

Exhibit H

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

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Bankruptcy Schedules (Matter No. 30140)
For the Period From August 1, 2004 through August 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 30, 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 28491-30140

For professional services rendered through August 31, 2004 re
Bankruptcy Schedules:

Fees

\$69,641.50

Total Due This Bill

\$69,641.50

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

Bankruptcy Schedules

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	.90	\$525.00	\$472.50
GS Neal	2.50	500.00	1,250.00
ER Moring	4.90	425.00	2,082.50
PS Caruso	46.30	390.00	18,057.00
JB Tatel	2.10	295.00	619.50
JC Knowles	.70	290.00	203.00
LB Franzon	85.10	260.00	22,126.00
ME McClintock	88.50	260.00	23,010.00
EA McDonnell- O'Driscoll	1.50	170.00	255.00
NJ Lusk	.50	155.00	77.50
JH Elsabee	3.90	140.00	546.00
J Margulies	6.10	125.00	762.50
NE Drewer	1.50	120.00	180.00
Total Hours and Fees	244.50		\$69,641.50

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Pegasus Group

Bankruptcy Schedules

TIME DETAIL

Date	Name	Narrative	Hours
08/02/04	LB Franzon	Conferences with FTI and company regarding the schedules and review of schedules and drafting of footnotes for same	9.50
08/02/04	ME McClintock	Conferences with FTI/company and drafting/reviewing schedules	9.50
08/03/04	LB Franzon	Conferences with FTI and company regarding the schedules and review of schedules and drafting of footnotes (9.2); telephone conference with M. McClintock and E. Moring regarding same (.3)	9.50
08/03/04	ME McClintock	Conferences with FTI/company and drafting and reviewing schedules (10.7); telephone conference with L. Franzon and E. Moring regarding same (.3)	11.00
08/03/04	ER Moring	Telephone call with L. Franzon and M. McClintock re: issues re: schedules	.30
08/04/04	PS Caruso	Meetings at Company with Company personnel and FTI re: schedules	7.30
08/04/04	LB Franzon	Review and draft footnotes for schedules	8.00
08/04/04	ME McClintock	Conferences with FTI/company and drafting and reviewing footnotes for schedules	7.30
08/05/04	PS Caruso	Continue preparation of SOFA/SOAL	7.00
08/05/04	LB Franzon	Review and revise footnotes to schedules (6.7); o/c with J. Knowles and M. McClintock re: same (.4)	7.10
08/05/04	JC Knowles	Office conference with L. Franzon and M. McClintock re: schedules	.40
08/05/04	ME McClintock	Review and revise Footnotes to schedules (6.5); office conference with L. Franzon and J. Knowles re: same (.4)	6.90
08/05/04	ER Moring	Email J. Knowles re: issues re: schedules	.30
08/06/04	PS Caruso	Continue to revise Schedules, and footnotes and correspond with FTI re: same (7.4); office conferences with L. Franzon and M. McClintock re: same (.7)	8.10
08/06/04	LB Franzon	Review and revise footnotes to schedules (4.0; review emails and drafts of schedules from S. Newhall of FTI (.3); O/c with P. Caruso and M. McClintock regarding footnotes to schedules (.7)	5.00
08/06/04	ME McClintock	Review and revise footnotes to schedules and review e-mails and drafts from S. Newhall and T. Grossman of FTI (3.5); office conference with P. Caruso and L. Franzon regarding footnotes	4.20

