

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

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

**THIRD MONTHLY FEE STATEMENT**

Name of Applicant: Sidley Austin Brown & Wood LLP

Authorized to Provide Professional Services to: Debtors

Date of Retention: June 24, 2004, *nunc pro tunc* to June 2, 2004

Period for Which Compensation and Reimbursement is Sought: August 1, 2004 through August 31, 2004

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$1,175,010.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$87,312.38

This is a(n):      X   interim                      \_\_\_\_\_ final Monthly Fee Statement.

The time expended in preparation of this Monthly Fee Statement during the period covered by this Monthly Fee Statement is only partially reflected in this Monthly Fee Statement. Allowance for time spent in preparation of this Monthly Fee Statement will also be sought in a future Monthly Fee Statement.

**Prior Fee Statements:**

<u>Date</u>	<u>Period Covered</u>	<u>Amount</u>	<u>Status</u>
8/5/04	6/2/04-6/30/04	\$1,434,570.00 - Fees \$111,166.46 - Expenses	Certificate of No Objection Filed 8/26/04
9/13/04	7/1/04-7/31/04	\$1,230,923.00 - Fees \$69,133.40 - Expenses	Certificate of No Objection Filed 10/4/04

**ATTACHMENT B TO MONTHLY FEE STATEMENT**

<b>Name of Professional/ Individual</b>	<b>Position, Area of Expertise, Number of Years in Practice, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Larry J. Nyhan	Partner/ Bankruptcy/ 24 years. Admitted 1980.	\$700.00	162.50	\$111,335.00
James F. Conlan	Partner/ Bankruptcy/ 16 years. Admitted 1988.	\$685.00	20.40	\$10,549.00
Guy S. Neal	Partner/ Bankruptcy/ 11 years. Admitted 1993.	\$500.00	179.90	\$86,825.00
Ellen R. Moring	Associate/ Bankruptcy/ 14 years. Admitted 1990.	\$425.00	192.80	\$81,940.00
Paul S. Caruso	Associate/ Bankruptcy/ 9 years. Admitted 1996.	\$390.00	231.20	\$87,535.50
Michael G. Burke	Associate/ Bankruptcy/ 2 years. Admitted 2003.	\$310.00	27.20	\$8,432.00
Jessica C. Knowles	Associate/ Bankruptcy/ 2 years. Admitted 2002.	\$290.00	215.90	\$61,654.00

Joel M. Randleman	Associate/ Bankruptcy/ <1 year. Admitted 2004.	\$280.00	123.70	\$34,636.00
Laura Baccash Franzon	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	177.90	\$43,914.00
Matthew E. McClintock	Associate/ Bankruptcy/ 1 year. Admitted 2003.	\$260.00	171.70	\$42,081.00
Scott B. Kitei	Associate/ Bankruptcy/ < 1 year. Admission pending.	\$170.00	6.90	\$1,173.00
Eileen McDonnell- O'Driscoll	Legal Assistant/ Bankruptcy/ 19 years.	\$170.00	29.50	\$5,015.00
Lauren A. Hoeflich	Legal Assistant/ Bankruptcy/ 2 years.	\$155.00	36.40	\$5,642.00
Nancy J. Lusk	Legal Assistant/ Bankruptcy/ 16 years.	\$155.00	27.30	\$4,231.50
Joseph H. Elsabee	Legal Assistant/ Bankruptcy/ < 1 year.	\$140.00	19.70	\$2,758.00
Jacob Margulies	Legal Assistant/ Bankruptcy/ < 1 year.	\$125.00	64.20	\$8,025.00
Susan L. Summerfield	Project Assistant/ Bankruptcy/ 14 years.	\$85.00	8.00	\$680.00

Paul V. Gerlach	Partner/ Litigation/ 17 years. Admitted 1982.	\$625.00	30.10	\$17,250.00
Barry W. Rashkover	Partner/ Litigation/ 17 years. Admitted 1987.	\$625.00	84.20	\$50,281.25
John H. Hutchinson	Partner/ Litigation/ 19 years. Admitted 1985.	\$625.00	101.50	\$62,843.75
Daniel A. McLaughlin	Counsel/ Litigation/ 8 years. Admitted 1997.	\$435.00	112.40	\$45,044.25
Steven E. Klein	Associate/ Litigation/ 7 years. Admitted 1997.	\$425.00	40.70	\$16,235.00
Catherine B. Winter	Associate/ Litigation/ 3 years. Admitted 2002.	\$335.00	24.40	\$7,202.50
Martin B. Jackson	Associate/ Litigation/ 2 years. Admitted 2003.	\$310.00	176.20	\$52,622.50
Donald P. Renaldo II	Associate/ Litigation/ 1 year. Admitted 2004.	\$280.00	17.70	\$4,956.00
Gabriel S. Meyer	Associate/ Litigation/ 2 years. Admitted 2002.	\$235.00	76.90	\$17,319.50

