agreement (3.6); meetings at WGM to discuss deal points and changes to deal documents (6.2)	9.80
07/20/04	LJ Nyhan	Conferences with client regarding settlement negotiations (3.10); conferences with committee regarding SA, APA and CA issues (1.80); negotiations with DTV (6.20)	11.10
07/20/04	JM Randleman	Revise Sale Order to reflect Asset Purchase Agreement changes to Motion	4.50
07/20/04	JH Sklar	Attend meeting with T. Yancey, Client and Akin Gump re: Asset Purchase Agreement (2.00); revise Asset Purchase Agreement (1.5); attend meeting with working group at Weil Gotshal (6.0); draft Confidentiality Agreement (1.3)	10.80
07/20/04	TH Yancey	Attend drafting session with T. Lodge, L. Nyhan, other members of Pegasus team and creditors counsel to provide comments on asset sale and settlement documents	4.80
07/20/04	TH Yancey	Attend meeting with DirecTV's counsel to discuss comments and issues	5.40
07/21/04	PS Caruso	Attention to Settlement Agreement and Purchase Agreement and 9019 motion	2.40
07/21/04	JF Conlan	Communications with L. Nyhan and analyze settlement related issues	1.30
07/21/04	LB Franzon	Research regarding 1146(c) and transfer taxes (2.0); Review and insert parts of the 9019 motion (2.0)	4.00
07/21/04	MJ Kinn	Review employee benefit provisions of Asset Sale Agreement and provide comments to S. Blank and T. Young 2.6); telephone conference with R. Hardy re: employee issues implicated by proposed transaction (.4)	3.00
07/21/04	JC Knowles	Draft global settlement/sale motion (10.3); telephone conference with E. Moring re: same (.5)	10.80
07/21/04	ER Moring	Review and revise motion to assume and assign contracts (1.9); review current deal documents (1.1); email M. Burke re: form of notice regarding cure claim procedures (.4); telephone call with J. Knowles re: structure and issues regarding global settlement (.5)	3.90
07/21/04	GS Neal	Meetings at WGM regarding APA, Cooperation Agreement and Global Settlement Agreement	3.60

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Asset Sales

Date	Name	Narrative	Hours
07/21/04	LJ Nyhan	Conferences with client regarding APA, SA and CA (3.20); negotiations with DTV, Committee and PCC regarding APA, SA and CA (7.20); revisions to transaction documents (.80)	11.20
07/21/04	JH Sklar	Revise Confidentiality Agreement (.4); attend meeting of Working Group at Weil Gotshal to discuss Confidentiality Agreement (6.7); negotiate Confidentiality Agreement with L. Hunter (1.0); further revise Confidentiality Agreement (1.0); meeting with T. Yancey, L. Nyhan and T. Lodge re: Cooperation Agreement (5.3); draft and consolidate comments to Cooperation Agreement (4.1)	18.50
07/21/04	JB Tatel	Email T. Yancey re: settlement documents and research assignment (.5); draft summary of litigation for settlement papers (1.0)	1.50
07/21/04	TH Yancey	Review draft cooperation agreement and begin drafting comments	.90
07/21/04	TH Yancey	Attend meeting with T. Lodge, L. Nyhan and J. Sklar to revise cooperation agreement	5.30
07/21/04	TH Yancey	Attend meeting with DirecTV and creditors to negotiate asset purchase agreement and related documents	6.70
07/22/04	PS Caruso	Attention to review and revision of proposed settlement motion	6.30
07/22/04	PS Caruso	Telephone conferences and correspondence with Pegasus re: South Plains and certain broadcast entities	1.90
07/22/04	JF Conlan	Review settlement motion and analyze same (1.5); office conferences with J. Knowles regarding same (.3); telephone conference with L. Nyhan regarding same (.2); analyze valuation related points (.8)	2.80
07/22/04	LB Franzon	Research for 9019 settlement motion (.1); Research and drafting for the 363 section of the settlement motion (8.2)	8.30
07/22/04	MJ Kinn	Telephone conference with S. Blank and G. Neal (.4) and prepare comments to (2.2)employee benefit provisions of Asset Sale Agreement; telephone conference with R. Hardy re: same (.2)	2.80
07/22/04	JC Knowles	Research for and draft global settlement/sale motion (7.0); office conference with J. Conlan re: same (.3)	7.30
07/22/04	JM Mitnick	Address potential HSR issues involved in proposed transaction (1.0); review of ownership and bankruptcy issues (.8); meeting with E. Moring re: same (.2)	2.00
07/22/04	ER Moring	Draft and revise proposed notice to parties to contracts re: assignment of agreements (2.4); review and revise motion to approve global settlement and sale of assets (2.3); confer with J.	4.90

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Date	Name	Narrative	Hours
		Mitnick re: same (.2)	
07/22/04	GS Neal	Confer with T. Yancey regarding APA issues concerning tax and employee benefits (.8); confer with M. Kinn and Scott Blank regarding employee issues relating to APA (.4); email R. Hardy on employee issues relating to APA (.4); mark-up APA to reflect employee and tax issues (1.4); confer with T. Lodge on South Plains DBS LP issues (.3); confer with D. Botter regarding same and prepare summary memorandum (2.0); confer with PCC counsel on APA issues (.5); confer with MBL on schedules and valuation issues (.4)	6.20
07/22/04	LJ Nyhan	Conference with client regarding SA, CA and APA (3.60); negotiations with DTV and Committee regarding same (7.60)	11.20
07/22/04	JH Sklar	Revise comments to Cooperation Agreement (2.5); negotiations at Weil Gotshal re: deal documents (8.5)	11.00
07/22/04	JB Tatel	Finalize draft of summary of litigation for settlement documents	3.00
07/22/04	TH Yancey	Attend meeting with counsel for creditors and DirecTV to negotiate asset sale documents and draft additional agreement language	9.10
07/22/04	TH Yancey	Provide comments on draft cooperation agreement	1.50
07/22/04	TH Yancey	Coordinate with G. Neal on review of APA sections on various matters	.50
07/23/04	PS Caruso	Telephone conferences with MB re: recovery analysis (.20); prepare outline for MB recovery analysis (2.7); telephone conferences and correspondence with G. Neal and E. Moring re: transaction agreements (2.0); review transaction documents (2.1); continue review of motion (1.0); office conferences with J. Knowles re: same (.4)	8.40
07/23/04	JF Conlan	Review and revise settlement motion and analyze same (.7); review communications on various related items (.5)	1.20
07/23/04	LB Franzon	Research regarding 363 for the settlement motion	1.80
07/23/04	MJ Kinn	Review and revise ERISA provisions to Asset Purchase Agreement	2.50
07/23/04	JC Knowles	Draft and revise global settlement/sale motion (2.9); office conference with P. Caruso re: same (.4); telephone conference with E. Moring re: same (.5); telephone conference with J. Tatel re: same (.2)	4.00
07/23/04	ER Moring	Telephone calls with T. Lodge re: meeting logistics	.20

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Date	Name	Narrative	Hours
07/23/04	ER Moring	Review revised deal documents (.5); telephone call with P. Caruso re: same and motions to approve the transaction (.2); telephone calls with J. Knowles re: same (.5)	1.20
07/23/04	GS Neal	Conference calls with Michael Kinn and R. Hardy regarding ERISA and employees benefits matters (.5); confer with T. Lodge and T. Yancey regarding same (.5); confer with T. Yancey and L. Nyhan on APA, Cooperation Agreement and Global Settlement Agreement (2.4); confer with T. Lodge, D. Botter and G. Huffaker on South Plains DBS LP issues (.9); confer with S. Heyman and T. Yancey on tax issues (.5)	4.80
07/23/04	LJ Nyhan	Revise settlement motion, conference with J. Knowles regarding same (3.20); conferences with client regarding SA, CA and APA (2.50); review revised agreements (2.30)	8.00
07/23/04	JH Sklar	Meeting with T. Yancey and T. Lodge (1.5); review and comment on various transaction documents (4.3)	5.80
07/23/04	JB Tatel	Edit draft of section on litigation in settlement documents (.4); telephone call with T. Yancey re: settlement negotiations (.2); telephone call with J. Knowles re: settlement issues (.2)	.80
07/23/04	TH Yancey	Review asset purchase agreement provisions regarding employee and benefit matters and consult with M. Kinn and G. Neal on such matters	.80
07/23/04	TH Yancey	Revise asset purchase agreement provisions regarding tax matters	2.30
07/23/04	TH Yancey	Telephone conferences with J. Tatel on recitals on litigation for settlement agreement (.2) and revising recitals (2.7)	2.90
07/23/04	TH Yancey	Meet with T. Lodge and J. Sklar to review further revisions of asset purchase agreement	1.50
07/24/04	PS Caruso	Analysis re: South Plains operations	.50
07/24/04	PS Caruso	Review and provide comments on transaction documents	6.80
07/24/04	JF Conlan	Review and revise motion to settle and analyze issues relating to settlement (3.8); telephone conference with L. Nyhan regarding same (.4); review communications regarding same (.6)	4.80
07/24/04	MJ Kinn	Telephone conference with Alan Levine re: ERISA matters re: APA	.80
07/24/04	JC Knowles	Communications with SABW team re: revisions to global motion (.60); revise same (3.00)	3.60
07/24/04	ER Moring	Emails with G. Neal, M. Burke and J. Randleman re: sale and settlement issues, document and tasks to be performed (.5);	1.80

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Asset Sales

Date	Name	Narrative	Hours
		review deal documents (1.0); telephone call with G. Neal re: tasks to be performed to resolve open issues and document transaction (.3)	
07/24/04	GS Neal	Review issues surrounding APA, Global Settlement Agreement and Cooperation Agreement (3.2); confer with L. Nyhan on course of action (.5); confer with E. Moring re: same (.3); review draft of settlement motion (1.0); review South Plains issues (.9)	5.90
07/24/04	LJ Nyhan	Revise APA, CA and SA (2.90); conference with J. Conlan regarding settlement motion (.40); review settlement motion revisions (1.00); office conference with G. Neal regarding South Plains and KERP issues (.50)	4.80
07/24/04	JM Randleman	Review Asset Purchase Agreement, Letter Agreement and Cooperation Agreement	.50
07/24/04	JH Sklar	Review revised Asset Purchase Agreement and review each person's comments on same (3.5); read public SEC filings of Pegasus and review notes from negotiations (.5); review cooperation agreement (3.5); consider acquisition of SouthHill warranty equity holder and read memo on Ownership and voting issues wrt thereto (2.0); comment on Asset Purchase Agreement and cooperation Agreement and prepare consolidated comments from group (8.5)	18.50
07/24/04	TH Yancey	Review draft asset sale and settlement documents and provide comments	5.90
07/25/04	MG Burke	Exchanges of emails with G. Neal regarding South Plains purchase (1.0); research issues related to same and partnership issues (3.2); draft summary email to G. Neal (.6); draft Side Agreement to the Asset Purchase Agreement (2.8); review Asset Purchase Agreement (1.8); conferences with E. Moring regarding Motion to Assume contracts (.6); draft Asset Purchase Agreement for South Plains assets (1.8)	11.80
07/25/04	PS Caruso	Respond to correspondence re: settlement motion and South Plains and review transaction documents	3.30
07/25/04	JF Conlan	Email L. Nyhan regarding settlement motion (.4); analyze deal (1.4); revise settlement motion (2.2)	4.00
07/25/04	JC Knowles	Revise global settlement/sale motion (4.4); telephone conference with E. Moring re: same (.4)	4.80
07/25/04	ER Moring	Review revised deal documents (2.7); review and revise motion to assume and assign executory contracts (4.1); conferences with M. Burke re: motions required to approve the transaction with	9.50