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Bankruptcy Schedules

Date	Name	Narrative	Hours
		(.7)	
08/06/04	GS Neal	Review issues relating to schedules and statement of financial affairs	.80
08/07/04	PS Caruso	Review Schedules	2.50
08/07/04	LB Franzon	Revisions to footnotes for schedules (1.0); email to T. Grossman regarding schedules (.1)	1.10
08/07/04	ME McClintock	Review and revise footnotes to schedules	2.00
08/08/04	PS Caruso	Review Schedules	2.00
08/09/04	PS Caruso	Follow-up regarding open issues on Schedules	1.00
08/09/04	LB Franzon	Review and revise schedules and review of restricted cash accounts	8.20
08/09/04	ME McClintock	E-mail with T. Grossman regarding APA/settlement issues regarding schedules (0.3); review and revise schedules/footnotes (7.9)	8.20
08/10/04	LB Franzon	Call with T. Grossman and J. Wada of FTI regarding schedules (.5); Revisions to footnotes to schedules (6.7); call with company and FTI to discuss schedules (3.5); Call with J. Knowles and M. McClintock re: schedules (.3)	11.00
08/10/04	JC Knowles	Telephone conference with M. McClintock and L. Franzon re: open issues on schedules	.30
08/10/04	ME McClintock	Conference call with L. Franzon/FTI regarding schedules (.5); review and revise same/footnotes (8.8); telephone conference with J. Knowles and L. Franzon regarding same (.3)	9.60
08/10/04	ER Moring	Emails with M. McClintock and L. Franzon re: schedules (.2); telephone call with M. McClintock and L. Franzon re: same (.3)	.50
08/11/04	PS Caruso	Follow-up regarding SOFA/SOAL	.30
08/11/04	LB Franzon	Calls with M. McClintock regarding schedules (.3); Calls with FTI (S. Newhall, T. Grossman and J Wada) regarding schedules (4.0); Revised footnotes to schedules and reviewed (5.5)	9.80
08/11/04	ME McClintock	Calls with L. Franzon regarding schedules (.3) calls with company/FTI regarding schedules and reviewing same (2.5); reviewing and revising schedules (5.4)	8.20
08/11/04	JB Tatel	Review litigation schedules in statement of financial affairs and provide additional information pertaining to the litigation	1.60
08/11/04	TH Yancey	Review and respond to emails from J. Knowles, L. Auerbach and	.90

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Bankruptcy Schedules

Date	Name	Narrative	Hours
		J. Tatel regarding litigation schedules	
08/12/04	PS Caruso	Follow-up with L. Franzon regarding monthly reports	1.00
08/12/04	LB Franzon	Conference calls with company and FTI regarding finalizing schedules (3.0); Review and revise schedules and footnotes (4.5)	7.50
08/12/04	NJ Lusk	Prepare documents in preparation of bankruptcy schedules binders for US Trustee	.50
08/12/04	ME McClintock	Conference calls with FTI/company regarding schedules (3.0) and review and revise same (4.5)	7.50
08/12/04	ER Moring	Email M. McClintock and L. Franzon re: issues re: schedules	.20
08/12/04	GS Neal	Confer with M. McClintock on schedules	.50
08/12/04	JB Tatel	Provide information regarding litigation to M. McClintock and L. Franzon for schedules	.50
08/13/04	PS Caruso	Follow-up on Schedules	1.00
08/13/04	LB Franzon	Finalization of schedules, final review of schedules and preparation of same to be sent to trustee (5.0); Email with J. Wada of FTI regarding certificate of no objection (.1)	5.10
08/13/04	ME McClintock	Final review of schedules before sending to Trustee (1.4); revise signature pages (0.9); communications with company/FTI regarding schedules issues (0.9) and revisions to same (0.6)	3.80
08/13/04	GS Neal	Confer with M. McClintock on schedules issues	.20
08/14/04	PS Caruso	Finalize Schedules with company	1.00
08/16/04	PS Caruso	Complete SOFA/SOAL and file the same with Court (7.0); office conference with L. Franzon and M. McClintock re: same (.2)	7.20
08/16/04	LB Franzon	Call with G. Neal regarding schedules (.1); emails with FTI regarding MORs and schedules (.2); review of MORs (.2); O/c with P. Caruso and M. McClintock regarding schedules and MORs (.2)	.70
08/16/04	ME McClintock	Call with G. Neal regarding schedules (.1); e-mails with FTI regarding MORs and Schedules (.3); review of MORs (.6); office conferences with P. Caruso/L. Franzon regarding same (.2); e-mail with FTI and review and revise schedules in anticipation of filing (4.3); coordinate filing of schedules (.2)	5.70
08/16/04	GS Neal	Review and finalize filing of schedules (.8); confer with L. Franzon and M. McClintock regarding filing of schedules (.2)	1.00
08/17/04	LB Franzon	Emails with FTI and company regarding MOR and coordination	1.00