Robert Lyons	Legal Assistant/ Litigation/ 4 years.	\$160.00	57.30	\$9,168.00
Arik Katzap	Legal Assistant/ Litigation/ 4 years.	\$150.00	104.50	\$15,262.50
Derek D. Reid	Legal Assistant/ Litigation/ 4 years.	\$140.00	14.00	\$1,960.00
Elizabeth Rickard	Legal Assistant/ Litigation/ 2 years.	\$140.00	4.20	\$588.00
Michael Wozniak	Legal Assistant/ Litigation/ 7 years.	\$125.00	10.00	\$1,250.00
Amanda Sue Entin	Legal Assistant/ Litigation/ < 1 year.	\$125.00	8.00	\$1,000.00
Nicole E. Drewer	Legal Assistant/ Litigation/ 2 years.	\$120.00	5.30	\$636.00
Thomas P. Van Wazer	Partner/ Communications/ 15 years. Admitted 1989.	\$450.00	44.40	\$19,980.00
Jennifer B. Tatel	Associate/ Communications/ 4 years. Admitted 2000.	\$295.00	187.40	\$53,262.25
Thaddeus S. Stringer	Legal Assistant/ Communications/ 2 years.	\$120.00	19.90	\$2,388.00 <sup>1</sup>

<sup>1</sup> \$120.00 of this amount represents professional fees for services performed between July 1, 2004 and July 31, 2004 that were not included in the July fee statement.

Jonathan M.A. Melmed	Associate/ Corporate/ 6 years. Admitted 1999.	\$400.00	12.00	\$4,800.00
Jamie H. Sklar	Associate/ Corporate/ 5 years. Admitted 2000.	\$400.00	7.00	\$2,800.00
Richard H. Sinkfield III	Associate/ Corporate/ 10 years. Admitted 1994.	\$395.00	53.40	\$21,093.00
Aaron A. Ghais	Associate/ Corporate/ 8 years. Admitted 1996.	\$395.00	3.80	\$1,501.00
Jonathan J. Naimark	Associate/ Corporate/ 4 years. Admitted 2001.	\$365.00	62.40	\$21,790.50
Thomas H. Yancey	Partner/ Taxation/ 24 years. Admitted 1980.	\$525.00	158.50	\$79,170.00
Angelo Ciavarella	Counsel/ Taxation/ 10 years. Admitted 1994.	\$510.00	24.40	\$12,444.00
Louis Gibber	Associate/ Taxation/ 2 years. Admitted 2002.	\$335.00	13.30	\$4,455.50

Todd W. Genger	Associate/ Regulatory/ 3 years. Admitted 2002.	\$270.00	5.90	\$1,593.00
Gregory P. Lauro	Associate/ Environmental/ 3 years. Admitted 2002.	\$325.00	46.40	\$15,080.00
Erroll G. A. Butts	Litigation Support/ 5 years.	\$175.00	104.50	\$18,287.50
Tim Fehilly	Litigation Support Specialist/ 5 years.	\$160.00	40.50	\$6,480.00
Ralph A. Rogers	Litigation Support Specialist/ 6 years.	\$120.00	82.00	\$9,840.00
<b>Grand Total</b>			<b>3,248.40</b>	<b>\$1,175,010.00</b>
<b>Blended Rate</b>		<b>\$342.73</b>		

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Air Transportation	Various	\$13,820.61
Duplicating Charges (10¢/page)		\$13,559.59
Court Costs		\$45.00
Document Delivery Services	Federal Express/DHL	\$511.78
Document Services		\$14.49
Facsimile Charges (\$.50/page, outgoing only)		\$84.50
Ground Transportation		\$7,548.43
CALR – Lexis Research Service	Lexis	\$2,064.84
Meals – Out of Town		\$4,759.38
Meals – Other		\$913.05
Messenger Services	Cannonball	\$848.09
Overtime Services		\$2,590.81
Document Production		\$925.00
Professional Services/Specialists		\$13,905.43
Publications		\$35.00
Court Reporter		\$1,000.75
Search Services		\$120.42
Telephone Tolls		\$1,057.47
Lodging		\$17,246.95
CALR – Westlaw Research Service	Westlaw	\$6,260.79
<b>Total</b>		<b>\$87,312.38</b>