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Asset Sales

Date	Name	Narrative	Hours
		DirecTV (.3); review and revise side letter agreement regarding South Plains (1.0); confer with M. Burke re: same and re: research regarding sale of assets (.3); emails with G. Neal and M. Burke re: same (.4); telephone calls with J. Knowles re: global settlement issues (.4); telephone call with J. Sklar re: same (.3)	
07/25/04	GS Neal	Review and revise APA, Global Settlement Agreement and Cooperation Agreement (3.0); meetings at WGM to negotiate and revise APA, Global Settlement Agreement and Cooperation Agreement (13.50)	16.50
07/25/04	JH Sklar	Prepare consolidated comments on cooperation agreement (1.7); telephone conferences with E. Moring re: same (.3); meeting at Weil Gotshal to negotiate each agreement (13.0)	15.00
07/25/04	TH Yancey	Attend meeting with counsel for PCC, creditors and DirecTV to negotiate asset sale and settlement documents	14.00
07/25/04	TH Yancey	Continue to review draft asset sale and settlement documents and provide comments	4.50
07/26/04	MG Burke	Review and revise South Plains Partnership Purchase Agreement (2.8); email with C. Pih, G. Neal and J. Sklar re: same (.9)	3.70
07/26/04	PS Caruso	Review and provide comments to settlement motion and transaction documents (7.6); telephone conference with E. Moring re: same (.2)	7.80
07/26/04	PS Caruso	Review documents in connection with 2001 reorganization and June 2002 dividends	2.00
07/26/04	PS Caruso	Attend to open issues with respect to Broadcast and South Plains L.P. in connection with related motions	1.00
07/26/04	JF Conlan	Review settlement motion language (.7); office conference with L. Nyhan regarding same (.3)	1.00
07/26/04	LB Franzon	Review of settlement motion in connection with notice section	.70
07/26/04	MJ Kinn	Telephone conference with T. Yancey (.3); review IRC regulations re: COBRA (1.2); review and revise Asset Purchase Agreement ERISA provisions (2.3)	3.80
07/26/04	JC Knowles	Draft and revise settlement/sale motion (7.6); telephone conferences with E. Moring re: same (.4)	8.00
07/26/04	JM Mitnick	Review and comment on revised proposed transaction documents	1.00
07/26/04	ER Moring	Telephone calls with J. Knowles re: settlement motion and issues re: same and re: potential 365 motion (.4); emails with S. Blank, T. Yancey and J. Sklar re: schedules to asset purchase agreement	6.10

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		and resolutions authorizing transaction (.5); review schedules as they pertain to executory contracts (.3); emails with J. Randleman re: same (.2); email J. Randleman re: comments and issues re: 365 motion (.5); review and revise 365 motion and order (3.2); confer with G. Neal re: issues re: same (.5); telephone call with P. Caruso re: issues re: deal with DirecTV (.2); telephone calls with J. Sklar re: schedules and procedural aspects of asset purchase agreement (.3)	
07/26/04	GS Neal	Meetings concerning South Plains issues and negotiations with South Plains counsel (2.6); review South Plains deal documents (.5); meetings and negotiations concerning revisions to APA, Global Settlement Agreement and Cooperation Agreement (6.4)	9.50
07/26/04	LJ Nyhan	Conferences with G. Neal regarding APA and SA (.70); conference with J. Conlan regarding settlement motion (.30); revise motion (.90)	1.90
07/26/04	CA Pih	Draft Membership Interest Purchase Agreement (3.5); review precedent documents to assist in drafting (2.5); discussions with Jamie Sklar and Guy Neal re: Membership Interest Purchase Agreement drafting matters (0.3); discussion with Jamie Sklar re: membership interest purchase matters (0.2)	6.50
07/26/04	JH Sklar	Draft acquisition agreement for South Plain's Partnership interest (1.8); coordinate with J. Mitnik re: HSR (.2); meet with Chris Pih (.5); telephone conference with E. Moring (.3); attention to document (8.60); meet with T. Yancey re: same (.4)	11.80
07/26/04	TH Yancey	Telephone conferences with M. Kinn and R. Hardy re: APA (.5); telephone conference with N. Tong on employee benefit and other employee issues in asset sale agreement (.5); provide summary of issues to Pegasus (.4); revise language in draft asset sale agreement (1.8)	3.20
07/26/04	TH Yancey	Review new drafts of asset sale agreement, settlement agreement and cooperation agreement (8.7); office conference with J. Sklar (.4) and telephone conferences with T. Lodge and R. Parks (1.4) re: comments on same	10.50
07/26/04	TH Yancey	Email M. Warden re: recitals to Settlement Agreement and revise recitals	1.50
07/27/04	MG Burke	Draft amendment to the Partnership Agreement between Golden Sky Systems and LEC (4.2); research Texas Partnership Law with respect to issues relating to same (2.0); draft emails to G. Neal and J. Sklar re: same (.4); revise Partnership Interest purchase agreement (2.2); numerous telephone conferences and	10.40

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		email exchanges with J. Sklar, C. Pih, and G. Neal re: same (1.1); conferences with E. Moring re: South Plains agreement (.5)	
07/27/04	PS Caruso	Begin drafting settlement order (4.4); correspond with L. Samples, S. Blank and J. Pooler re: inter-company analysis (1.0); review and provide comments to settlement motion and transaction documents (6.2); telephone conference with E. Moring re: same (.3)	11.90
07/27/04	JF Conlan	Communications with G. Neal regarding various aspects of settlement and analyze same	1.00
07/27/04	LB Franzon	Drafted and researched notice section in connection with settlement motion	2.00
07/27/04	LR Fullerton	Talk to T. Yancey about antitrust and HSR Act issues in draft deal documents (.50); review and comment on draft Cooperation Agreement (1.50); review and comment on draft Asset Purchase Agreement (.50)	2.50
07/27/04	MJ Kinn	Telephone conference with T. Yancey (.7); review IRC regulations re: COBRA (.5); review and revise Asset Purchase Agreement ERISA provisions (1.1)	2.30
07/27/04	JC Knowles	Revise settlement/sale motion (2.5); telephone conference with E. Moring re: same (.3)	2.80
07/27/04	ME McClintock	Conference call with G. Neal regarding partnership issues	.50
07/27/04	ER Moring	Review and revise motion to assume and assign contracts and proposed order re: same (2.8); email J. Randleman re: comments to same (.4); telephone call with J. Knowles re: motions to approve deal documents (.3); telephone call with P. Caruso re: issues re: deal documents and strategy (.3); conferences with M. Burke re: South Plains issues (.5)	4.30
07/27/04	GS Neal	Meetings at WGM regarding APA, GLocal Settlement Agreement, and Cooperation Agreement (10.5); revise South Plains acquisition papers and confer with T. Lodge regarding same (1.1); confer with M. McClintock re: same (.5)	12.10
07/27/04	LJ Nyhan	Revise settlement motion (1.40); negotiations and document revisions regarding APA, CA and SA (4.80)	6.20
07/27/04	CA Pih	Review, revise and edit Membership Interest Purchase Agreement (3.7); review precedent documents to assist in drafting (1.0); discussions with Michael Burke, Jamie Sklar and Guy Neal re: transaction matters (0.5); review Partnership Agreement (0.8); telephone call (in part) with Scott Blank, Matthew McClintock, Guy Neal and Jamie Sklar re: draft Membership Interest	6.50

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		Purchase Agreement (0.3); discussions with M. Burke re: same (0.2)	
07/27/04	JM Randleman	Research re: Texas partnership law for South Plains DBS Sale Motion	.40
07/27/04	JH Sklar	Review APA draft, review and revise South Plains Partnership Interest Purchase Agreement (5.0); meetings at Weil Gotshal (5.5); review and comment on side letter (1.0); review and comment on Letter of Credit (.5); telephone call, attention to document (1.0)	13.00
07/27/04	TH Yancey	Attend meeting with counsel for DirecTV and Creditors to negotiate asset sale documents and review and revise recitals to settlement agreement	6.40
07/27/04	TH Yancey	Telephone conferences with L. Fullerton (.5), S. Heyman (.3) and M. Kinn (.7) re: antitrust, state tax and benefits provisions of asset sale agreement	1.50
07/27/04	TH Yancey	Review settlement agreement	1.20
07/27/04	TH Yancey	Review South Plains purchase agreement and provide comments	.80
07/27/04	TH Yancey	Review letter of credit and provide comments	.70
07/27/04	TH Yancey	Attend telephone conference meeting of Pegasus board to report on status of negotiations	1.00
07/28/04	MG Burke	Revise the amendment to the Partnership Agreement (2.1); draft Motion to approve the purchase of LEC, Inc's Partnership interest (2.6); revise purchase agreement for partnership interest (1.7); research Texas Partnership Laws (.8); conference with E. Moring re: same (.4)	7.60
07/28/04	PS Caruso	Draft and revise sale order	7.90
07/28/04	PS Caruso	Review and revise Settlement Motion	2.20
07/28/04	LR Fullerton	Talk to T. Yancey (three times) about HSR compliance issues (1.20); review and provide comment on revised Cooperation Agreement (.90); review revised draft asset purchase agreement (.50); talk to D. Pearlstein about HSR issues and the Cooperation Agreement (.40); talk to J. Mitnick about HSR issues (.40); review research materials about HSR compliance issues (.60)	4.00
07/28/04	LA Hoeflich	Retrieve sale pleadings for P. Caruso	.10
07/28/04	JM Mitnick	Review/comment on transaction documents as they relate to the HSR notification process; review facts re same; telephone call with L. Fullerton re HSR advice (.4).	1.50