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Bankruptcy Schedules

Date	Name	Narrative	Hours
		and filing of the same	
08/17/04	J Margulies	Prepare binders for Schedules and Statement of Financial Affairs for E. Moring and G. Neal (1.9); conference with E. McDonnell re same (.3)	2.20
08/17/04	ME McClintock	E-mail with FTI/coordinate filing of monthly operating report	1.50
08/17/04	EA McDonnell-O'Driscoll	Conference with E. Moring re binders for schedules (.1); conference with J. Margulies re same (.1); brief review of same (.1); conference with E. Moring re additional schedules filed and binders re same of each (.1); conferences with J. Margulies re same (.2); research additional schedules and SOFAS filed (.3)	.90
08/17/04	ER Moring	Review filed schedules (1.7); confer with E. McDonnell re: same (.2)	1.90
08/18/04	JH Elsabee	Prepare binders for schedules and statement of financial affairs for G. Neal/E. Moring	1.70
08/18/04	J Margulies	Continue to prepare binders for Schedules and Statement of Financial Affairs for E. Moring and G. Neal (2.0); conference with E. McDonnell re same (.2) Distribute binder to G. Neal and E. Moring (.1)	2.30
08/18/04	EA McDonnell-O'Driscoll	Conference with E. Moring and J. Margulies re schedule binders (.2); conference with J. Margulies re same (.2)	.40
08/18/04	ER Moring	Review schedules of assets and liabilities	.90
08/19/04	ER Moring	Review schedules	.80
08/20/04	JH Elsabee	Work on schedules/statement of financial affairs binders with J. Margulies and organize various documents re same for M. Jackson	2.20
08/20/04	J Margulies	Continue work on schedules and statement of financial affairs binder	1.00
08/20/04	ME McClintock	Review July MOR and e-mail with P. Stanukinas regarding same (.6); coordinate filing of same (.2)	.80
08/27/04	PS Caruso	Review multiple drafts of July MOR and correspond with FTI and Pegasus re: same	4.90
08/27/04	NE Drewer	Prepare binders of schedules and statement of financial affairs for G. Neal (1.4); t/c with E. McDonnell re: same (.1)	1.50
08/27/04	J Margulies	Research and forward Pegasus Schedules and Statement of Financial Affairs to G. Neal	.60
08/27/04	EA McDonnell-	Call with N. Drewer re Schedules (.1); conference with J.	.20

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Bankruptcy Schedules

Date	Name	Narrative	Hours
	O'Driscoll	Margulies re same (.1)	
08/30/04	PS Caruso	Review multiple drafts of July MOR's	3.00
08/30/04	LB Franzon	Reviewing, revising and attending to filing of Monthly Operating Reports as well as emails to company and FTI regarding the same	.60
08/30/04	ME McClintock	Review monthly operating reports and prepare same for filing	1.50
08/31/04	LB Franzon	Attending to filing of Monthly Operating Reports as well as emails to company and FTI regarding the same	1.00
08/31/04	ME McClintock	Attend to issues regarding preparation/filing of July monthly operating report	.80
Total Hours			<hr/> 244.50

Exhibit I

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 August 1, 2004 through August 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 30, 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 August 31, 2004 re
Fee Applications:

Fees	\$11,450.00
Total Due This Bill	<u>\$11,450.00</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

Fee Applications

TIME DETAIL

Date	Name	Narrative	Hours
08/02/04	NJ Lusk	Address fee application issues	1.00
08/02/04	EA McDonnell-O'Driscoll	Email J. Randleman re fee application filing and service (.1); email to local counsel re same (.1)	.20
08/03/04	NJ Lusk	Address fee application issues	1.50
08/03/04	EA McDonnell-O'Driscoll	Call with S. Dilios re monthly fee statement notice for J. Randleman	.10
08/03/04	TH Yancey	Review draft bills and email J. Knowles on preparation of fee application	1.20
08/04/04	JC Knowles	Review fee application and prepare for filing same (2.00); numerous office conferences with N. Lusk re: same (.60)	2.60
08/04/04	NJ Lusk	Address fee application issues (.4); conferences with J. Knowles re: same (.6); conference with S. Dilios regarding filing of fee application (.2); review and revise fee statement (2.6); prepare fee statement and invoices for filing and transmit same to S. Dilios (1.7)	5.50
08/05/04	JC Knowles	Review filed fee application	.40
08/05/04	NJ Lusk	Address fee application issues and prepare same for P. Caruso	.50
08/06/04	JH Elsabee	Organize Sidley fee statement	.50
08/08/04	LA Hoeflich	Follow up re: June fee application	.10
08/09/04	LA Hoeflich	Begin work on July fee application	2.20
08/10/04	LA Hoeflich	Begin drafting July fee application attachments/exhibits and outline of narrative	1.80
08/11/04	LA Hoeflich	Review time detail for July fee application	2.50
08/16/04	LA Hoeflich	Review July time detail for fee application (1.9); work on attachments for same (.3)	2.20
08/17/04	LA Hoeflich	Review July time detail for fee application (4.1); draft attachment for July fee application (.4)	4.50
08/18/04	LA Hoeflich	Review July time detail for fee application	6.10
08/19/04	LA Hoeflich	T/cs re: June bills (.2); send same with covering email to Bob Smith at Pegasus (.3)	.50
08/23/04	LA Hoeflich	Draft certificate of no objection for Sidley first monthly fee statement	.60