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:	)	
	)	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., et al., <sup>1</sup>	)	Case No. 04-20878 (JBH)
	)	
Debtors.	)	(Jointly Administered)
	)	

**MONTHLY STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES  
INCURRED BY SIDLEY AUSTIN BROWN AND WOOD LLP, COUNSEL TO THE  
DEBTORS, FOR THE PERIOD AUGUST 1, 2004 THROUGH AUGUST 31, 2004.**

Sidley Austin Brown & Wood LLP ("Applicant"), attorneys for Pegasus Satellite Television, Inc., and certain of its subsidiaries, each of which is a debtor-in-possession herein (collectively, the "Debtors"), respectfully submits this monthly fee statement (the "Fee Statement") to this Court, pursuant to 11 U.S.C. §§ 327, 331 and 503, and Fed. R. Bankr. R. 2016, for approval of monthly compensation and reimbursement of expenses.

In support of the Fee Statement, the Applicant states as follows:

1. On June 2, 2004 (the "Petition Date"), the Debtors commenced these chapter 11 cases by each filing voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On the Petition Date, the Debtors also jointly filed

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<sup>1</sup> The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

motions or applications seeking certain typical "first day" orders, including an order to have these cases jointly administered.

2. The Debtors are continuing in possession of their properties and are operating and maintaining their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases. On June 10, 2004, the Office of the United States Trustee appointed an Official Committee of Unsecured Creditors in these cases pursuant to section 1102 of the Bankruptcy Code (the "Committee").

#### **BASIS FOR THE FEE STATEMENT**

3. By this Fee Statement, Applicant seeks an allowance and award of compensation for the services rendered and reimbursement of expenses incurred by Applicant as general bankruptcy counsel to the Debtors between August 1, 2004 and August 31, 2004 both dates inclusive. The amount of fees sought for services rendered during this period is \$1,175,010.00 representing 3,428.40 hours in professional and paraprofessional time for such services, and reimbursement of actual necessary expenses incurred by Applicant during the above-referenced period in connection with these services is requested in the amount of \$87,312.38.

4. The Debtors sought approval of this Court to retain Applicant as general reorganization and bankruptcy counsel, pursuant to 11 U.S.C. § 327(a), by motion filed June 3, 2004. As set forth in the Motion seeking such approval, Applicant's services to the Debtors would encompass a wide range of legal services, focused upon restructuring and insolvency issues but also encompassing certain corporate, intellectual property, real estate, tax, and

litigation matters. In particular, Applicant anticipate advising the Debtors with respect to the following matters:

- A. providing legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their businesses;
- B. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on behalf of the Debtors, negotiating any and all litigation in which the Debtors are involved, and objecting to claims filed against the Debtors' estates;
- C. preparing on behalf of the Debtors all necessary motions, answers, orders, reports and other legal papers in connection with the administration of the Debtors' estates;
- D. attending meetings and negotiating with representatives of creditors and other parties in interest, attending court hearings and advising the Debtors on the conduct of the cases;
- E. performing any and all other legal services for the Debtors in connection with these chapter 11 cases and with the formulation and implementation of the Debtors' plan;
- F. advising and assisting the Debtors regarding all aspects of the plan confirmation process, including, but not limited to, securing the approval of a disclosure statement by the Bankruptcy Court and the confirmation of a plan at the earliest possible date;
- G. providing legal advice and performing legal services with respect to general corporate matters, and advice and representation with respect to obligations of the Debtors and their Boards of Directors and officers;
- H. providing legal advice and performing legal services with respect to matters involving the negotiation of the terms and the issuance of corporate securities, matters relating to corporate governance and the interpretation, application or amendment of the Debtors' corporate documents, including their Certificates or Articles of Incorporation, by-laws, material contracts, and matters involving stockholders and the Debtors' legal duties toward them;
- I. providing legal advice and legal services with respect to litigation, tax and other general non-bankruptcy legal issues for the Debtors to the extent requested by the Debtors; and
- J. rendering such other services as may be in the best interests of the Debtors in connection with any of the foregoing and all other necessary or appropriate legal

services in connection with these chapter 11 cases, as agreed upon by Sidley and the Debtors.

