

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND  
OUT-OF-POCKET EXPENSES INCURRED BY  
BERNSTEIN, SHUR, SAWYER & NELSON AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD BEGINNING AUGUST 1, 2004 AND ENDING AUGUST 31, 2004**

Bernstein, Shur, Sawyer & Nelson (“BSSN”), co-counsel to Pegasus Satellite Television, Inc. and its affiliates, the debtors and debtors-in-possession in the above-captioned cases, submits its monthly statement (the “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning August 1, 2004 and ending August 31, 2004 (the “Compensation Period”). In support of the Monthly Statement, BSSN states as follows:

1. On June 2, 2004 (the “Commencement Date”), Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Maine (the “Court”).
2. On June 24, 2004, the Court entered an order granting the employment of BSSN as co-counsel to the Debtors (the “BSSN Retention Order”).
3. On June 24, 2004, the Court entered an order pursuant to sections 105(a) and 331 of the Bankruptcy Code establishing procedures for monthly compensation and reimbursement

of expenses for professionals (the “Monthly Fee Order”). Pursuant to the Monthly Fee Order, the Court authorized a monthly payment for all professionals, subject to a 10% holdback for fees only.

4. For the Compensation Period, BSSN’s fees for providing professional services to the Debtors total \$29,170.00. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$7,210.65. Additional out-of-pocket expenses that BSSN has incurred but not yet processed due to timing may exist; such expenses will be submitted at a later date. Attached hereto as Exhibit “A” is a schedule summarizing professional services and expenses recorded during the Compensation Period.

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
August 1 – August 31 ‘04	\$29,170.00	\$2,917.00	\$26,253.00	\$7,210.65	\$33,463.65

6. Based upon the foregoing, pursuant to the Monthly Fee Order, BSSN requests that, in the absence of timely service on BSSN of a Notice Of Objection To Fee Statement by a recipient of this Monthly Statement, the Debtors, in accordance with the Monthly Fee Order, pay to BSSN \$33,463.65, on or after October 17, 2004.

September 27, 2004

BERNTEIN, SHUR, SAWYER & NELSON

/s/ Robert J. Keach  
 By: Robert J. Keach, Esq.  
 Shareholder  
 100 Middle Street, P. O. Box 9729  
 Portland, ME 04104-5029

# Bernstein, Shur, Sawyer & Nelson, P.A.

Counselors at Law  
I.D. #01-0378211

100 Middle Street  
P.O. Box 9729  
Portland, Maine 04104-5029  
(207) 774-1200

Pegasus Satellite Communications, Inc.  
c/o Ted Lodge  
President & Chief Operating Officer  
Pegasus Satellite Television, Inc.  
225 City Line Avenue, Suite 200  
Bala Cynwyd, PA 19004

September 23, 2004 Invoice# 3159393  
Matter Number: 034902-00002  
RE: Bankruptcy

## 02 Asset Disposition

Date	ATTY	Hours	
08/02/04	RJK	0.30	Telephone call with Jessica Knowles/ <b>Paul</b> Caruso regarding compromise motion
08/02/04	RJK	0.50	Exchange several e-mails regarding settlement
08/02/04	RJK	0.10	Review e-mail regarding notice issues regarding compromise
08/02/04	RJK	0.30	Exchange e-mails with Sidley Austin and Trumbull regarding notice issues
08/03/04	SD	0.30	Revisions to motion to shorten time regarding sale motion; attention to e-filing of motion to shorten time and order.
08/03/04	MAF	0.30	Review and revise motion to shorten time and proposed order re: same
08/03/04	SD	0.10	Discussions with Jessica Knowles and Bob Keach regarding filing of settlement motion.
08/03/04	SD	1.00	E-filing of settlement motion and exhibits; telephone calls with Jessica Knowles and Ellen Moring.
08/03/04	SD	1.10	Compile motion to sell from Pacer and add to index. Docket deadline re court dates; attention to e-filing of notice of hearing.
08/03/04	RJK	0.30	Telephone call with Ellen Moring regarding 9019 and other motions
08/03/04	RJK	0.20	Telephone call from Jessica Knowles regarding status of 9019 motion
08/03/04	RJK	0.90	Review motion to compromise with DirectTV, et al; e-mail to Knowles regarding same
08/03/04	RJK	0.40	Review ¶365 motion regarding Global Settlement
08/03/04	RJK	0.40	Review motion regarding acquisition of South Plains partnership agreement
08/03/04	RJK	0.10	Telephone call to Sidley Austin regarding filing of motion to compromise/Settlement
08/03/04	RJK	0.10	Telephone call from Jessica Knowles regarding motion to shorten time