Invoice Number: *****

Pegasus Group

Fee Applications

Date	Name	Narrative	Hours
08/23/04	JC Knowles	Review proformas for July fee statement	3.00
08/24/04	LA Hoeflich	Review July time detail for fee application	1.20
08/25/04	LA Hoeflich	Work on July fee application	2.20
08/25/04	NJ Lusk	Work on fee statement and prepare for filing of same	1.00
08/26/04	LA Hoeflich	Address CNO for fee application issues and communications with Working Group re same	.30
08/26/04	EA McDonnell-O'Driscoll	Conference with J. Randleman re draft of Certificate of No Objection to Sidley's fee application (.2); conference with J. Margulies re updating chart of fee statements to include July (.1)	.30
08/27/04	LA Hoeflich	Review July time detail for fee application	1.40
08/27/04	JC Knowles	Review and edit proformas for July fee statement	6.00
08/27/04	EA McDonnell-O'Driscoll	Conference with J. Margulies re fee statement chart	.10
08/29/04	LA Hoeflich	Review July time detail for fee application	3.50
08/30/04	LA Hoeflich	Review July time detail for fee application (4.5); o/c with J. Knowles re: same (.2)	4.70
08/30/04	JC Knowles	Office conference with L. Hoeflich re: fee applications (.20); review and edit July proformas (.30)	.50
08/31/04	LA Hoeflich	Draft July fee statement (1.6); address fee statement issues (.3)	1.90
Total Hours			60.10

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: *****

Pegasus Group

Fee Applications

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	1.20	\$525.00	\$630.00
JC Knowles	12.50	290.00	3,625.00
EA McDonnell- O'Driscoll	.70	170.00	119.00
LA Hoeflich	35.70	155.00	5,533.50
NJ Lusk	9.50	155.00	1,472.50
JH Elsabee	.50	140.00	70.00
Total Hours and Fees	60.10		\$11,450.00

Exhibit J

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 August 1, 2004 through August 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 30, 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 August 31, 2004 re
Executory Contracts & Leases:

Fees	\$46,227.00
Total Due This Bill	<u>\$46,227.00</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

Executory Contracts & Leases

TIME DETAIL

Date	Name	Narrative	Hours
08/02/04	ER Moring	Review and revise motion to assume and assign executory contracts and order approving such motion (2.3); confer with J. Randleman re: comments and issues re: 365 motion (.3)	2.60
08/02/04	GS Neal	Email E. Moring and P. Caruso on 365 assumption issues and review motion for same	.80
08/02/04	JM Randleman	Drafting revisions to potential Assumption/Assignment Motion based on feedback from L. Nyhan (4.3); confer with E. Moring regarding same (.3)	4.60
08/02/04	JM Randleman	Revising order regarding Assumption/Assignment of certain executory contracts	3.00
08/03/04	ER Moring	Email J. Randleman re: 365 motion (.2); emails with Committee and DirecTV's counsel re: 365 motion (.2)	.40
08/04/04	ER Moring	Conferences with J. Randleman re: 365 motion	.80
08/04/04	JM Randleman	Drafting Motion/Order to reject certain executory contracts and leases (3.9); conferences with E. Moring regarding same (.8)	4.70
08/05/04	PS Caruso	Correspondence with J. Knowles re: motion under 365 of Bankruptcy Code and address issues regarding same	1.00
08/05/04	JC Knowles	E-mail correspondence with G. Neal re: status of motion to assume certain executory contracts (.50); draft same (3.30); review documents relating to same (1.00)	4.80
08/05/04	ER Moring	Review and revise motion to reject contracts, proposed order approving same and notice to file rejection damages claim (5.2); conferences with J. Randleman re: comments to same (.5)	5.70
08/05/04	JM Randleman	Revising and drafting motion to reject certain executory contracts and leases (2.7); conferences with E. Moring regarding same (.5)	3.20
08/06/04	JC Knowles	Draft motion to assume certain executory contracts	3.30
08/06/04	ER Moring	Review and revise 365 motion (2.5); email G. Neal re: issues and timing re: same (.2); confer with J. Randleman re: same (.3)	3.00
08/06/04	JM Randleman	Drafting revisions to motion/order to reject certain executory contracts (1.5); confer with E. Moring regarding same (.3)	1.80
08/06/04	TP Van Wazer	Telephone call with M. Nachman regarding status of motion for assumption of certain contracts, timing of same, and valuation analysis needed (.3); follow-up email to B. Burns regarding valuation analysis in connection with Motion (.2)	.50