Applicant's retention was approved by this Court by order dated June 24, 2004.

5. Applicant has received no payment and no promises for payment from any source for services rendered in these chapter 11 cases. There is no agreement between Applicant and any other party for the sharing of compensation to be received for the services rendered by Applicant in these chapter 11 cases. All professional and paraprofessional services for which compensation is sought herein were rendered solely on behalf of the Debtors in these cases.

#### **SERVICES RENDERED**

6. As set forth on Exhibits A through N attached hereto, Applicant has rendered substantial services to the Debtors in connection with these chapter 11 cases during the period covered by this Fee Statement. These services may be summarized generally as follows:

a. Regulatory: Applicant's services in this category during the period covered by this Fee Statement included (i) addressing issues pertaining to potential station acquisitions and implications of the Federal Communications Commission ("FCC") rules on same, (ii) addressing issues pertaining to certain stations' construction permit applications pending before the FCC, (iii) responding to a subpoena from the Securities and Exchange Commission ("SEC"), including preparing a document production regarding same, and (v) communication with Debtors' personnel, FCC personnel, SEC personnel, and other parties-in-interest regarding all of the above. Applicant seeks \$120,823.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit A attached hereto and incorporated herein by reference.

\$38,052.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit E attached hereto and incorporated herein by reference.

f. Employee Issues: Applicant's professionals performed services related to the effect of the chapter 11 proceedings on the Debtors' employees and other employee-related issues. These services included: (i) preparing a motion to approve supplemental key employee retention plans, (ii) participating in a hearing on August 3, 2004 on the Debtors' key employee retention plans, (iii) addressing issues relating to an executive employment agreement and (iv) preparing a communication to employees regarding the key employee retention plan. Applicant seeks \$19,461.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit F attached hereto and incorporated herein by reference.

g. Case Administration: A large portion of the services performed by Applicant's professionals during the period covered by this Fee Statement consisted of services related to the day-to-day administration of these chapter 11 cases and most of the time billed to this category relates to general and administrative matters. Time billed in this category also includes time spent on services that either (i) does not readily fit into one of the other categories specified in this Fee Statement, or (ii) may fit into more than one of such categories. As a result, the services performed by Applicant's professionals that fall within this category are numerous and varied, but include, as a representative sample: (i) monitoring the docket in these cases concerning the filing of new pleadings, (ii) developing general strategy to govern the future of these chapter 11 cases, in connection with the Debtors' personnel and other professionals, (iii) participating in conference calls concerning the progress of these chapter 11 cases, and (iv) drafting the agenda for, preparing for, and participating in an omnibus hearing held on August 25, 2004. Applicant seeks \$24,248.50 in fees related to work performed in this category in

connection with its services as detailed further on Exhibit G attached hereto and incorporated herein by reference.

h. Bankruptcy Schedules: Applicant advised Debtors' personnel and FTI Consulting, Inc. ("FTI"), as financial advisors to the Debtors, concerning numerous legal issues arising in connection with the preparation of the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs (collectively, the "Schedules"), which were filed with the Court on August 16, 2004. Such advice included both one-on-one and group conferences with the Debtors' and FTI's personnel compiling the data necessary for inclusion in the Schedules. Applicant seeks \$69,641.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit H attached hereto and incorporated herein by reference.

i. Fee Applications: This category includes Applicant's activities in connection with the preparation of its monthly Fee Statements. During the period covered by this Fee Statement, Applicant's professionals and paraprofessionals performed services in connection with (i) the preparation and filing of Applicant's first monthly Fee Statement and (ii) the review of information for Applicant's second monthly Fee Statement. The time expended in preparation of this Fee Statement is only partially reflected in this Fee Statement. Because many of Applicant's professionals and paraprofessionals provide services in these chapter 11 cases, reviewing Applicant's billing statements and preparing the fee statements and applications is a time consuming process. At this time, Applicant seeks \$11,450.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit I attached hereto and incorporated herein by reference.