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08/03/04	RJK	3.10	Review Settlement Agreement, Asset Purchase Agreement, Cooperation Agreement, Letter of Credit form; proposed order
08/04/04	MAF	0.10	Review notice of South Plains motion
08/04/04	SD	0.50	Attention to e-filing of LEC 363 Motion; email to Mr. Orfitelli.
08/05/04	SD	0.50	Telephone call to court regarding motion to shorten time; review of 363 motions; telephone call from Jessica Knowles; telephone call to court.
08/11/04	MAF	1.00	Brief conference with R. Keach re: motion to extend time for reply memo; brief call with J. Knowles re: same; draft motion
08/11/04	RJK	0.20	Exchange e-mails regarding Shaw Motion for R. 2004 exam
08/12/04	RJK	0.40	Review objection of D.E. Shaw Laminar to compromise and sale
08/12/04	RJK	0.30	Review motion for R. 2004 exam (DE Shaw)
08/12/04	RJK	0.20	Telephone call to and telephone call from Larry Nyhan regarding DE Shaw Objection and Rule 2004 Motion
08/16/04	LMG	2.90	Review extensive filings and get updated on settlement and other matters; meeting with co-counsel, Keach.
08/16/04	RJK	0.10	Review Preliminary Reply to Shaw Objection
08/17/04	LMG	1.00	Review new filings on global settlement and related issues.
08/19/04	MAF	0.10	Brief conference with R. Keach re: discovery dispute in contested matter created by sale/settlement motion
08/19/04	RJK	0.20	Telephone call with Larry Nyhan regarding Echostar confidentiality agreement

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08/19/04	RJK	0.30	Telephone call from Attorney McLane regarding Louisville lease; e-mail to Sidley Austin regarding same
08/19/04	RJK	0.10	Review Committee's Motion for Leave to File Brief in Excess of 15 pages
08/19/04	RJK	0.50	Review D.E. Shaw Motion to Expedite and DE Shaw Motion to Adjourn; telephone call with Larry Nyhan regarding same
08/19/04	RJK	0.10	E-mail to Larry Nyhan regarding Echostar
08/20/04	SD	0.50	Attention to e-fling motion to file brief in excess of page limit; draft certificate of service.
08/20/04	LMG	0.30	Review Proposed Order Filed by D.E. Shaw Laminar Portfolios, LLC and Motion to Continue/Reschedule Hearing, filed by Creditor D.E. Shaw Laminar Portfolios, LLC).
08/20/04	LMG	0.30	Review Joint Reply of the Wilmington Trust Company and Bank Steering Committee in Support of the Debtors' Motion to (I) Approve the Global Settlement Agreement and (II) Authorize and Approve in Connection Therewith a Sale, Transfer and Conveyance of Certain Assets of the Debtors to DIRECTV, Inc. Filed by Wilmington Trust Co
08/23/04	LMG	0.10	Review Order Permitting the Debtors to File a Memorandum of Law in Support of the Global Settlement in Excess of Page Limit.
08/23/04	LMG	0.20	Review Reply of Debtors and Debtors in Possession to Objections filed by D.E. Shaw Laminar Portfolios, LLC, Delaware Street Capital Master Fund, LP and Claim Partners, LLC Filed by Pegasus Satellite Television, Inc.