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

Date	Name	Narrative	Hours
08/08/04	TP Van Wazer	Research and review background information regarding Pegasus bankruptcy and forward same to M. Nachman, B. Byrnes (broker) for reference in preparation of motion for approval to assume certain contracts	.30
08/09/04	JC Knowles	Draft motion to assume certain executory contracts	9.60
08/09/04	ER Moring	Review and revise motion to reject certain executory contracts and order approving same	.50
08/09/04	GS Neal	Email J. Knowles and S. Blank regarding certain executory contract issues	.70
08/11/04	GS Neal	Email J. Knowles on certain executory contract issues (.6); email T. Van Wazer regarding same (.6)	1.20
08/11/04	TP Van Wazer	Review draft of Motion to assume certain executory contracts and follow-up emails to M. Nachman with comments on same	.50
08/13/04	TP Van Wazer	Telephone call with M. Nachman regarding comments on Motion to Assume certain executory contracts, and confirm need to work with B. Byrnes on affidavit supporting motion to assume (and availability of same) (.6); review e-mail from B. Byrnes regarding professional declaration and forward same to B. Byrnes (.2)	.80
08/16/04	JC Knowles	Review certain executory contracts and related documents in preparation for conference call with company (.70); participate in conference call (.30)	1.00
08/16/04	GS Neal	Confer with J. Knowles, T. Van Waver and M. Nachman regarding executory contract issues	1.10
08/16/04	TP Van Wazer	Meet with G. Neal to discuss comments, concerns about draft motion to assume certain executory contracts (.5); prepare for and participate in conference call discussing Motion and comments, potential changes to draft with M. Nachman, G. Neal and J. Knowles (.8); review various financial charts relating to same (.9); review latest draft of declaration from professional to support assumption motion (.3)	2.50
08/17/04	LB Franzon	Call with G. Neal regarding certain executory contract issue (.1); Review of certain executory contract to determine liability and possible damages under same (2.0)	2.10
08/17/04	GS Neal	Confer with M. Eyer regarding certain executory contract issues and review agreements (.7); telephone conference with L. Franzon regarding same (.1)	.80
08/17/04	TP Van Wazer	Review draft professional disclosure declaration relating to	1.00

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

Date	Name	Narrative	Hours
		motion to assume certain executory contracts (.8); email T. Stringer regarding research needed on materials, articles, studies addressing issues for assumption motion as requested by M. Nachman (.2)	
08/18/04	LB Franzon	Conference call with G. Neal and M. Eyer regarding certain executory contract	.30
08/18/04	GS Neal	Confer with M. Eyer and L. Franzon regarding certain executory contract issues	.50
08/18/04	TS Stringer	Research concerning issues in motion to assume certain executory contracts	6.50
08/18/04	TP Van Wazer	Review various documents relating to issues for certain executory contract motion (1.5); follow-up e-mails and meetings with T. Stringer discussing same and identifying additional research needed (.8); forward with comments various research to B. Byrnes (.2)	2.50
08/19/04	PS Caruso	Telephone conferences and correspondence with Louisville, KY lessor re: settlement motion	.60
08/19/04	PS Caruso	Telephone conferences and correspondence with J. Pooler and M. Eyer re: review of executory contracts to assume/reject	.50
08/19/04	JC Knowles	Email P. Caruso re: landlord inquiry (.30); review documents re: same (.40)	.70
08/19/04	ME McClintock	Review e-mail from J. Pooler regarding certain landlord payments and e-mail with J. Knowles regarding same (.2); review letter relating to same (.1)	.30
08/19/04	TS Stringer	Research concerning issues in motion to assume certain executory contracts	2.00
08/20/04	PS Caruso	Correspond with J. Pooler re: leases	.30
08/20/04	GS Neal	Confer with R. Krasnow, M. Eyer and DTV regarding certain executory contract issue	.60
08/20/04	TS Stringer	Continue research concerning issues in motion to assume certain executory contracts	3.30
08/20/04	TP Van Wazer	Continue reviewing research relating to motion to assume certain executory contracts and circulate documents relating to same to team with comment	1.70
08/21/04	LB Franzon	Email with M. Eyer regarding amendment to certain executory contract and review of contract amendment terms	.50