j. Executory Contracts and Leases: Applicant's professionals during the period covered by this Fee Statement (i) prepared a motion in connection with the extension of

the period to assume certain executory contracts pursuant to section 365(d)(4) of the Bankruptcy Code, (ii) prepared a motion in connection with the assumption and assignment of certain contracts, (iii) prepared a motion in connection with the rejection of certain contracts and leases, and (iv) addressed issues regarding certain landlord payments. Applicant seeks \$46,227.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit J attached hereto and incorporated herein by reference.

k. Claims Processing: During the period covered by this Fee Statement, Applicant's professionals services included (i) preparation and filing of bar date pleadings, including proof of claim forms, notice of bar date, a motion to approve the bar date and a motion to expedite the hearing on same and (ii) communications with counsel to the Creditors' Committee regarding the foregoing. Applicant seeks \$19,802.50 in fees related to work performed in this category in connection with its services as detailed further on Exhibit K attached hereto and incorporated herein by reference

l. Asset Sales: Applicant's professionals during the period covered by this Fee Statement (i) researched, communicated with Debtors' personnel and prepared memoranda concerning possible settlement structures and assets sales, (ii) researched, prepared, and filed ~~motions~~ <sup>et pleadings</sup> ~~concerning~~ <sup>chd</sup> the Debtors' asset sale including the global settlement/sale motion, (iii) reviewed and communicated with Debtors' personnel regarding proposals in connection with a sale of the Debtors' assets to DIRECTV, (iv) negotiated with DIRECTV and the Creditors' Committee regarding a sale of the Debtors' assets, (v) reviewed, revised, and finalized the proposed asset purchase agreement and other deal documents, (vi) researched and prepared a purchase agreement in connection with South Plains DBS LP, (vii) prepared a response to an objection to the global settlement by D.E. Shaw Laminar Portfolios and addressed discovery

issues regarding same, (vii) prepared for and participated in a hearing on the sale and global settlement motion which was held on August 25, 2004 and August 26, 2004, and (viii) prepared final closing documents relating to the sale of the Debtors' assets to DIRECTV and participated in the closing of the sale on August 27, 2004. Applicant seeks \$727,571.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit L attached hereto and incorporated herein by reference.

m. Professional Retention: The Applicant advised the Debtors on the retention and employment of the various professionals employed by the Debtors. During the period covered by this Fee Statement, the Applicant's efforts were devoted to assisting the Debtors' professionals with their respective retention. Among other things, the time billed in this category included (i) advising the Debtors on the legal issues related to the retention of the Debtors' professionals to be retained in these chapter 11 cases, (ii) advising the Debtors' professionals regarding issues pertaining to compensation of retained professionals, (iii) addressing issues pertaining to Debtors' ordinary course professionals, and (iv) communicating with various parties-in-interest regarding the retention of such professionals. Applicant seeks \$7,186.50 in legal fees for services performed in this category as more particularity detailed in Exhibit M hereto and incorporated herein by reference.

n. NRTC Litigation: Services by Applicant's professionals during the period covered by this Fee Statement mainly consisted of the preparation of a joint motion to stay proceedings in district court. Applicant seeks \$7,343.00 in fees related to work performed in this category in connection with its services as detailed further on Exhibit N attached hereto and incorporated herein by reference.



7. Applicant submits that the services specified in paragraph 6 above and set forth in detail on Exhibits A through N hereto were necessary and have directly contributed to the effective administration of these chapter 11 cases.

8. Applicant further submits that the hourly rates charged by its professionals and paraprofessionals during the period covered by this Fee Statement are no greater than the customary hourly rates for such individuals both inside and outside of bankruptcy cases. Applicant believes these rates are comparable to or less than those charged by other professionals of other firms of comparable size, stature, and experience.

9. The magnitude of these chapter 11 cases and the resulting demands on the time of Applicant's professionals and paraprofessionals have required such professionals and paraprofessionals to allocate responsibility for various matters at issue in these chapter 11 cases between themselves. However, at times during the period covered by this Fee Statement, it has been necessary for more than one of Applicant's professionals to attend Court hearings or participate in other conferences or meetings involving these chapter 11 cases or, alternatively, it has been necessary for one or more of Applicant's professionals to attend such meetings or hearings in the company of the Debtors' bankruptcy co-counsel or one of the other law firms retained in these chapter 11 cases to represent specific interests of the Debtors. Moreover, the pace of events and varied occurrences in these cases have mandated frequent communications among those of Applicant's professionals performing services in connection with these cases, as well as between Applicant's professionals and the Debtors' bankruptcy co-counsel. This joint attendance at such hearings, conferences or meetings, as well as such communications among Applicant's professionals, are necessitated by the demands of these cases and compensation for such items is warranted.