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
07/28/04	ER Moring	Conferences with G. Neal re: status and tasks to be performed to approve deal (.3); email J. Knowles re: same (.3); email P. Caruso re: same (.3); email J. Mitnick re: Hart-Scott-Rodino issues regarding sale to DirecTV (.5); review and analyze information relevant to HSR issues (1.5); review and revise amendment to South Plains Partnership Agreement and agreement to purchase interest of limited partner (2.3); confer with M. Burke re: issues and comments re: same (.4); telephone call with R. Keach re: status conference and issues regarding DirecTV sale (.3); emails with J. Mitnick re: HSR information (.2); email J. Randleman re: motion to assume and assign contracts (.2)	6.30
07/28/04	GS Neal	Meetings at WGM regarding revisions to APA, Cooperation Agreement, Global Settlement Agreement and South Plains acquisition	12.60
07/28/04	GS Neal	Confer with S. Blank on South Plains DBS LP	.30
07/28/04	LJ Nyhan	Board conference calls (2.80); negotiations regarding APA, SA and CA (3.80); conferences with client regarding deal issues (1.20); conference with subdebt regarding deal challenges (.80)	8.60
07/28/04	JH Sklar	Revise South Plains Agreement (1.0); negotiations and document review at Weil Gotshal (16.0)	17.00
07/28/04	TH Yancey	Attend negotiations with DirecTV counsel on asset sale documents and review successive drafts	12.50
07/28/04	TH Yancey	Telephone conferences with L. Fullerton re: HSR implications of cooperation agreement	1.20
07/28/04	TH Yancey	Attend meeting with counsel for Creditors to discuss asset sale documentation	1.00
07/28/04	TH Yancey	Review draft asset sale documents	3.00
07/29/04	MG Burke	Review and amend the motion to purchase the general partnership interest in South Plains (3.1); conferences with E. Moring on motion (.3); review docket (.2)	3.60
07/29/04	PS Caruso	Telephone conferences with MBL re: analysis of litigation recovery (1.1); correspond with Pegasus re: inter-company transfers (1.3); office conference with L. Nyhan re: settlement motion (.4); review and revise transaction documents, correspond with G. Neal re: same (1.3)	4.10
07/29/04	PS Caruso	Revise Settlement Motion	8.80
07/29/04	JF Conlan	Telephone conference with G. Neal regarding negotiations (.2);	1.00

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		analyze conferences with in connection with settlement motion and analyze issues regarding same (.8)	
07/29/04	LR Fullerton	Review portions of asset purchase agreement concerning HSR issues (.30); review portions of revised Cooperation Agreement forwarded by T. Yancey (.40)	.70
07/29/04	JC Knowles	Revise settlement/sale motion	4.20
07/29/04	JM Mitnick	Review current draft documents for antitrust/HSR issues.	.80
07/29/04	ER Moring	Emails with G. Neal, P. Caruso and J. Knowles re: status of deal documents (.2); telephone call with J. Knowles re: 9019 motion (.2); telephone conference with S. Blank and J. Pooler re: same (.2); confer with M. Burke re: South Plains motion (.3); emails with G. Neal, J. Sklar and M. Burke re: partnership issues (.2); confer with J. Randleman re: asset sale motion (.2); review proposed transaction for same (.2)	1.50
07/29/04	GS Neal	Meetings at WGM to finalize APA, Cooperation Agreement, Global Settlement Agreement, South Plains purchase and Letter Agreement	11.20
07/29/04	LJ Nyhan	Revise settlement motion and conferences with client, bankers regarding same (2.80); negotiations regarding subdebt, committee members APA, CA and SA; multiple conferences with client regarding same (4.40)	7.20
07/29/04	JM Randleman	Draft and revise Motion to sell certain assets (1.8); confer with e. Moring re: same (.2)	2.00
07/29/04	JH Sklar	Negotiate South Plains deal and other transaction documents and review same at Weil Gotshal	5.80
07/29/04	TH Yancey	Telephone conferences with T. Lodge, G. Neal and J. Sklar re: South Plains acquisition and provide comments on South Plains asset purchase agreement	1.10
07/29/04	TH Yancey	Review and provide comments on motion for approval of settlement	4.20
07/29/04	TH Yancey	Review asset sale documents and conduct final negotiations with counsel for DirecTV	4.30
07/29/04	TH Yancey	Attend meetings with co-counsel and counsel for DirecTV re: negotiations with creditors on settlement	2.60
07/30/04	MG Burke	Review revised Asset Purchase Agreement (.4); revise motion to purchase South Plains Partnership interest (2.8); conferences with E. Moring re: same (.5); confer with G. Neal re: same (.4);	5.50

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		draft Order (1.4)	
07/30/04	PS Caruso	Review 365 motion and order (1.0); correspond with L. Nyhan re: intercompany transfers (.7); correspond with G. Neal re: transaction documents and closing (.5); review and revise Settlement Motion (5.0)	7.20
07/30/04	JF Conlan	Email L. Nyhan regarding settlement motion and timing and analyze same	.50
07/30/04	JC Knowles	Revise settlement/sale motion (1.8); telephone conference with E. Moring re: same (.2)	2.00
07/30/04	ER Moring	Emails with T. Yancey, G. Neal, J. Sklar, P. Caruso and J. Knowles re: executed deal documents and likely hearing date (.5); telephone call with J. Knowles re: 9019 motion (.2); emails with P. Caruso re:same (.2); conferences with J. Randleman re: 365 Motion (.4); conferences with M. Burke re: South Plains motion (.5); review final deal documents (2.0)	3.80
07/30/04	GS Neal	Review matters relating to hearing on settlement/sale transaction (.3), confer with Debevoise regarding letter agreement issues (.3); confer with S. Blank regarding KERP and asset sale issues (.4); confer with M. Burke regarding South Plains issues (.4); review and revise settlement/sale motion (1.6)	3.00
07/30/04	LJ Nyhan	Status conference with court (.40); conferences with committee, PCC and DirecTV regarding hearing, motion issues, sub-debt issues (3.60); revisions to settlement motion and correspond with P. Caruso and J. Knowles regarding same (1.70); telephone conference with T. Yancey regarding same (.40); review support material (.80); conferences with client (1.30)	8.20
07/30/04	JM Randleman	Draft and revise sale motion (3.1); confer with E. Moring re: same (.4)	3.50
07/30/04	TH Yancey	Respond to G. Neal for comments on motion for approval of settlement	.10
07/30/04	TH Yancey	Telephone conference with L. Nyhan re: comments on approval motion	.40
07/30/04	TH Yancey	Respond to e-mail from E. Moring for form of settlement documents and obtain documents from Weil Gotshal	.50
07/31/04	MG Burke	Draft Motion with respect to South Plains limited partnership (6.2); exchange of emails with E. Moring and G. Neal (.5)	6.70
07/31/04	PS Caruso	Revise settlement motion and review comment from parties in interest on same (5.5); telephone call with Debevoise (counsel to	8.90

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		PCC), Weil (counsel to DTV) and Akin Gump (counsel to committee) re: same (1.8); telephone calls and office conferences and correspondence with L. Nyhan, E. Moring G. Neal and J. Knowles re: same (1.6)	
07/31/04	JC Knowles	Revise settlement/sale motion (2.90); telephone conference with E. Moring re: same (.20); conference call (in part) with Debevoise, Weil, Akin and Sidley team re: same (1.00)	4.10
07/31/04	ER Moring	Review and revise motion to assume and assign executory contracts (1.3); telephone call with P. Caruso re: 9019 motion (.2); review and revise motion to approve purchase of general partnership interest regarding South Plains Limited Partnership (1.0); telephone call with J. Knowles re: revisions to deal documents and issues re: same (.2); email M. Burke re: South Plains motion (.3)	3.00
07/31/04	GS Neal	Conference call with L. Nyhan regarding settlement/sale motion (.2); conference call with Committee and DTV counsel regarding same (1.7); review and revise sale motion (.8)	2.70
07/31/04	LJ Nyhan	Conference with DirecTV and Committee regarding settlement motion and issues (1.80); revise press release, conference with client regarding same (.40); conferences with client regarding transition and disclosure issues (.80); conferences with team members regarding motion revisions, South Plains motion, assumption motion (.80)	3.80
07/31/04	JM Randleman	Draft and circulate email with revised assumption motion	.20
07/31/04	TH Yancey	Attend telephone conference with counsel for DirecTV and creditors committee re: comments on settlement approval motion	1.50
07/31/04	TH Yancey	Review revised recovery analysis	.30
07/31/04	TH Yancey	Exchange emails with P. Ostroff re: implementing stay under settlement	.50
07/31/04	TH Yancey	Review and provide further comments on settlement approval motion	1.90
Total Hours			1,165.10

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 July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D. C.

FEDERAL ID 36-4474078

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30240

For professional services rendered through July 31, 2004 re
Professional Retention:

Fees	\$27,926.00
Total Due This Bill	<u>\$27,926.00</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Professional Retention

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	.20	\$500.00	\$100.00
ER Moring	27.90	425.00	11,857.50
PS Caruso	3.20	390.00	1,248.00
MG Burke	13.90	310.00	4,309.00
JC Knowles	.50	290.00	145.00
JM Randleman	18.10	280.00	5,068.00
ME McClintock	8.80	260.00	2,288.00
EA McDonnell- O'Driscoll	4.70	170.00	799.00
NJ Lusk	10.80	155.00	1,674.00
J Margulies	3.50	125.00	437.50
Total Hours and Fees	91.60		\$27,926.00