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

Date	Name	Narrative	Hours
08/22/04	LB Franzon	Drafting of amendment to certain executory contract	4.00
08/23/04	LB Franzon	Revisions to certain executory contract amendment and release (.8); Call with M. Eyer and emails with M. Eyer and G. Neal regarding the amendment (.2)	1.00
08/24/04	LB Franzon	Drafted letter to executory contract party regarding violation of stay (.5); emails and calls with G. Neal and M. Eyer regarding same (.2); review further materials regarding same (.2)	.90
08/25/04	TP Van Wazer	Continue to review, revise and edit Motion to Assume certain executory contracts (3.0); review earlier comments circulated by M. Nachman and incorporate same (1.8); continue revising, editing same and arrange to circulate revised version to G. Neal et al. (1.6); review draft material from B. Byrnes to be included in declaration supporting Motion and begin preparing same (.8)	7.20
08/26/04	TP Van Wazer	Review, edit revised motion to assume certain executory contracts and red-lined document comparing revised draft with draft initially circulated (2.3); follow-up telephone call with M. Nachman discussing draft (.8); revise, edit draft incorporating M. Nachman's comments (1.6); continue revising, editing supplemental B. Byrnes declaration and forward revised declaration to B. Byrnes (1.0); review various supplements to declaration from B. Byrnes and follow-up telephone call on same (1.2); various follow-up work on declaration (.6); various telephone calls, e-mails to/from T. Yancey, G. Neal, J. Knowles on timing for filing Motion (1.0)	8.50
08/27/04	PS Caruso	Begin executory contract review	1.40
08/27/04	GS Neal	Review executory contract assumption motion and confer with T. Van Wazer re: same	.80
08/27/04	LJ Nyhan	Assess 365 issues	.40
08/27/04	TP Van Wazer	Review e-mail from J. Levine confirming certain information for inclusion in Motion to assume certain executory contracts (.1); telephone call with M. Nachman with comments from S. Blank and M. Nachman on revised draft of motion and review follow-up e-mail listing comments (.5); draft and forward follow-up e-mail to J. Levin request for certain information for motion, and review response regarding same (.2); telephone call with M. Nachman on status of B. Byrnes' declaration supporting assumption motion and discuss various information regarding same (.4)	1.20
08/29/04	TP Van Wazer	Continue researching and reviewing certain information for motion to assume certain executory contracts (4.1); drafting, revising, editing e-mails summarizing inclusion in declaration to	5.50

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

Date	Name	Narrative	Hours
		support Motion (.8); draft and forward e-mails with various questions arising out of research (.6)	
08/30/04	LB Franzon	Reviewed and corresponded with FTI regarding certain letters received having to do with certain vendor	.30
08/30/04	JC Knowles	Revise and draft motion to assume certain executory contract (3.00); extensive e-mails to G. Neal and T. Van Wazer re: same (.70); review documents re: same (1.00)	4.70
08/30/04	ME McClintock	E-mail to P. Caruso regarding landlord issue	.20
08/30/04	TP Van Wazer	Review G. Neal's changes to draft Motion to assume certain executory contracts (.4); follow-up e-mail to G. Neal regarding same (.2); circulate e-mail regarding process for incorporating same (.1); review revised draft motion from J. Knowles with e-mail raising questions on same (.5); draft and circulate reply to same and related follow-up e-mails to/from J. Knowles (.3)	1.50
08/31/04	PS Caruso	Telephone conference with Pegasus and FTI re: assumption and rejection of contracts and review schedules re: same (2.1); confer with G. Neal regarding same (.4)	2.50
08/31/04	JC Knowles	Telephone conference with M. Nachman re: motion to assume certain executory contracts (.50); review documents re: same (2.50); revise motion re: same (3.00); extensive e-mails to G. Neal and T. Van Wazer re: same (.50); telephone conference with T. Van Wazer and G. Neal re: same (.50)	7.00
08/31/04	GS Neal	Review motion regarding certain executory contract and confer with T. Van Wazer, J. Knowles and M. Nachman regarding motion to assume same	.90
08/31/04	GS Neal	Confer with P. Caruso on executory contract issues	.40
08/31/04	TP Van Wazer	Review various revised drafts of Motion to assume certain executory contracts circulated by J. Knowles incorporating comments from M. Nachman and raising questions about certain issues (.9); draft and circulate e-mail responding to questions and review follow-up e-mails on same (.4); telephone call with M. Nachman on same (.3); participate in conference call with G. Neal, J. Knowles regarding revised motion and various remaining issues (.5); follow-up conference call with M. Nachman et al regarding same, plan to circulate draft internally and then to creditors' representatives (.4)	2.50