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08/23/04	SD	0.80	Attention to e-filing of reply regarding objection to sale by DE Shaw; draft of certificate of service; service of same.
08/23/04	RJK	0.10	E-mail from Jessica Knowles regarding reply to DE Shaw Objection
08/23/04	RJK	0.50	Review Reply to DE Shaw Objection
08/23/04	RJK	0.10	Review objection of Delaware Street Capital, et al., to global settlement
08/23/04	RJK	0.20	Review motion of DE Shaw Laminar to adjourn 8/25/04 hearings and related pleadings
08/23/04	RJK	0.40	Review Joint Statement of Wilmington Trust and Bank Steering Committee in support of Global Settlement
08/23/04	RJK	1.00	Review Committee's memorandum of law in support of global settlement
08/23/04	RJK	0.10	Review objection of Texas Ad Valorem Tax Authorities to Sale to DirecTV
08/23/04	RJK	0.10	Review Basil Marceaux objection
08/24/04	RJK	1.10	Review Committee response to motion to adjourn;
08/24/04	RJK	0.40	Review DirecTV response to motion to adjourn; conference with Sidley Austin regarding same
08/24/04	RJK	0.10	Review Steering Committee, et al., Response to DE Shaw Motion
08/24/04	RJK	0.10	Review Debtors' Response to DE Shaw Motion to Adjourn
08/24/04	RJK	0.90	Miscellaneous conferences with client and Sidley Austin regarding preparation for 8/25/04 hearing
08/24/04	MAF	0.10	Brief conference with R. Keach re: executory contract issues and law in First Circuit
08/24/04	SD	0.50	Attention to printing and obtaining pleadings for the Sidley attorneys in preparation for hearings

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08/24/04	SD	0.30	Attention to e-filing of objection re DE Shaw motion to adjourn 8/25 hearings; draft certificate of service.
08/24/04	SD	3.50	Assist Sidley Austin attorneys with preparation of pleadings for sale hearing.
08/24/04	LMG	0.30	Review Reply to Motion of D.E. Shaw Laminar Portfolios, L.L.C. to Adjourn August 25, 2004 Hearing Filed by Official Committee of Unsecured Creditors.
08/24/04	LMG	1.80	Multiple Discussion regarding settlement and related matters; coordinate representation at hearing.
08/24/04	LMG	0.20	Review Certification of Jeffrey L. Jonas Filed by D.E. Shaw Laminar Portfolios, LLC.
08/24/04	LMG	0.10	Review Response Filed by Delaware Street Capital Master Fund, LP, et al.
08/25/04	SD	1.00	Assist in preparation for sale hearing.
08/25/04	LMG	0.30	Further review of Reply to Motion of D.E. Shaw Laminar Portfolios, L.L.C. to Adjourn August 25, 2004 Hearing Filed by Official Committee of Unsecured Creditors.
08/25/04	LMG	0.20	Review Motion for Joint Response Filed by The Steering Committee of Senior Secured Creditors, Wilmington Trust Co.
08/25/04	LMG	0.30	Review Response Filed by Directv (related document(s): [446] Motion to Continue/Reschedule Hearing, filed by Creditor D.E. Shaw Laminar Portfolios.
08/25/04	RJK	11.10	Prepare for and attend hearings regarding settlement and follow-up meetings
08/26/04	SD	2.60	Assist Sidley Austin with hearing preparation.

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08/26/04	LMG	0.20	Review notice of Hearing Continued (related document(s): [409] Motion to Sell,,, filed by Debtor Pegasus Satellite Television, Inc.). Hearing scheduled for 8/26/2004 at 09:00 AM at Bankruptcy Courtroom,
08/26/04	LMG	0.20	Review Order Denying Motion To Continue/Reschedule Hearing On Motion to Sell - Motion for Entry of an Order Pursuant to 11 USC Section 105(a), 363 and 1146(c) and Bankruptcy Rule 9019.
08/26/04	RJK	11.30	Prepare for and attend hearings on compromise and sale to DirecTV and follow-up meetings regarding same and regarding closing
08/26/04	SD	0.70	Assist in preparation for court hearings; printing of various documents, etc.
08/27/04	RJK	2.10	Attention to Closing issues; conference with Sidley Austin regarding same
08/30/04	RJK	0.50	Telephone call with Dan Glosband; telephone call to Sidley Austin regarding same
08/30/04	LMG	0.20	Review Order on Motion to Sell, filed by Debtor Pegasus Satellite Television, Inc.
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Total 02		62.80	

## 04 Case Administration

Date	ATTY	Hours	
08/02/04	RJK	0.20	Telephone call with Attorney Glosband regarding status
08/03/04	RJK	0.30	Telephone call from E. Bradford (US Trustee) regarding change of analyst; review e-mail regarding same; e-mail to Caruso regarding same