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Pegasus Group

Professional Retention

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	MG Burke	Work related to King and Spalding Retention Application (2.7); draft affidavits (1.1)	3.80
07/01/04	PS Caruso	Finalize Chanin engagement letter	1.00
07/01/04	NJ Lusk	Review dockets and continue to prepare documents for Retention Binders	3.30
07/01/04	J Margulies	Research and forward Miller Buckfire retention signed order to E. McDonnell	.30
07/01/04	EA McDonnell-O'Driscoll	Conference with E. Moring re Notice of Hearing of papers to be filed/served tomorrow (PWC, King & Spalding, Hoechst retention papers) (.2); draft same (.3)	.50
07/01/04	EA McDonnell-O'Driscoll	Conference with J. Margulies re Miller Buckfire retention order and email same to J. Randleman	.30
07/01/04	ER Moring	Review and revise retention applications for King & Spalding and Herbein (2.6); conferences with J. Randleman re: same (.5); telephone calls with S. Blank re: same (.2); telephone call with S. Birbrower and J. Graham re: King & Spalding's retention application (.5); emails to R. Keach and S. Dilios re: service and filing of retention applications (.2); confer with E. McDonnell re: same (.2)	4.20
07/01/04	JM Randleman	Telephone call with Carl Herbein (.2); review and revise Herbein retention application, affidavit and order following conversation with Carl Herbein (1.9); telephone call with W. Molloie of PwC (.1); review and revise PwC application and order (1.2); draft emails to distribute drafts of applications to parties for approval (.8); telephone call with King & Spalding team re: retention application (.5); review and revise King & Spalding retention application (1.7); confer with E. Moring re: retention applications (.5)	6.90
07/02/04	NJ Lusk	Review dockets and continue to prepare documents for Retention Binders	5.50
07/02/04	J Margulies	Research and forward PricewaterHouse, Herbein, and King and Spalding retention application to E. Moring, J. Randleman, A. Cummings, E. McDonnell	.80
07/02/04	ER Moring	Review and revise retention applications and orders for PwC, Herbein and King & Spalding (2.9); emails with S. Blank re: same (.2); emails with R. Keach re: service and filing of same	4.10

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Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
		(.2); draft pro hac vice application for G. Neal (.3); telephone call with R. Keach re: service and filing of retention applications (.3); emails with G. Neal re: same (.2)	
07/02/04	JM Randleman	Final review and revision of Herbein and PwC retention applications and prepare documents to send for filing	2.00
07/06/04	JC Knowles	Address issues re: Steering Committee counsel invoice	.50
07/06/04	NJ Lusk	Review dockets and continue to prepare documents for Retention Binders	2.00
07/06/04	ER Moring	Confer with J. Randleman re: issues re: ordinary course professionals	.20
07/06/04	JM Randleman	Draft email to retain professionals detailing compensation procedures (2.0); confer with E. Moring re: ordinary course professionals (.2)	2.20
07/07/04	MG Burke	Review Exhibits and file Retention applications for Miller Buckfire, Kekst and Hewitt Associates (2.0); telephone conferences regarding same (.2); modify and revise Retention documents (1.0)	3.20
07/07/04	MG Burke	Telephone conference with J. Graham at King and Spalding and telephone conferences with M Azer on Retention Application	.80
07/07/04	MG Burke	Draft Retention Applications and Orders (3.0); draft affidavits (1.2)	4.20
07/07/04	ER Moring	Review and revise email to retained professionals re: procedures	.30
07/08/04	ER Moring	Review and revise email to retained professionals re: interim compensation procedures (.3); telephone call with R. Keach re: process of serving and filing same (.3)	.60
07/08/04	JM Randleman	Draft and send email to all retained professionals re: compensation procedures	1.00
07/13/04	ER Moring	Review orders retaining committee counsel (.2); telephone call with R. Keach re: same and re: retention applications for committee's financial advisors (.2); review retention applications for committee's financial advisors (.2)	.60
07/15/04	J Margulies	Research and forward Professional Fee Statements and Applications for J. Randleman	.70
07/15/04	ER Moring	Telephone call with D. Botter re: issues regarding PwC and King & Spalding retention applications (.2); telephone call with N. Hazan re: same (.2); review committee's applications to retain	.80

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Professional Retention

Date	Name	Narrative	Hours
		financial advisors (.4)	
07/16/04	MG Burke	Review Greenhill retention application and address issues relating to same (.8); email E. Moring re: same (.3)	1.10
07/16/04	ER Moring	Telephone call with S. Blank re: issues raised by committee regarding King & Spalding retention (.2); telephone call with N. Hazan re: same (.2); emails with J. Pooler, S. Blank and G. Neal re: issues raised by committee to PwC retention (.2)	.60
07/19/04	EA McDonnell-O'Driscoll	Conference with E. Moring re list of Debtors's professionals and ordinary course professionals (.1); draft list of same and forward to E. Moring (.5)	.60
07/19/04	ER Moring	Telephone call with N. Hazan re: PwC retention issues (.2); telephone call with S. Blank re: same (.2); telephone call with M. Sampson re: same (.2); revise proposed retention order (.7); emails to S. Blank, M. Sampson and N. Hazan re: same (.4); emails with P. Caruso and L. Samples re: procedures for compensating professionals (.8); email P. Caruso re: same (.1); telephone calls with S. Blank re: Greenhill and CTA retentions (.3); confer with E. McDonnell re: ordinary course professionals (.1)	3.00
07/20/04	PS Caruso	Correspond with Pegasus and M. McClintock re: retention of KM accounting firm	.70
07/20/04	ME McClintock	E-mail with P. Caruso/B. Gruchacz regarding retention of professionals	.30
07/20/04	EA McDonnell-O'Driscoll	Research re Miller Buckfire draft proposed order and forward same	.30
07/20/04	EA McDonnell-O'Driscoll	Review Declarations for ordinary course professionals (.3); conference with J. Randleman re same (.1); revise same (.2); prepare same for filing with the court and forward to local counsel to file (.9); email to S. Dilios re same (.4); call to S. Dilios re same (.1)	2.00
07/20/04	ER Moring	Emails with J. Pooler, L. Samples and P. Caruso re: payment of professionals (.4); revise order approving PwC retention application (.3)	.70
07/20/04	JM Randleman	Prepare ordinary course professional declarations for filing (.6); confer with E. McDonnell re: same (.1)	.70
07/21/04	PS Caruso	Correspond with Pegasus re: Chanin engagement	.40
07/21/04	ME McClintock	Research regarding broker retention issues and draft extensive e-mails to J. Knowles regarding same	2.90

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Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
07/21/04	EA McDonnell-O'Driscoll	Confer with J. Randleman and E. Moring re proposed retention orders for tomorrow's omnibus hearing for L. Franzon for P. Caruso (.2); forward proposed orders (.2)	.40
07/21/04	ER Moring	Telephone call with M. Sampson re: PwC retention (.1); telephone call with S. Blank re: same (.1); emails with D. Botter and N. Hazan re: PwC order (.1); revise and finalize PwC order (.2); prepare for hearing on retentions of PwC, King & Spalding and Herbein (1.2)	1.70
07/22/04	J Margulies	Research re: Fee Application for Professionals for J. Randleman (1.2); research and forward PricewaterHouse, King & Spalding, and Herbein retention papers to E. McDonnell (.3)	1.50
07/22/04	ME McClintock	E-mail with E. Moring regarding ordinary course retention issues (.2); draft e-mail to J. Knowles regarding Broker retention research issues (.2); work on preparing 1st supplemental retention list/application (1.2)	1.60
07/22/04	ER Moring	Participate telephonically in omnibus hearing re: retentions of PwC, King & Spalding and Herbein (.3); emails with J. Randleman re: orders approving same (.2)	.50
07/22/04	ER Moring	Review and revise memorandum describing compensation procedures	1.20
07/22/04	JM Randleman	Distribute signed orders to retained professionals	.50
07/23/04	PS Caruso	Telephone conferences with Paul Weiss re: Chanin fees (.2); review ordinary course professionals supplement (.4)	.60
07/23/04	ME McClintock	Drafting 1st supplemental list of ordinary course professionals retention application (1.4); e-mail with P. Caruso/E. Moring regarding same (.3); telephone conferences with T. Hilbert regarding same (.2) and e-mail to same regarding same (.2)	2.10
07/23/04	ER Moring	Review and revise memorandum to J. Pooler re: compensation procedures (.7); review and revise form of monthly fee statement for use by professionals (.8)	1.50
07/23/04	JM Randleman	Draft outline of monthly payment procedures for both specially retained and ordinary course professionals for distribution to Pegasus management (1.7); draft and revise sample monthly fee statement for distribution to retained professionals (2.0)	3.70
07/24/04	ME McClintock	Revise supplemental list of Ordinary Course Professionals for Paul Caruso	.60
07/25/04	JM Randleman	Draft email to retained professionals with sample monthly fee	.80

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Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
		statement and SMELL guidelines	
07/26/04	MG Burke	Telephone conference with K. Haggardy regarding Miller Buckfire Retention and review, revise and transmit same	.80
07/26/04	J Margulies	Research and forward Miller Buckfire retention papers to K. Haggard for P. Caruso	.20
07/26/04	ER Moring	Emails with retained professionals re: fee statements	.20
07/26/04	ER Moring	Telephone call with E. McColm re: Miller Buckfire retention (.2); telephone call with K. Haggard re: same (.2); telephone call with M. Puntus re: same (.2); email G. Neal re: same (.2); telephone call with R. Keach re: hearing on same (.2); email J. Randleman re: ordinary course professionals (.2)	1.20
07/26/04	JM Randleman	Respond to inquiries from retained professionals regarding monthly fee statement submission	.30
07/27/04	PS Caruso	Correspond with Paul Weiss re: payment of fees	.50
07/27/04	EA McDonnell-O'Driscoll	Email E. Moring re signed retention orders (Greenhill and Capital) for Committee (.1); review and forward same to company and our team (.5)	.60
07/27/04	ER Moring	Email J. Randleman re: ordinary course professionals and retained professionals (.2); email J. Knowles re: same (.2)	.40
07/27/04	ER Moring	Emails with G. Neal and R. Keach re: Miller Buckfire retention and committees financial advisors (.5); emails with E. McColm re: Miller Buckfire retention (.2); telephone call with R. Keach re: Miller Buckfire, CTA and Greenhill retentions (.2)	.90
07/28/04	ER Moring	Email J. Randleman re: inquiries from retained professionals re: fee statements	.20
07/28/04	ER Moring	Emails with E. McColm, B. Lawrence and G. Neal re: hearing on Miller Buckfire retention (.4); telephone call with R. Keach re: Miller Buckfire, CTA and Greenhill retentions (.2); attend (via telephone) hearing on Miller Buckfire retention (.4)	1.00
07/29/04	ME McClintock	E-mails to professionals/company regarding ordinary course retention issues (.7) and drafting same (.6)	1.30
07/29/04	ER Moring	Review and revise Miller Buckfire retention order (1.0); emails with G. Neal, M. Puntus, J. Lucania, E. Bradford and R. Checkoway re: proposed order (1.5)	1.50
07/30/04	ER Moring	Emails with M. Puntus, R. Checkoway, E. McColm, G. Neal and L. Sprung re: final order approving retention of Miller Buckfire	2.50