Total Hours**133.50**

Invoice Number: *****

Pegasus Group

Executory Contracts & Leases

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	.40	\$700.00	\$280.00
GS Neal	7.80	500.00	3,900.00
TP Van Wazer	36.20	450.00	16,290.00
ER Moring	13.00	425.00	5,525.00
PS Caruso	6.30	390.00	2,457.00
JC Knowles	31.10	290.00	9,019.00
JM Randleman	17.30	280.00	4,844.00
LB Franzon	9.10	260.00	2,366.00
ME McClintock	.50	260.00	130.00
TS Stringer	11.80	120.00	1,416.00
Total Hours and Fees	133.50		\$46,227.00

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 Claims Processing (Matter No. 30170)
For the Period From August 1, 2004 through August 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 30, 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 28491-30170

For professional services rendered through August 31, 2004 re
Claims Processing:

Fees	\$19,802.50
Total Due This Bill	<u>\$19,802.50</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

Claims Processing

TIME DETAIL

Date	Name	Narrative	Hours
08/05/04	ME McClintock	Office conference with L. Franzon regarding claims received and correspondence from taxing authorities regarding tax claims	.40
08/06/04	MG Burke	Email E. Moring on 341 Notice and bar date issues (.4); exchange of emails with Trumbull regarding same (.4)	.80
08/11/04	NJ Lusk	Multiple phone calls, faxes regarding claims processing, creditor information	1.00
08/13/04	ME McClintock	Draft e-mail and chart for L. Samples regarding taxing authority letters	.80
08/18/04	ER Moring	Emails with Trumbull re: serving proofs of claim	.40
08/19/04	PS Caruso	Telephone conferences with E. Moring and Trumbull re: proofs of claim and notice	1.10
08/19/04	LB Franzon	Review of draft of proof of claim and research into local notice requirements for notice of bar date	1.50
08/19/04	ME McClintock	Review proof of claim and related research and review e-mails regarding same	1.50
08/19/04	ER Moring	Emails with Trumbull, R. Keach and P. Caruso re: notices to creditors (.4); telephone call with P. Caruso re: same (.2)	.60
08/20/04	PS Caruso	Office conferences with L. Franzon re: proofs of claim and bar date	.60
08/20/04	LB Franzon	Drafting of notice for bar date and review and revisions to proof of claim and calls with Trumbull regarding same (6.7); office conference with P. Carsuo regarding same (.6); telephone conference with E. Moring and M. McClintock regarding same (.3)	7.60
08/20/04	ME McClintock	Drafting various bar date pleadings, revisions to proof of claim and calls with Trumbull regarding same (6.0); telephone call with L. Franzon and R. Moring regarding same (.3)	6.30
08/20/04	ER Moring	Telephone call with L. Franzon and M. McClintock re: notice of bar date and notice required by local rules regarding disputed claims	.30
08/22/04	PS Caruso	Review documents in connection with proofs of claim	1.00
08/22/04	ME McClintock	Draft bar date order	2.00

Invoice Number: *****

Pegasus Group

Claims Processing

Date	Name	Narrative	Hours
08/23/04	LB Franzon	Call with B. Keach regarding 1007 notice and claims procedures going forward (.2); Emails with Trumbull regarding service of letter pursuant to Local Rule 1007-1 (.1); Drafting of letter pursuant to Local Rule 1007-1 certain types of scheduled claims (.5); Review and revise bar date order (.5); o/c with M. McClintock regarding same (.2); email P. Caruso regarding same(.1); Drafting of motions and notices and orders for expedited hearing on bar date notice and bar dates (5.0)	6.60
08/23/04	ME McClintock	Email P. Caruso regarding proof of claim/bar date issues (0.1) and office conference with L. Franzon regarding same (0.2); telephone conference with B. Keach regarding same/notice letter (0.2); drafting various bar date/proof of claim pleadings and notices (11.5)	12.00
08/23/04	EA McDonnell-O'Driscoll	Research and review claims register in case (.2); email J. Margulies re file of proofs of claim sent to the firm (.1)	.30
08/24/04	LB Franzon	Revisions to motions, orders and notices for bar date	3.00
08/24/04	ME McClintock	Draft and revise bar date procedure pleadings and expedited hearing pleadings/notices with respect to same	3.30
08/27/04	LB Franzon	Call and emails with local counsel and paralegals regarding filing of bar date pleadings (.3); Revisions to bar date pleadings and attended to filing issues relating to same (5.1); telephone conference with M. McClintock regarding same (.2)	5.60
08/27/04	NJ Lusk	Assist in preparation of documents regarding Bar Date Pleadings	6.50
08/27/04	ME McClintock	Review and revise proof of claim and bar date pleadings (3.00); office conferences with P. Caruso regarding same (.20); telephone conferences with L. Franzon regarding same (.20)	3.40
08/27/04	SL Summerfield	Assist w/distribution of filing of bar date pleadings for L. Franzon	1.50
08/28/04	PS Caruso	Finalize bar date pleadings	.80
08/30/04	PS Caruso	Correspond with Akin Gump re: comments to bar date notice	.20
08/30/04	LB Franzon	Revisions to bar date pleadings incorporating suggestions from creditors' committee counsel (3.0); call with local counsel regarding filing of same (.1)	3.10
08/30/04	EA McDonnell-O'Driscoll	Review claims motions and email to distribution list (Pegasus and Sidley) (.3); review amendments to same and forward same to list (.2)	.50
08/31/04	PS Caruso	Correspondence and telephone conferences with counsel to	2.50