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08/11/04	SD	1.00	E-filing of ordinary course professional supplement; draft certificate of service; e-filing of Trumbull certificate of service
08/12/04	SD	0.20	Telephone calls from various creditors; refer them to Trumbull services.
08/12/04	RJK	0.10	Review Supplemental Disclosure on Ordinary Course Professionals
08/12/04	RJK	0.20	Review Lamps and Singer disclosures regarding blocking procedures
08/12/04	MAF	0.10	Telephone call to E. Moring re: filing notice of agenda for hearings
08/13/04	SD	0.80	Attention to serving draft schedules and statements on Trustee's office.
08/16/04	RJK	0.20	Telephone call from Sidley Austin regarding schedules; conference with Sheila Dilios regarding same
08/16/04	RJK	0.30	Attention to filing of schedules; exchange e-mail regarding same
08/16/04	SD	0.60	Attention to e-filing of motion to admit pro hac vice of Attorney Hutchinson; draft certificate of service; service by e-mail.
08/16/04	SD	0.50	Telephone call from Mary Ellen from Court regarding schedulings; telephone call to/from Rached from Court regarding schedules and statements; various e-mails from/to client regarding filing of schedules and statements.
08/16/04	SD	0.50	Begin e-filing of schedules and statements.
08/16/04	SD	2.50	Attention to e-filing of schedules and statements for all 28 companies; various e-mails with Sidley Austin attorneys; confirmation of filing of all 28 companies' sets of schedules and statements.

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08/17/04	SD	0.40	Discussions with Aubrey Cummings re receipt of e-filings of schedules and statements and filing of same; review of e-mails; receipt of signature pages for operating reports; prepare for filing of operating reports; draft letter to US Trustee.
08/17/04	SD	0.80	Attention to e-filing of monthly operating reports.
08/26/04	LMG	0.20	Review notice of Hearing Continued on Motion for an Order Pursuant to 11 USC Section 363.
08/27/04	SD	0.30	Review of ordinary course professionals order regarding Fleischman; need to file monthly fee statement.
08/30/04	LMG	0.20	Review Amended Exhibit A - Order Filed by Pegasus Satellite Television, Inc.
08/30/04	RJK	0.20	E-mail to Larry Nyhan regarding Par Inv. Partners
08/31/04	LMG	0.30	Review Reservation of Rights by Par Capital Management, Inc. and Par Investment Partners, L.P. Filed by Par Capital Management, Inc..
08/31/04	SD	0.10	Telephone call from creditor regarding claim.
08/31/04	SD	0.40	Attention to filing of monthly operating reports; attention to monthly fee statement; emails to various parties regarding filing
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Total 04		10.40	

## 05 Claims Administration and Objections

Date	ATTY	Hours	
08/02/04	RJK	0.10	Review letter from Attorney for South Plains DBS
08/04/04	SD	0.10	Telephone call from atty in NY regarding bar date questions.

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08/23/04	RJK	0.80	Telephone calls to and from and e-mails with Sidley Austin regarding 1007(c) notice, claims procedure
08/23/04	SD	0.70	Finalize revisions re motion and order for expedited hearing re payment of prepetition secured claims; motion for payment of prepetition secured claims and draft order regarding prepetition secured claims.
08/23/04	SD	0.80	Drafting of expedited motion regarding motion to make (prepetition) payments to secured parties; draft order.
08/25/04	SD	0.30	Attention to e-filing of affidavit of service of Trumbull regarding 1007 letters.
08/27/04	RJK	0.50	Review pleadings and attachments regarding claims procedures
08/27/04	SD	0.90	Various e-mails with Sidley Austin; e-mails with Bob Keach; attention to e-filing of expedited motion re establishing procedures for filing proofs of claim
08/30/04	LMG	0.40	Review and analyse Motion for Order Pursuant to Bankruptcy Rule 3003(c) (3) Establishing Procedures for Filing Proofs fo Claim and Approving the Form and Manner of Notice Thereof Filed by Pegasus Satellite Television, Inc..
08/30/04	SD	0.60	Draft of COS re mailing of bar date notice information and procedures; attention to e-filing of certificate of service; telephone call from Laura Franzon regarding e-filing of revised order and notice regarding bar date notice information and procedures.