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Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
		(1.0); revise and finalize such order (.4); telephone calls with G. Neal and E. McColm re: order (.4); telephone call with R. Keach re: filing order (.2); emails with R. Keach, S. Dilios and L. Sprung re: filing order (.3); telephone call with L. Sprung re: issues re: final order (.2)	
07/30/04	GS Neal	Confer with Miller Buckfire regarding retention application	.20
Total Hours			<hr/> 91.60

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 July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

1501 K STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-2158694

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30250

For professional services rendered through July 31, 2004 re
NRTC Litigation:

Fees	\$263,526.00
Total Due This Bill	<u>\$263,526.00</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

NRTC Litigation

TIME SUMMARY

Name	Hours	Rate	Value
JM Harris	5.90	\$550.00	\$3,245.00
PD Richardson	19.80	550.00	10,890.00
LR Fullerton	15.10	525.00	7,927.50
MD Warden	102.40	525.00	53,760.00
TH Yancey	35.70	525.00	18,742.50
TP Van Wazer	10.70	450.00	4,815.00
SM Nickelsburg	122.90	350.00	43,015.00
ER Cooper	4.10	345.00	1,414.50
JS Cowart	95.50	325.00	31,037.50
JB Tatel	134.50	295.00	39,677.50
JC Knowles	.50	290.00	145.00
AD Fausett	74.70	215.00	16,060.50
PV Lindsay	20.50	215.00	4,407.50
MC Soules	56.50	215.00	12,147.50
MA Williams	4.50	215.00	967.50
EA McDonnell- O'Driscoll	.30	170.00	51.00
LP Rhodes	41.50	165.00	6,847.50
SB Cordero	.70	160.00	112.00
DD Reid	30.00	140.00	4,200.00
AL Normile	22.80	115.00	2,622.00
JJ Rehmann	13.10	110.00	1,441.00
Total Hours and Fees	811.70		\$263,526.00

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Pegasus Group

NRTC Litigation

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	AD Fausett	Edit and review draft contingent motion for leave to appeal Bankr. Ct. decision denying Pegasus' motion for preliminary injunction	2.90
07/01/04	SM Nickelsburg	Email M. Soules and L. Rhodes re research projects for First Amended Complaint and for appellate papers (0.5); confer with M. Warden and M. Soules re motion for entry of scheduling order re expedited trial (0.6), draft same for circulation, and revise same and forward to local counsel for filing (3.7); revise contingent motion for leave to appeal denial of preliminary injunction, confer with M. Warden and A. Fausett re same, and confer with M. Soules re same, re first amended complaint, and re motion to expedite district court proceedings (5.5)	10.30
07/01/04	DD Reid	Preparing additional set of pleading binders for duplication per A. Fausett request, organizing and distributing same (1.0); research for and distribution of Pegasus' discovery request per L. Rhodes request (.2); reviewing, editing, and proofing protective order (1.8); cite-checking and editing Pegasus' Emergency Motion for Entry of Scheduling Order (1.0)	4.00
07/01/04	LP Rhodes	Revise and update discovery requests to incorporate additional information (2.3); research issues relating to cause of action (3.5)	5.80
07/01/04	PD Richardson	Review discovery regarding contempt and review motion	1.80
07/01/04	MC Soules	Revise and edit sections of the complaint to prepare for filing amended complaint (2.8); conduct research re: causes of action (1.7); confer with L. Rhodes re: causes of action (.1); meeting with M. Warden and S. Nickelsburg re: revising the motion to expedite (.6); draft motion to expedite (2.0); draft counts in amended complaint (.4); draft argument for motion to expedite (2.6); revise and edit draft motion to expedite (.5)	10.70
07/01/04	TP Van Wazer	Formulate potential cause of action for complaint, briefly discuss same with former Director of FTC's Bureau of Competition, and describe theory to T. Yancey	.50
07/01/04	MD Warden	Review and edit motion for request to expedite (.30); emails regarding expedited briefing (.20); review transcripts of orders and exhibits and outline appeal issues (3.50); office conference with S. Nickelsburg, M. Soules regarding appeal issues (.60); review and edit scheduling order motion (1.0); review cases regarding causes of action (.40); review and edit amended	8.90

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		complaint (2.90)	
07/01/04	TH Yancey	Telephone conferences with T. Van Wazer on possible causes of action	.50
07/01/04	TH Yancey	Review authority on contractual duties	1.50
07/02/04	AD Fausett	Review and edit contingent motion for leave to file appeal from Bankr. Ct. order denying Pegasus' motion for preliminary injunction and assist D. Reid in preparing exhibits to be attached to motion	3.00
07/02/04	LR Fullerton	Talk to T. Van Wazer about possible causes of action (.20); review draft amended complaint (.50); draft count to add to amended complaint (1.00); review documents relating to same (.30); review paragraphs for complaint drafted by T. Van Wazer (.30); exchange emails on issues re: cause of action (.40); review portions of treatise on cause of action (.80)	3.50
07/02/04	SM Nickelsburg	Revise First Amended Complaint, multiple communications with various members of litigation team re same (T. Lodge, T. Yancey, L. Fullerton, M. Soules, L. Rhodes, M. Warden, D. Richardson, B. Keach), prepare final draft of same and forward to local counsel for filing (6.7); review comments of M. Warden and A. Fausett re contingent motion for leave to appeal, revise same, and forward same to litigation team for review (1.8)	8.50
07/02/04	DD Reid	Reviewing and gathering exhibits for Pegasus' contingent motion for leave to appeal order denying preliminary injunction (2.5) research for and discussion with S. Nickelsburg re: citations in contingent brief (.5) reviewing and editing protective order (1.0)	4.00
07/02/04	LP Rhodes	Research issues relating to cause of action	2.50
07/02/04	PD Richardson	Review First Amended Complaint and review Motion for Expedited Appeal (3.5); telecon with S. Nickelsburg re same (.3)	3.80
07/02/04	MC Soules	Prepare motion to expedite and proposed order (.7); prepare affidavit in support of motion to expedite (1.9); review memorandum in support of motion to expedite and revise same (.6)	3.20
07/02/04	TP Van Wazer	Telephone call with T. Yancey regarding 7/2 filing of amended complaint (.9); confer with L. Fullerton on same (.2); research and circulate FCC order granting Pegasus authority to provide DBS service in U.S. and highlight certain language (.3); draft and circulate factual predicate paragraphs (1.0); review draft identifying elements of claim (.8)	3.20

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
07/02/04	MD Warden	Review and edit contingent motion for leave to appeal (.70); review and edit amended complaint (1.70); emails regarding theories in complaint (.30); review defendants' motion to dismiss appeal (.30)	3.00
07/02/04	TH Yancey	Telephone conference with S. Klugman on background of case	.70
07/02/04	TH Yancey	Telephone conferences with T. Van Wazer on new cause of action for amended complaint	.90
07/02/04	TH Yancey	Office conferences with S. Nickelsburg on amended complaint (.8) and providing comments on amended complaint (5.0)	5.80
07/05/04	LR Fullerton	Review complaint as filed in final form	.80
07/05/04	MD Warden	Review and edit motion for contingent appeal	.50
07/05/04	TH Yancey	Review motion to expedite appeal and contingent motion for leave to appeal and comments from T. Lodge on contingent motion and provide responsive comments	1.70
07/06/04	JS Cowart	Review and edit Second Request for Documents (.9); confer with D. Richardson re: same (.1)	1.00
07/06/04	AD Fausett	Review and prepare response to DIRECTV motion to dismiss appeal	5.10
07/06/04	LR Fullerton	Email T. Yancey et al. concerning next steps in litigation with DirecTV (.20); review email concerning open issues (.30); exchange calls with T. Yancey and T. Van Wazer re: same (.30); brief P. Lindsay about case and legal research project re: cause of action (1.00); email P. Lindsay re: same (.20)	2.00
07/06/04	JM Harris	Prepare for and participate in conference with A. Lally and E. Cooper re opening brief	1.30
07/06/04	JC Knowles	Review contingent motion for leave to appeal for open issues	.50
07/06/04	PV Lindsay	Conference with T. Van Wazer and L. Fullerton regarding factual and legal background of case and development of cause of action	1.00
07/06/04	SM Nickelsburg	Review, edit, integrate comments of T. Lodge, T. Yancey, and M. Warden, and prepare for filing Contingent Motion for Leave to Appeal from bankruptcy court's order denying preliminary injunction and exhibits thereto (3.5); Review, edit, integrate comments of T. Lodge, T. Yancey, D. Richardson, and M. Warden, and prepare for filing Motion to Expedite procedures in the district court and exhibits thereto (4.5); Communications with T. Yancey, T. Lodge, and B. Keach re order granting motion for hearing re motion for expedited scheduling order and logistics for	9.50

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		same (0.5); Review Motion to Dismiss Appeal filed by DirecTV and NRTC and confer with T. Yancey, B. Keach, and A. Fausett re opposition to same (1.0)	
07/06/04	DD Reid	Reviewing, cite-checking and editing Pegasus' contingent motion for leave to appeal order denying preliminary injunction (2.0); reviewing and organizing exhibits to contingent motion with A. Fausett (.5); reviewing, editing, and distributing protective order per M. Warden request (1.0); scanning exhibits to contingent motion to be filed (1.0)	4.50
07/06/04	LP Rhodes	Update, revise and finalize new discovery requests to be submitted to Bankruptcy Court	1.30
07/06/04	PD Richardson	Review and revise contingent motion for appeal and motion for expedited appeal and review and revise affidavits (5.2); conference with J. Cowart regarding discovery (.1); telecon with S. Nickelsburg re: motion for expedited appeal (.3); review proposed order (.3); final revisions to motions (1.4)	7.30
07/06/04	MC Soules	Prepare edits and revisions to the memorandum in support of motion to expedite (1.3); confer with S. Nickelsburg re: affidavit for motion to expedite (.3); rewrite affidavit accompanying motion to expedite (1.1); revise motion to expedite (.3)	3.00
07/06/04	TP Van Wazer	Review proposed discovery schedule to be submitted to bankruptcy court and forward e-mail to T. Yancey about timing (.2); begin assessing staffing needs to work through new claim (.1); meeting with L. Fullerton, P. Lindsay regarding follow-up legal research re: same (1.0); telephone call with L. Fullerton and T. Yancey regarding same (.3); draft, revise and forward e-mail requested by T. Davidson, attorney for unsecured creditors, re: same and certain claims and FCC implications, along with FCC order granting DBS authorization (.3); review e-mail from J. Lane describing capabilities of two licenses and forward additional questions to same (.2); forward response to L. Fullerton analyzing impact on certain claim (.1)	2.20
07/06/04	TH Yancey	Telephone conference with S. Klugman on background of case	.80
07/06/04	TH Yancey	Telephone conferences with T. Van Wazer and L. Fullerton on claim research	.30
07/06/04	TH Yancey	Telephone conferences with B. Keach and T. Lodge and email M. Warden on plans for emergency scheduling order hearing and district court appeal	1.50
07/06/04	TH Yancey	Review draft motion to expedite declaration and contingent motion (1.8); attend related office conferences with S.	2.20