10. The Debtors have retained Bernstein, Shur, Sawyer & Nelson ("BSSN") as co-bankruptcy counsel. While both Applicant and BSSN have endeavored to eliminate the duplication of efforts between the two firms, from time to time it has been necessary for one or more of the Applicant's professionals and/or paraprofessionals to confer with or attend hearings, conferences or meetings, or participate in telephonic conferences with BSSN, where Applicant and BSSN had performed separate services for the Debtors that warranted the attendance of both at such event or participation of both in such meeting or conference. Applicant submits that compensation for such time is warranted based upon these considerations.

11. A breakdown of the hours expended by each of Applicant's professionals and paraprofessionals on the individual matters set forth in paragraph 6 above is contained on Exhibits A through N to this Fee Statement. A breakdown of the total hours expended by each professional and paraprofessional on all matters covered herein is included as a part of Attachment B to this Fee Statement, as required by D. Me. LBR 2016-1.

#### **EXPENSES INCURRED BY APPLICANT**

12. For purposes of this Fee Statement, Applicant has conformed with the Standard Maine Expense Level List ("SMELL"). Applicant has incurred expenses of \$87,312.38 in connection with its services rendered to the Debtors during the period covered by this Fee Statement. These expenses were incurred for items not included in Applicant's hourly rates, including, but not limited to, duplicating charges, document delivery and messenger services, telephone and facsimile charges, computer-assisted legal research, travel-related expenses, overtime services and in-house document production. Applicant submits that all such expenses are necessary and actual expenses for the performance of its services in these cases, and further

submits that many of such expenses were necessitated by the time constraints under which Applicant's professionals and staff have operated in these cases.

13. Applicant submits that all travel expenses incurred during the period covered by this Fee Statement were necessary and reasonable under the circumstances.

14. A detailed breakdown of Applicant's expenses incurred in rendering services to the Debtors during the period covered by this Fee Statement is incorporated into this Fee Statement as part of Exhibit G hereto. In addition, such a breakdown is included as part of Attachment B to this Fee Statement, as required by D. Me LBR 2016-1.

#### **INTERIM NATURE OF COMPENSATION**

15. In accordance with this Court's administrative order entered in these cases concerning the interim compensation of professionals, Applicant requests that, upon the expiration of the objection deadline respecting this Fee Statement and the Applicant's filing of a certificate of no objection, the Debtors be authorized to pay an amount equal to the lesser of (1) 90 percent of the fees and 100 percent of the expenses requested in this Fee Statement or (2) 90 percent of the fees and 100 percent of the expenses not subject to an objection.

#### **NOTICE**

16. Notice of this Fee Statement has been served upon (i) the Office of the United States Trustee for the District of Maine, (ii) counsel for the Committee, (iii) the administrative agents for the credit facilities of Pegasus Media & Communications, Inc. and Pegasus Satellite Communications, Inc. ("PSC"), (iv) each of the indenture trustees for each

series of notes of PSC, and (vi) those persons who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

**NO PRIOR REQUEST**

17. No previous motion for the relief requested herein has been made to this or any other Court.

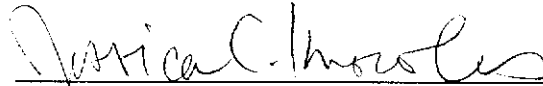
**REVIEW OF APPLICABLE LOCAL RULE**

18. The undersigned has reviewed the requirements of Maine Bankr. LR 2016-1 and certifies to the best of his or her information, knowledge and belief that this Fee Statement complies with Rule 2016-1.

WHEREFORE, after appropriate notice and hearing, Sidley Austin Brown & Wood requests the Court to (i) approve interim compensation in the amount of \$1,175,010.00, and reimbursement of expenses in the amount of \$87,312.38 pursuant to 11 U.S.C. §§ 327, 331 and 503, (ii) authorize the Debtors to remit to Applicant any amounts due and owing in accordance with this Court's administrative order respecting interim compensation for professionals in these cases, and (iii) provide for other and further relief as is just in this cause.

Dated: October 7, 2004

Respectfully submitted,



Larry J. Nyhan

James F. Conlan

Paul S. Caruso

Jessica C. Knowles

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