Total 05

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5.20

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## 06 Employee Benefits/Pensions

Date	ATTY	Hours	
08/03/04	SD	0.20	E-filing of proposed KERP order.
08/03/04	RJK	0.20	Review revised order (second order) regarding KERP
08/03/04	RJK	0.40	Conference with Guy Neal regarding KERP hearing; status
08/03/04	RJK	1.00	Prepare for and attend hearing regardind KERP (Second Order)
08/27/04	RJK	0.30	Review Supp. KERP Motion (Ted Lodge) and Order; e-mail regarding same
08/27/04	SD	0.50	Attention to e-filing of Supplemental KERP motion.
08/30/04	LMG	0.30	Review Supplemental Motion for Order Pursuant to 11 U.S.C. 363(b) and 105(a) Authorizing and Approving Implementation of Supplemental Management Retention Plan Filed by Pegasus Satellite Television, Inc.
08/30/04	SD	1.10	Draft notice of hearing regarding Supplemental KERP motion draft notice of hearing; attention to e-filing of notice of hearing re supplemental KERP Motion; service of same.
08/30/04	RJK	0.10	Review and revise Notice of Hearing regarding Ted Lodge KERP Motion
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Total 06		4.10	

## 07 Fee/Employment Applications

Date	ATTY	Hours	
08/02/04	RJK	0.30	Review monthly fee statements for special counsel

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08/02/04	SD	0.80	Attention to filing of Shaw Pittman and Arnold & Porter fee statements; draft certificates of service for both
08/04/04	SD	0.70	E-filing of Sidley Austin Monthly Fee Statement - breaking down into increments which the court can accept.
08/05/04	SD	0.80	Attention to e-filing of Sidley Austin monthly fee statement.
08/06/04	SD	0.30	Draft of Certificate of Service; Attention to e-filing of FTI monthly fee statement
08/17/04	SD	1.80	Review of proforma for task coding; draft of monthly fee statement for July time.
08/18/04	SD	0.60	Search for form of certificate of no objection; prepare for BSSN fees for e-filing.
08/18/04	RJK	0.20	Revise BSSN monthly statement
08/19/04	RJK	0.10	Revise Certificate of No Objection regarding Bernstein, Shur, Sawyer & Nelson fees
08/19/04	SD	0.10	Revisions to certificate of no objection.
08/19/04	SD	1.10	Pacer search in Federal Mogul and Fleming matters for certificate of no objection re monthly fee statements; draft certificate of no objection; review of docket for confirmation no objects were filed
08/20/04	SD	0.70	Finalize certificate of no objection regarding June fees; review of docket to confirm no objections filed; finalize July monthly fee statement.
08/20/04	SD	0.10	Email to Ellen Moring form of certificate of no objections of monthly fee statement.

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08/20/04	SD	0.50	Draft of certificates of service for BSSN and Miller Buckfire certificates of no objection regarding June monthly fee statement; e-filing of BSSN and Miller Buckfire certificate of no objection.
08/20/04	LMG	0.30	Review new filings re. fees and related matters.
08/26/04	SD	0.70	Attention to filing of BSSN, Miller Buckfire and King & Spaulding monthly fee statements for July; draft certificates of service.
08/26/04	SD	0.90	Review of various e-mails regarding monthly fee statements; telephone call with Atty. Randleman; attention to e-filing certificates of no objection (Omnibus and Sidley Austin).
08/27/04	SD	0.60	Draft certificate of service; attempts at e-filing of July monthly statement for Herbein & Company; review of file for size.
08/30/04	SD	0.50	Telephone call with Gloria Gombar at Herbein & Comany regarding July fee statement; attention to e-filing Herbein's July monthly fee statement
08/31/04	SD	0.60	Draft certificate of service for e-filing of Shaw Pittman monthly fee statement; e-filing Shaw Pittman monthly fee statement.
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Total 07		11.70	