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		Nickelsburg (.4)	
07/07/04	JS Cowart	Draft/edit Second Set of Discovery Requests (2.6); legal research regarding Defendant's Opposition to Scheduling Order (1.8)	4.40
07/07/04	AD Fausett	Draft, edit, and review draft opposition to DIRECTV motion to dismiss appeal (6.90); discuss law of the case doctrine with S. Nickelsburg via e-mail (.10)	7.00
07/07/04	LR Fullerton	Email N. Ellis and T. Van Wazer about cause of action in amended complaint and legal research (.30); conference with A. Tsybine re: same (.20); email P. Lindsay re: same (.10); review third party complaint against competitor (.40)	1.00
07/07/04	PV Lindsay	Review amended complaint and research legal issues regarding causes of action	1.30
07/07/04	SM Nickelsburg	Conference with T. Yancey re hearing on motion for expedited trial schedule (.3); email M. Warden re same (.5); prepare materials for same with D. Reid and coordinate shipment to M. Warden (.2); review defendants' opposition to motion for expedited schedule, confer with J. Cowart and T. Yancey re same, and research cases cited in same (1.0); review defendants' motion to dismiss appeal from bankruptcy court's order denying preliminary injunction, prepare list of topics to cover in response to same, confer with T. Yancey re same, and forward same to A. Fausett for incorporation into response (1.0)	3.00
07/07/04	DD Reid	Reviewing and researching pleadings for hearing on motion for expedited appeal and forward same to M. Warden (1.0); reviewing of documents with S. Nickelsburg and distribution of same to M. Warden (.5); retrieval of documents from service center and preparation of delivery to M. Warden (.5)	2.00
07/07/04	LP Rhodes	Research documents from a previous case with similar legal issues for motions and court orders relating to cause of action (2.1); discuss requirements for modification to protective order with J. Tatel (.2); make revisions to discovery requests (.2); draft, edit and revise joint stipulation for modification of protective order (5.00)	7.50
07/07/04	PD Richardson	Review Second Discovery Requests, review First Amended Complaint, and draft discovery requests	2.30
07/07/04	MC Soules	Review DirecTV's motion to dismiss appeal (.2); confer with J. Tatel re: arguments re: same (.3); research re: same (1.0); prepare argument re: same (.9); confer with L. Rhodes and J. Tatel re: appeal docketing (.2)	2.60

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
07/07/04	JB Tatel	Review draft of DIRECTV's motion to dismiss appeal (1.0); draft opposition to DIRECTV's motion to dismiss appeal (1.2); review district court docket for schedule of appellate briefs (.4); assist in preparation of M. Warden for hearing on motion for entry of scheduling order (1.3); meeting with L. Rhodes regarding joint stipulation to lift protective order from California litigation (.2); review and edit draft of joint stipulation to lift protective order from California litigation (.4); review e-mail from T. Van Wazer on count in first amended complaint (.3); review claims in first amended complaint (.9); review DIRECTV's objections to motion for entry of scheduling order and alternative proposed order (.7)	6.40
07/07/04	TP Van Wazer	E-mails to/from L. Fullerton about documents needed to support certain claim (.2); draft, revise, edit and forward e-mail to J. Hane describing rationale underlying claim and identifying various documents needed to be pulled together related/relevant to the claim (.6)	.80
07/07/04	MD Warden	Review DTV objection to scheduling order (.70); read cases re: same (.40); prepare for hearing on scheduling order (1.50); telephone conferences with T. Yancey, R. Keach regarding hearing (.20)	2.80
07/07/04	TH Yancey	Review DirecTV opposition to expedited scheduling of trial	1.00
07/07/04	TH Yancey	Telephone conferences with M. Warden and S. Nickelsburg and respond to e-mails from T. Lodge and B. Keach on scheduling and preparations for hearing on motion for expedited scheduling of trial	1.00
07/08/04	JS Cowart	Attend Court conference telephonically regarding motion to entry of scheduling order (1.5); meet (in part) with litigation team regarding work assignments regarding appeal (.8); outline and initial drafting of section of appeal brief and review previous pleadings and court orders regarding same (3.7)	6.00
07/08/04	AD Fausett	Meet with Pegasus team to discuss assignments and strategy for Pegasus brief on appeal from Bankr. Ct. order denying motion for preliminary injunction (1.00); discuss possible arguments for cause of action with D. Kuney (1.00); research and review cases re: same for possible use in Pegasus brief (.40)	2.40
07/08/04	PV Lindsay	Research regarding claim in amended complaint	7.30
07/08/04	EA McDonnell-O'Driscoll	Research and forward DirecTV and Pegasus' proposed scheduling orders in adversary to P. Caruso	.30
07/08/04	SM Nickelsburg	Prepare for hearing re motion for expedited trial schedule and confer with M. Warden re same (1.6); attend hearing for	10.00

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		expedited trial schedule and confer with M. Warden, T. Yancey, and T. Lodge re ruling and strategy going forward (1.5); litigation team meeting (M. Warden, D. Richardson, J. Tatel, J. Cowart, M. Soules, A. Fausett, L. Rhodes, D. Reid) re strategy and work plan for preparing appellate brief regarding denial of preliminary injunction (1.0); review and revise draft opposition to defendants' motion to dismiss appeal of denial of preliminary injunction (5.9)	
07/08/04	DD Reid	Team meeting (in part) re: strategy for district court appeal (.5); researching re: pleadings filed (1.0)	1.50
07/08/04	LP Rhodes	Make final revisions to joint stipulation and forward to requesting attorney (.3) attend meeting discussing the drafting of the appeal brief (1.0); review memo on cause of action for inclusion in brief (.5)	1.80
07/08/04	PD Richardson	Review Amended Complaint; draft discovery requests; conference with J. Cowart re same; team meeting re: appeal	3.80
07/08/04	MC Soules	Litigation team meeting to discuss issues and assignments for district court appeal (1.0); review bankruptcy court's decision to determine open issues (.3); research re: Rule 65 and various other legal issues for brief (1.9)	3.20
07/08/04	JB Tatel	Prepare for telephonic court hearing on motion for entry of scheduling order (1.0); participate in telephonic court hearing on motion for entry of scheduling order (.8); discuss motion for entry of scheduling order with T. Yancey, M. Warden, S. Nickelsburg, J. Cowart and client (.5); meeting with T. Yancey, D. Richardson, M. Warden, S. Nickelsburg, J. Cowart, M. Soules, A. Fausett, L. Rhodes and D. Reid to discuss plan for appeal to district court (1.0); email L. Rhodes to discuss appeal issues regarding claims (.4); email M. Soules regarding appeal issues regarding claims (.3); review and comment on draft opposition to DIRECTV's motion to dismiss appeal (1.8); review amended DIRECTV filings in district court regarding motion to dismiss appeal (.5)	6.30
07/08/04	TP Van Wazer	Review e-mail and underlying cases from P. Lindsay describing initial results of research on standing as well as case law re: certain claim (1.2); review and respond to T. Lodge's e-mail re: documents related to claim (.1)	1.30
07/08/04	MD Warden	Prepare for hearing on scheduling order (4.0); attend hearing on order (1.0); conference call with client regarding scheduling, strategy (1.50); review preliminary injunction decisions (1.0)	7.50

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
07/08/04	TH Yancey	Attend telephone conference court hearing on motion	1.50
07/08/04	TH Yancey	Office conference with M. Warden and telephone conferences with M. Warden and T. Lodge re: briefing before bankruptcy court	.50
07/08/04	TH Yancey	Review orders and hold telephone conferences with M. Warden and J. Tatel in preparation for hearing on motion for expedited trial schedule	1.80
07/09/04	JS Cowart	Draft/edit section of appeal brief and legal research regarding same	9.00
07/09/04	AD Fausett	Edit and review opposition to DIRECTV motion to dismiss appeal (1.00); review exhibits in Pegasus adversary proceeding for appellate brief (1.40); telephone conference with J. Tatel re: same (.1); research and review case law re: cause of action for Pegasus appellate brief (1.30)	3.80
07/09/04	LR Fullerton	Office conference with P. Lindsay about research re: cause of action	.30
07/09/04	PV Lindsay	Research case law re cause of action and draft brief memorandum with results of research (3.7); o/c with L. Fullerton re: same (.3)	4.00
07/09/04	SM Nickelsburg	Review, revise, and circulate Pegasus' Opposition to Defendants' Motion to Dismiss Appeal (.5); Prepare further research assignments re same and circulate same to M. Warden, L. Rhodes and A. Fausett (0.5); teleconference with M. Warden re Order granting motion for leave to appeal and motion for expedited briefing and re team assignments for completing same (0.3)	1.30
07/09/04	DD Reid	Reviewing, cite-checking, and editing Pegasus' Opposition to Defendants' Motion to Dismiss Appeal	1.50
07/09/04	LP Rhodes	Outline and draft argument for appeals brief (5.4); research re: same (1.3); telephone conference with J. Tatel re: same (.1)	6.80
07/09/04	PD Richardson	Review draft opposition to motion to dismiss	.80
07/09/04	MC Soules	Research additional cases re: issues on appeal (1.1); draft section of appellate brief re: same (4.4); telephone conference with J. Tatel re: same (.1)	5.60
07/09/04	JB Tatel	Review draft opposition to motion to dismiss appeal (.9); review district court order on expedited appeal (.2); discuss district court order on expedited appeal with M. Soules (.1); discuss district	5.70