08 **Fee/Employment Objections**

Date	ATTY	Hours	
08/25/04	LMG	0.10	Review Exhibit A to Statement of Fees for

# Bernstein, Shur, Sawyer & Nelson, P.A.

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			Services Rendered and Expenses Incurred by Pierce Atwood as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning July 1, 2004 and Ending July 31, 2004.
08/25/04	LMG	0.20	Review Statement of Fees for Services Rendered and Out-of-Pocket Expenses Incurred by Capital & Technology Advisors LLC, as Financial Advisor to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc. et al. for the Period Beginning July 1, 2004 and Ending July 31. 2004 Filed by Capital & Technology Advisors, LLC
08/25/04	LMG	0.10	Review Statement of Fees for Services Rendered and Expenses Incurred by Pierce Atwood as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning July 1, 2004 and Ending July 31, 2004 Filed by Pierce Atwood.
08/26/04	LMG	0.10	Review July - Monthly Fee Statement - Financial Advisor/Investment Banker Filed by Miller Buckfier Lewis Ying & Co., LLC.
08/26/04	LMG	0.10	Review July - Monthly Fee Statement - Special Corporate and Transactional Counsel Filed by King & Spalding, LLP.
08/26/04	LMG	0.10	Review July - Monthly Fee Statement for Co-Counsel to the Debtor Filed by Bernstein, Shur, Sawyer & Nelson.
08/30/04	LMG	0.10	Review Statement of Fees for Services Rendered by Corporate Taxation Advisor for the Period Beginning June 2, 2004 and Ending June 30, 2004 Filed by Herbein & Company, Inc

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08/30/04	LMG	0.10	Review Certificate of No Objection Regarding Monthly Fee Statement - Docket No. 421 Filed by Sidley Austin Brown & Wood LLP.
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Total 08		0.90	
<b>09</b>	<b>Financing</b>		
Date	ATTY	Hours	
08/23/04	RJK	6.00	Review Cash Collteral Motion regarding prepetition secured debt; Draft Motion to authorize provisional payments to secured claims and revise same; draft related pleadings; e-mail to Nyhan regarding same
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Total 09		6.00	
<b>10</b>	<b>Litigation</b>		
Date	ATTY	Hours	
08/03/04	RJK	0.20	Telephone call with Marcus; call to USDC regarding stay of appeal
08/03/04	RJK	0.40	Review and revise stipulation regarding stay of appeal; e-mail to Tatel regarding same
08/04/04	SD	0.30	E-filing of joint stipulation to stay proceedings; draft of certificate of service; create service list; e-filing of certificate of service.
08/04/04	SD	0.10	Review of E-mails regarding finalizing and e-filing of joint stipulation.
08/23/04	RJK	0.20	Review letter from attorney Bednarz and proposed pleading regarding Simon litigation



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Bala Cynwyd, PA 19004

September 23, 2004 Invoice# 3159393  
Matter Number: 034902-00002  
RE: Bankruptcy

08/30/04	RJK	0.10	E-mail to Jennifer Tatel regarding Stipulations of Dismissal
08/30/04	RJK	0.30	Review Stipulations of Dismissal; e-mail to Jennifer Tatel regarding same
-----			
Total 10		1.60	

## 12 Plan and Disclosure Statement

Date	ATTY	Hours	
08/16/04	RJK	0.10	Telephone call from Ellen Moring regarding Rule 3016-2 compliance
08/27/04	RJK	2.50	Review and revise Section 1121(d) Motion
-----			
Total 12		2.60	

## 13 Relief From Stay Proceedings

Date	ATTY	Hours	
08/24/04	RJK	2.50	Begin draft of motion to enforce automatic stay vs. ADS
08/24/04	RJK	0.30	Telephone call from counsel to ADS
08/24/04	RJK	0.10	Telephone call to Mark Eyer regarding ADS
08/24/04	RJK	0.20	Telephone call with Mark Eyer regarding ADS issues, letter
08/24/04	RJK	3.10	Review and revise letter to ADS; review ADS Agreement and all amendments; review related correspondence; e-mail to Mark Eyer regarding same
08/24/04	RJK	0.20	Attention to tort claimant's request for relief
-----			
Total 13		6.40	

## 14 Other

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Date	ATTY	Hours	
08/02/04	SD	0.60	Forms of motions to Jennifer Knowles; telephone call from Court regarding need for 8/30/04 hearing on KERP motion; review of procedural order; e-mail to Mr. Keach.
08/02/04	RJK	0.40	Review stories in financial press
08/03/04	SD	0.10	Review and respond to e-mails.
08/03/04	SD	1.10	Update service list information; e-mail to Eileen McDonnell; e-mails to/from Trumbull regarding service list information.
08/04/04	SD	0.60	Review of e-mail from Mr. Orfitelli regarding service list; Pacer search to see if Pegasus Satellite Communications Inc. is listed or is represented; e-mail to Mr. Orfitelli.
08/05/04	SD	0.20	E-mail from Marc Orfitelli of Trumbull Services; review of case management order re service instructions; telephone call to/from Marc Orfitelli regarding service.
08/12/04	SD	0.50	Telephone call from client regarding schedules and statements; telephone call with court regarding hearing dates; attention to e-filing of notice of agenda items.
08/19/04	SD	0.10	Various telephone calls with court re scheduling issues.
08/19/04	SD	0.10	Obtain pleadings for Mr. Keach; review of e-filings docket court related deadlines.
08/20/04	LMG	0.50	Review additional filings and update on case.
08/20/04	SD	0.60	Update service list information
08/23/04	SD	0.10	E-mail Mr. McClintock form of expedited motion.
08/23/04	SD	0.10	Update e-mail group with request to delete (Annie Tallent).

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08/23/04	SD	0.50	Draft certificate of service; attention to e-filing of agenda for 8/25 hearing.
08/23/04	LMG	0.20	Review Notice of Agenda of Matters Scheduled for Hearing on August 25, 2004.
08/23/04	SD	0.50	Attention to conference room reservations; attention to dial in information for 8/25 hearings; telephone call to court regarding call in information; e-mail to Jessica Knowles regarding agenda for 8/25 hearings.
08/23/04	SD	0.60	Attention to billing; preparation of cover bill; e-mail to client; telephone call to E. Moring re billing to Pegasus procedure; and further instructions regarding future filing procedures for all professionals.
08/24/04	SD	0.50	Update service list.
08/24/04	SD	0.30	Review of agenda; pacer search to confirm no new filings; e-filing of amended agenda for August 25 hearings.
08/24/04	SD	0.50	Miscellaneous checking of e-mails to confirm receipt of filings in preparation of 8/25 hearings.
08/24/04	LMG	0.80	Deal with issues raised by lead counsel.
08/25/04	SD	1.00	Retrieve packages from court; assist in continued preparation for continued sale hearing on 8/26
08/25/04	LMG	0.10	Review Amended Notice of Agenda of Matters Scheduled for Hearing on August 25, 2004 Filed by Pegasus Satellite Television, Inc.
08/26/04	SD	0.10	Review of e-filings; docket court related deadlines.
08/26/04	SD	0.20	Update service list information.
08/27/04	RJK	0.30	Telephone call to Daniel Glosband regarding status

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RE: Bankruptcy

08/31/04	SD	0.10	Review of e-filings; docket court related deadlines.
		-----	
Total 14		10.70	

## ATTORNEY / PARALEGAL SUMMARY

### 02 Asset Disposition

Attorney	Hours	Rate	Amount
LEN GULINO	8.60	225.00	1,935.00
MICHAEL FAGONE	1.60	195.00	312.00
ROBERT J. KEACH	39.20	350.00	13,720.00
SHEILA DILIOS	13.40	95.00	1,273.00
		-----	-----
Total 02	62.80		17,240.00

### 04 Case Administration

Attorney	Hours	Rate	Amount
LEN GULINO	0.70	225.00	157.50
MICHAEL FAGONE	0.10	195.00	19.50
ROBERT J. KEACH	1.50	350.00	525.00
SHEILA DILIOS	8.10	95.00	769.50
		-----	-----
Total 04	10.40		1,471.50

### 05 Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	0.40	225.00	90.00
ROBERT J. KEACH	1.40	350.00	490.00
SHEILA DILIOS	3.40	95.00	323.00
		-----	-----
Total 05	5.20		903.00