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		court order on expedited appeal with A. Fausett (.1); discuss district court order on expedited appeal with L. Rhodes (.1); draft sections of appellate brief (4.0); review and comment on post-petition workplan and timeline for litigated issues (.3)	
07/09/04	TP Van Wazer	Review memo from P. Lindsay summarizing results of research to date re: certain claims and briefly review various cases referenced in same (.8); review, respond to e-mail from J. Hane regarding timing of production of documents relating to claim (.2); review and respond to e-mail from M. Warden about review of documents re: same (.2)	1.20
07/09/04	MD Warden	Outline brief for appeal (2.0); review record on appeal (1.9); telephone conference with R. Keach regarding status and strategy (.20); telephone conference with T. Yancey regarding same (.20); telephone conference with S. Nickelsburg regarding brief on appeal (.30); review transcripts of hearing for appeal (1.6); review transcript of findings of fact and conclusions of law (.70); telephone conference with M. Baumann regarding motion to dismiss schedule (.20)	7.10
07/09/04	TH Yancey	Telephone conferences with M. Warden re: procedures for preparing appeal	.20
07/09/04	TH Yancey	Review correspondence between T. Van Wazer and J. Hane re: evidence to support claims	.20
07/09/04	TH Yancey	Review order providing for expedited appeal and telephone conference with T. Lodge on order	.50
07/09/04	TH Yancey	Revise opposition to motion to dismiss appeal	1.50
07/10/04	LR Fullerton	Review cases re: cause of action forwarded by P. Lindsay	2.70
07/11/04	AD Fausett	Research and review case law re: causes of action for brief on appeal	8.00
07/11/04	LR Fullerton	Draft email memo to P. Lindsay and T. Van Wazer regarding cases relating to cause of action (.70); respond to emails regarding fact discovery (.30)	1.00
07/11/04	MD Warden	Review material for appeal and outline appellants' brief	2.00
07/12/04	JS Cowart	Draft/edit sections of appeal brief and legal research regarding same	5.80
07/12/04	AD Fausett	Research and review case law re: causes of action for Pegasus brief on appeal from Bankr. Ct. order denying motion for preliminary injunction (5.20); draft, edit, and review section of	14.00

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		brief re: same (8.80)	
07/12/04	LR Fullerton	Talk to P. Lindsay, T. Van Wazer, N. Ellis about claim in Amended Complaint (.30); review memo re: same by A. Tsybine (.70)	1.00
07/12/04	PV Lindsay	Research case law regarding claim in Amended complaint for brief (3.6); telephone conference with T. van Wazer regarding same (.2); telephone conference with L. Fullerton regarding same (.1)	3.90
07/12/04	SM Nickelsburg	Email L. Rhodes re issues on appeal and review research re same (0.6); conference with J. Tatel re appellate briefing work plan and case strategy (0.4); review research re arguments in appellate brief and prepare appellate brief arguments re same (3.8)	4.80
07/12/04	LP Rhodes	Edit section of brief and forward to requesting attorney (2.0); research issues relating to appeal (2.3)	4.30
07/12/04	MC Soules	Continued drafting of section of brief re: scope of relief (.6); revise and edit brief insert (1.1)	1.70
07/12/04	JB Tatel	Meeting with D. Dunn to discuss background history of California litigation (.5); email T. Yancey re: settlement possibilities (.4); meeting with S. Nickelsburg to discuss appellate brief (.4); draft portions of appellate brief (7.0)	8.30
07/12/04	TP Van Wazer	Review cases identified by P. Lindsay supporting count in amended complaint filed by Pegasus against DirecTV (1.3); follow-up telephone call on same with P. Lindsay (.2)	1.50
07/12/04	MD Warden	Review exhibits from TRO hearing, stay hearing (1.0); telephone conference with M. Baumann regarding scheduling (.20); telephone conference with Klugman regarding appeal of PI (.80); review documents relating to arguments on appeal (1.50)	3.50
07/13/04	ER Cooper	Email C. Chang re: status of research and review memorandum re: research on standards of review	.70
07/13/04	ER Cooper	Review potential issues for appeal re: causes of action	2.70
07/13/04	SB Cordero	Review email from P. Ostroff regarding information request (.1); review and respond to emails from E. Cooper regarding DTV's objections to proposed jury instructions (.1); prepare objections for E. Cooper's review (.5)	.70
07/13/04	JS Cowart	Meet with litigation team regarding appeal brief (.8); draft/edit section of same (2.2)	3.00
07/13/04	AD Fausett	Meet (partial) with Pegasus team to discuss legal insert for Pegasus appeal brief in appeal of Bankr. Ct. order denying	5.70

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		motion for preliminary injunction (.30); revise, edit, and proofread insert (4.30); research and review case law re: standard of review for appeals (.60); draft insert re: same for Pegasus brief on appeal from Bankr. Ct. order denying motion for preliminary injunction (.50)	
07/13/04	LR Fullerton	Office conference with A. Tsybine about research assignment (.1); review email exchanges about certain claims (.7)	.80
07/13/04	PV Lindsay	Research case law re claim for brief and draft summary of results	3.00
07/13/04	SM Nickelsburg	Meeting with litigation team (M. Warden, J. Tatel, M. Soules, A. Fausett, J. Cowart) re status of opening brief on appeal from order denying preliminary injunction and work plan for completing same (1.0); Research, draft, and revise opening brief on appeal from order denying preliminary injunction and multiple conferences with drafting team re same (11.3)	12.30
07/13/04	MC Soules	Prepare procedural background section for insertion into the appeals brief (1.0); revise procedural summary (.5); research fvarious legal issues for brief (2.8)	4.30
07/13/04	JB Tatel	Draft portions of appellate brief (7.5); meeting with M. Warden, S. Nickelsburg, J. Cowart and A. Fausett to discuss appellate brief (1.0)	8.50
07/13/04	MD Warden	Review and edit appeal brief (1.0); telephone conference with S. Nickelsburg regarding status (.20); team meeting regarding draft brief (1.0); draft sections of brief (6.0); review DirecTV and NRTC declarations (1.20)	9.40
07/14/04	JS Cowart	Draft/edit appeal brief and related legal research	8.30
07/14/04	AD Fausett	Review cases cited in memorandum composed by L. Rhodes for possible use in preliminary injunction appellate brief (.20); review bankruptcy court ruling on preliminary injunction motion (.30)	.50
07/14/04	SM Nickelsburg	Research, draft, and revise opening brief on appeal from order denying preliminary injunction and multiple conferences with drafting team re same	12.00
07/14/04	LP Rhodes	Draft, edit and revise brief discussing legal issues relating to the CA litigation (1.5); update and finalize research re: same (3.3); make edits and revise section of brief and forward to requesting attorney (1.1)	5.90
07/14/04	JB Tatel	Draft and edit portions of appellate brief (11.9); discuss appellate brief with T. Yancey (.6); discuss appellate brief with S.	13.50

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		Nickelsburg (1.0)	
07/14/04	MD Warden	Review and edit appellant's brief (5.0); telephone conference with S. Nickelsburg regarding same (.50); emails regarding page limits on appeal (.50)	6.00
07/14/04	TH Yancey	Telephone conferences with J. Tatel on status of brief	.60
07/14/04	TH Yancey	Review draft appeal brief	.60
07/15/04	ER Cooper	Meet with A. Lally re: appeal issues and review materials re: affirmative defenses in preparation for meeting	.50
07/15/04	JS Cowart	Draft/edit appeal brief and legal research regarding same	12.50
07/15/04	AD Fausett	Research standard of review for brief (.20); research and review case law re: interpretation of contract provisions for use in preliminary injunction appellate brief (1.00); meet with M. Warden, S. Nickelsburg, J. Tatel, and J. Cowart to discuss progress on preliminary injunction appellate brief and assignments (.50); review and proofread draft preliminary injunction appellate brief (1.00)	2.70
07/15/04	LR Fullerton	Review and comment on legal research materials forwarded by P. Lindsay	2.00
07/15/04	SM Nickelsburg	Research, draft, and revise opening brief on appeal from order denying preliminary injunction and multiple conferences with drafting team re same	12.50
07/15/04	LP Rhodes	Make revisions and edit section of brief (2.6); research law re: contract legal issues (3.0)	5.60
07/15/04	MC Soules	Research on the standards for exceeding page limits and oral argument requests (.6); prepare motion to exceed page limits (.6); prepare request for oral argument (.5)	1.70
07/15/04	JB Tatel	Draft and edit appellate brief (13.7); review motion to exceed page limitations (.3)	14.00
07/15/04	MD Warden	Email T. Yancey regarding appeal (.30); telephone conference with R. Keach regarding appeal (.20); review and edit appeal brief (9.8); read cases cited in draft (2.0); office conferences with S. Nickelsburg regarding draft brief (.50)	12.80
07/16/04	JS Cowart	Draft and edit appeal brief and assist in filing same	14.20
07/16/04	AD Fausett	Research citation for use in preliminary injunction appellate brief (.20); review testimony for use in preliminary injunction appellate brief (1.10); discuss status of appellate brief with A. Normile, J. Cowart, J. Tatel, and S. Nickelsburg (.20)	1.50

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
07/16/04	SM Nickelsburg	Research, draft, and revise opening brief on appeal from order denying preliminary injunction and multiple conferences with drafting team re same, and file same with the District Court	14.00
07/16/04	AL Normile	Assist J. Cowart, J. Tatel, and S. Nickelsburg with editing, cite-checking, and formatting initial brief	12.30
07/16/04	JJ Rehmann	Cite check, review and edit brief for filing	13.10
07/16/04	MC Soules	Revise request for oral argument and motion to exceed page limits (.5); prepare proposed orders for these motions (.2)	.70
07/16/04	JB Tatel	Meeting with M. Warden and S. Nickelsburg to review client comments on brief (.5); review comments on brief from T. Yancey and discuss same (.5); draft, edit and prepare appellate brief for filing (14.0)	15.00
07/16/04	MD Warden	Review and edit appellants' opening brief (4.0); review edits (1.5); telephone conference with S. Klugman regarding draft brief (.70); office conference with S. Nickelsburg, J. Tatel regarding client comments (.50); email regarding client comments (.20); further revise opening brief (3.0)	9.90
07/16/04	TH Yancey	Communications with M. Warden, S. Nickelsburg, J. Tatel and other members of Pegasus litigation team on finalizing brief	3.50
07/16/04	TH Yancey	Review draft appellate brief and provide comments and additional factual material for brief	5.20
07/19/04	SM Nickelsburg	Review as-filed Brief of Appellant and docket deadlines and confer with M. Warden re same	.50
07/20/04	DD Reid	Research for and reviewing documents to update pleadings binders	1.00
07/20/04	JB Tatel	Review defendant's motion to dismiss appeal and draft opposition	1.00
07/20/04	MD Warden	Review and respond to emails regarding argument and status of same	.50
07/21/04	JS Cowart	Legal research regarding legal claim and outline reply argument	1.50
07/21/04	SM Nickelsburg	Confer with M. Warden re work plan, including reply to oppositions to brief on appeal and opposition to motion to dismiss appeal	.50
07/21/04	MD Warden	Telephone conference and emails with S. Nickelsburg regarding reply brief issues	.80
07/22/04	AD Fausett	Meet (partial) with Pegasus team to discuss strategy for response to answering briefs in appeal of Bankr. Ct. order denying motion	.40