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<b>06</b>	<b>Employee Benefits/Pensions</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.30	225.00	67.50
	ROBERT J. KEACH	2.00	350.00	700.00
	SHEILA DILIOS	1.80	95.00	171.00
		-----		-----
	Total 06	4.10		938.50
<b>07</b>	<b>Fee/Employment Applications</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.30	225.00	67.50
	ROBERT J. KEACH	0.60	350.00	210.00
	SHEILA DILIOS	10.80	95.00	1,026.00
		-----		-----
	Total 07	11.70		1,303.50
<b>08</b>	<b>Fee/Employment Objections</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.90	225.00	202.50
		-----		-----
	Total 08	0.90		202.50
<b>09</b>	<b>Financing</b>			
	Attorney	Hours	Rate	Amount
	ROBERT J. KEACH	6.00	350.00	2,100.00
		-----		-----
	Total 09	6.00		2,100.00
<b>10</b>	<b>Litigation</b>			
	Attorney	Hours	Rate	Amount
	ROBERT J. KEACH	1.20	350.00	420.00
	SHEILA DILIOS	0.40	95.00	38.00



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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.72
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.24
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.72
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	23.37
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.66
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.72
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.72
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.47
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	9.76
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.66
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.24
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.24
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	9.76
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.24

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.66
GENERAL COURIER - PAID TO: GENERAL COURIER	5.31
GENERAL COURIER - PAID TO: GENERAL COURIER	6.20
GENERAL COURIER - PAID TO: GENERAL COURIER	8.93
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.37
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	9.76
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.78
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.37
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.66
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.78
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.24
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.73
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.66
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.66
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.72

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.72	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.12	
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	9.58	
POSTAGE	21.09	
LEXIS/WESTLAW - PAID TO: WEST GROUP	184.70	
LEXIS/WESTLAW - PAID TO: WEST GROUP	224.69	
LEXIS/WESTLAW - PAID TO: WEST GROUP	1900.12	
LEXIS/WESTLAW - PAID TO: WEST GROUP	114.02	
MISCELLANEOUS - PAID TO: PACER SERVICE CENTER	117.12	
PHONE - PAID TO: PREMIERE CONFERENCING	95.29	
PHONE - PAID TO: PREMIERE CONFERENCING	1.30	
PHONE - PAID TO: PREMIERE CONFERENCING	221.00	
POSTAGE	21.46	
POSTAGE	21.46	
POSTAGE	88.16	
SECRETARY OVERTIME	184.31	
POSTAGE	21.46	
LEXIS/WESTLAW - PAID TO: WEST GROUP	1066.78	
LEXIS/WESTLAW - PAID TO: LEXIS-NEXIS	90.00	
PHONE - PAID TO: PREMIERE CONFERENCING	294.35	
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	5.96	
TOTAL EXPENSES		\$7,210.65
TOTAL FEES PLUS EXPENSES		\$36,380.65

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**CERTIFICATE OF SERVICE**

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on September 27, 2004 I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses as Co-Counsel to the Debtors for the Period Beginning August 1, 2004 and Ending August 31, 2004 to be served on the parties listed by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk's office and therefore will be served as part of the Electronic Case Filing ("ECF") system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

September 27, 2004

/s/ Sheila R. Dilios  
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON  
100 Middle Street, P.O. Box 9729  
Portland, ME 04104-5029

## SERVICE VIA “ECF FILING”

- **Gayle H. Allen**  
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- **Fred W. Bopp, III,**  
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- **Nava Hazan**  
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[djnewman@akingump.com](mailto:djnewman@akingump.com); [mtilney@akingump.com](mailto:mtilney@akingump.com)
- **Bruce B. Hochman**  
[bhochman@lambertcoffin.com](mailto:bhochman@lambertcoffin.com); [cyoung@lambertcoffin.com](mailto:cyoung@lambertcoffin.com)
- **Kim Y. Jefferson**  
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- **Robert J. Keach**  
[rkeach@bssn.com](mailto:rkeach@bssn.com); [sdilios@bssn.com](mailto:sdilios@bssn.com)
- **Jacob A. Manheimer**  
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- **George J. Marcus**  
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- **John P. McVeigh**  
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- **Ellen Moring**  
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- **Guy S. Neal**  
[gneal@sidley.com](mailto:gneal@sidley.com)
- **Richard J. O'Brien**  
[robrien@lcwlaw.com](mailto:robrien@lcwlaw.com); [bmclure@lcwlaw.com](mailto:bmclure@lcwlaw.com)
- **Jennifer H. Pincus**  
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- **Peter Michael Reed**  
[sragsdale@mvalaw.com](mailto:sragsdale@mvalaw.com)
- **F. Bruce Sleeper**  
[bankruptcy@jbgf.com](mailto:bankruptcy@jbgf.com)
-