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		for preliminary injunction by NRTC and DIRECTV	
07/22/04	SM Nickelsburg	Meeting with litigation team (M. Warden, J. Tatel, A. Fausett, and D. Reid) re strategy and work plan for preparing Reply in support of appellants and Opposition to Motion to Dismiss (0.8); email J. Tatel re Opposition to Motion to Dismiss Appeal and review and revise same (1.0)	1.80
07/22/04	DD Reid	Team meeting re: reply brief and opposition to motion to dismiss (.8); reviewing docket (.2); research for and reviewing additional pleadings to update bankruptcy pleadings binders and to create appeal pleadings binders (2.0)	3.00
07/22/04	JB Tatel	Meeting with M. Warden, S. Nickelsburg, A. Fausett and D. Reid re: opposition to motion to dismiss appeal and reply brief (.8); edit draft of opposition to motion to dismiss appeal (3.0)	3.80
07/22/04	MD Warden	Meeting on reply brief (.8); telephone conference with R. Keach regarding motion to dismiss appeal and email regarding same (.2)	1.00
07/23/04	JM Harris	Review record	1.80
07/23/04	SM Nickelsburg	Research and prepare errata to Opening Brief of Appellants and file same with District Court (0.5); email J. Tatel re Opposition to Motion to Dismiss Appeal and review and revise same (3.0); review Briefs of Appellees DIRECTV and NRTC and outline arguments in reply (3.0)	6.50
07/23/04	DD Reid	Reviewing, indexing, and organizing into binders duplicate sets of pleadings for the adversary and appeal proceedings	2.50
07/23/04	MC Soules	Review arguments in DIRECTV's Opposition to Pegasus' Appeal	1.40
07/23/04	JB Tatel	Edit draft of opposition to motion to dismiss appeal (3.8); review DirecTV's brief on appeal (3.8); exchange e-mails with local counsel re: supplementing record on appeal (.2)	7.80
07/23/04	MA Williams	Research requirements for certain legal issues for response to Opposition (3.9); e-mail J. Cowart re: same (.2); e-mail J. Cowart re: results of research (.4)	4.50
07/24/04	AD Fausett	Review answering briefs of NRTC and DIRECTV in Pegasus appeal of Bankr. Ct. order denying motion for preliminary injunction (1.00); meet (in part) with M. Warden, S. Nickelsburg, J. Tatel, and M. Soules to discuss strategy for reply brief in preliminary injunction appeal (1.20); draft, edit, and review several different inserts for use in reply brief (6.80)	9.00

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
07/24/04	SM Nickelsburg	Review opposition briefs of NRTC and DIRECTV (1.0), meet with briefing team (1.7) and outline arguments in reply (1.3); research and draft reply argument regarding legal issue, revise and edit opposition to motion to dismiss, and revise and edit full reply brief in support of appellants (11.0)	15.00
07/24/04	MC Soules	Litigation team meeting to discuss the opposing parties' briefs (1.7); review NRTC's brief (.7); research and draft argument on injunctive relief (2.9); research and draft argument on other legal issue (3.4); revise and edit the foregoing arguments for inclusion in reply brief (1.1)	9.80
07/24/04	JB Tatel	Meeting with M. Warden, S. Nickelsburg, A. Fausett and M. Soules to discuss reply brief (1.7); research and draft portions of reply brief (9.8)	11.50
07/24/04	MD Warden	Review NRTC and DIRECTV briefs (2.0); outline reply brief (.80); meet (partial) with S. Nickelsburg, J. Tatel, A. Fausett, M. Soules regarding briefs of NRTC and DIRECTV and reply brief (1.2); review and edit opposition to motion to dismiss appeal (.60); review settlement agreement (.30)	4.90
07/25/04	JS Cowart	Review DTV brief and outline Reply	2.50
07/25/04	AD Fausett	Review latest draft of reply brief in appeal of Bankr. Ct. order denying motion for preliminary injunction (.20); review issues assigned in draft of brief and formulate response (.20)	.40
07/25/04	SM Nickelsburg	Teleconferences with M. Warden re Reply Brief in support of Pegasus' appeal	.40
07/25/04	JB Tatel	Finalize draft of opposition to DIRECTV's motion to dismiss appeal (2.3); draft motion to exceed page limits for reply brief (1.3); edit draft of reply brief (2.9)	6.50
07/25/04	MD Warden	Review and edit reply brief (3.6); telephone conferences with S. Nickelsburg re: same (.4)	4.00
07/26/04	ER Cooper	Review C. Chang memo re: standards of review	.20
07/26/04	JS Cowart	Draft/edit Reply Brief (14.2); confer with M. Soules re: same (.1); confer with A. Fausett, J. Tatel, M. Soules and M. Warden re: same (.2)	14.50
07/26/04	AD Fausett	Review cases cited in answering brief to appeal of Bankr. Ct. order denying motion for preliminary injunction (1.40); draft revised insert for brief (1.80); meet with M. Warden and J. Tatel to discuss progress on revised argument (.40); meet with M. Warden, J. Tatel, J. Cowart, and M. Soules to discuss assignments for Pegasus brief (.20); Research and review case	5.60

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Pegasus Group

NRTC Litigation

Date	Name	Narrative	Hours
		law re: district court's options on appeal (1.00); draft insert re: same (.80)	
07/26/04	JM Harris	Review record	2.30
07/26/04	DD Reid	Reviewing, cite-checking, and editing Pegasus Opposition to Defendants' Motion to Dismiss Appeal per J. Tatel request (1.5); reviewing and updating adversary pleadings binders (1.0); reviewing, organizing, and distributing copies of appeal pleadings into binders (1.0)	3.50
07/26/04	MC Soules	Confer with J. Cowart re: review of major elements (.1); review all briefing on appeal re: other potential issues (4.0); meet with M. Warden, J. Cowart, J. Tatel and A. Fausett re: same (.2); draft sections of argument on the Bankruptcy court's ruling on NRTC's temporal breach and footnote on NRTC's view of injunctions (1.1)	5.40
07/26/04	JB Tatel	Meeting with M. Warden and A. Fausett to discuss arguments for reply brief (.4); edit draft of reply brief (8.4); meeting with M. Warden, J. Cowart, A. Fausett, and M. Soules to discuss status of reply brief (.2); finalize opposition to motion to dismiss appeal (1.0)	10.00
07/26/04	MD Warden	Review and edit reply brief on appeal (8.6); office conference with associates regarding draft reply brief (.20); meeting with J. Tatel and A. Fausett regarding same (.40); email associates regarding reply brief (.90); read cases regarding legal issues in reply brief (1.20); review and edit settlement documents (.40)	11.70
07/27/04	JS Cowart	Draft/edit file Reply Brief (12.6); confer with D. Reid re: same (.2)	12.80
07/27/04	AD Fausett	Review opposition to DIRECTV motion to dismiss appeal (.10); review motion to extend page restrictions on reply brief (.10); revise insert on district court's options on appeal (.50); edit and review draft reply brief in appeal of Bankr. Ct. order denying request for a preliminary injunction (2.00)	2.70
07/27/04	AL Normile	Assist M. Warden, J. Tatel, and J. Cowart with editing, cite-checking, and formatting reply brief	10.50
07/27/04	DD Reid	Reviewing, cite-checking and editing Pegasus' Reply Brief (2.0); conference with J. Cowart re: cite-checking reply brief (.20); conference with T. Ware re: cite-checking edits (.30)	2.50
07/27/04	MC Soules	Work with J. Cowart to draft introduction to the reply brief (1.4); perform final edit check of the reply brief (1.8)	3.20

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NRTC Litigation

Date	Name	Narrative	Hours
07/27/04	JB Tatel	Edit and finalize opposition to motion to dismiss for filing (1.0); edit and finalize motion to exceed page limits for filing (.8); edit and finalize reply brief for filing (10.6); telephone conference with M. Warden re: same (.2)	12.60
07/27/04	MD Warden	Review and edit reply brief (5.7); telephone conference with T. Yancey regarding reply brief (.20); telephone conference with J. Tatel regarding additional filings (.20)	6.10
07/27/04	TH Yancey	Review reply brief in appeal of bankruptcy court order denying preliminary injunction (1.5); telephone conference with M. Warden re: same (.2)	1.70
07/28/04	JB Tatel	Review DIRECTV's opposition to motion for oral argument (1.0); review record before district court and briefs for additional documents to supplement record (2.0); email M. Warden to discuss additional filings and potential motions before the district court (.2); telephone call with BSSN regarding potential motions before the district court (.2); email J. Knowles regarding actions to be taken in connection with settlement (.2)	3.60
07/29/04	JM Harris	E-mails re settlement, stay	.50
Total Hours			<hr/> 811.70

Exhibit Q

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Avoidance Litigation (Matter No. 30260)
For the Period From July 1, 2004 through July 31, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

September 8, 2004

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

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30260

For professional services rendered through July 31, 2004 re
Avoidance Litigation:

Fees	\$5,817.00
Total Due This Bill	<u>\$5,817.00</u>

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

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

SIDLEY AUSTIN BROWN & WOOD LLP

CHICAGO

Invoice Number: *****

Pegasus Group

Avoidance Litigation

TIME SUMMARY

Name	Hours	Rate	Value
JF Conlan	.80	\$685.00	\$548.00
GS Neal	.80	500.00	400.00
LB Franzon	3.00	260.00	780.00
DM Dunn	<u>17.40</u>	235.00	<u>4,089.00</u>
Total Hours and Fees	22.00		\$5,817.00

Invoice Number: *****

Pegasus Group

Avoidance Litigation

TIME DETAIL

Date	Name	Narrative	Hours
07/01/04	DM Dunn	Research and analyze possible avoidance actions (1.7); email G. Neal re same (.3)	2.00
07/05/04	DM Dunn	Email G. Neal re memorandum re possible avoidance actions (.2); draft same (3.6)	3.80
07/06/04	JF Conlan	Telephone conference with D. Dunn regarding outline of cases regarding avoidance actions (.2) and analyze same (.6)	.80
07/06/04	DM Dunn	Draft memorandum and research caselaw re possible avoidance actions (5.8); telephone conference with J. Conlan re same (.2); telephone conference with G. Neal re same (.2)	6.20
07/06/04	LB Franzon	Research regarding fraudulent transfer actions	3.00
07/06/04	GS Neal	Confer with D. Dunn regarding intercompany claims research (.2) and review memo regarding same (.6)	.80
07/14/04	DM Dunn	Research re memorandum on avoidance litigation	1.50
07/15/04	DM Dunn	Research and draft memorandum re avoidance actions	3.90
Total Hours			22.00