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: *****

Pegasus Group

Claims Processing

Date	Name	Narrative	Hours
08/31/04	LB Franzon	committee re: bar date notice and order and revise same Revisions to bar date pleadings incorporating suggestions from creditors' committee counsel and blackline versions for court (.5); Call with attorney for potential claimant regarding stay issues (.1); Review of correspondence regarding same and drafting possible stipulation in connection with same (.6)	1.20
Total Hours			<hr/> 76.40

Invoice Number: *****

Pegasus Group

Claims Processing

TIME SUMMARY

Name	Hours	Rate	Value
ER Moring	1.30	\$425.00	\$552.50
PS Caruso	6.20	390.00	2,418.00
MG Burke	.80	310.00	248.00
LB Franzon	28.60	260.00	7,436.00
ME McClintock	29.70	260.00	7,722.00
EA McDonnell- O'Driscoll	.80	170.00	136.00
NJ Lusk	7.50	155.00	1,162.50
SL Summerfield	1.50	85.00	127.50
Total Hours and Fees	76.40		\$19,802.50

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 Asset Sales (Matter No. 30220)
For the Period From August 1, 2004 through August 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 30, 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 August 31, 2004 re
Asset Sales:

Fees

\$727,571.00

Total Due This Bill

\$727,571.00

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	148.50	\$700.00	\$103,950.00
JF Conlan	9.10	685.00	6,233.50
JG Hutchinson	99.60	625.00	62,250.00
TH Yancey	91.80	525.00	48,195.00
GS Neal	133.40	500.00	66,700.00
TP Van Wazer	.90	450.00	405.00
DA McLaughlin	94.70	435.00	41,194.50
ER Moring	62.40	425.00	26,520.00
JM Melmed	12.00	400.00	4,800.00
JH Sklar	7.00	400.00	2,800.00
RH Sinkfield	50.40	395.00	19,908.00
PS Caruso	152.60	390.00	59,514.00
JJ Naimark	57.00	365.00	20,805.00
CB Winter	18.60	335.00	6,231.00
GP Lauro	46.40	325.00	15,080.00
MG Burke	26.40	310.00	8,184.00
MB Jackson	160.30	310.00	49,693.00
JB Tatel	151.90	295.00	44,810.50
JC Knowles	164.50	290.00	47,705.00
JM Randleman	14.00	280.00	3,920.00
LB Franzon	36.70	260.00	9,542.00
ME McClintock	31.40	260.00	8,164.00
GS Meyer	70.50	235.00	16,567.50
EG Butts	104.50	175.00	18,287.50
SB Kitei	6.90	170.00	1,173.00
EA McDonnell- O'Driscoll	13.00	170.00	2,210.00
T Fehilly	12.50	160.00	2,000.00

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: *****

Pegasus Group

Asset Sales

Name	Hours	Rate	Value
R Lyons	.30	160.00	48.00
NJ Lusk	4.80	155.00	744.00
A Katzap	99.00	150.00	14,850.00
JH Elsabee	3.00	140.00	420.00
DD Reid	8.00	140.00	1,120.00
E Rickard	4.20	140.00	588.00
AS Entin	8.00	125.00	1,000.00
J Margulies	7.90	125.00	987.50
MF Wozniak	2.00	125.00	250.00
NE Drewer	3.80	120.00	456.00
RA Rogers	78.00	120.00	9,360.00
TS Stringer	4.00	120.00	480.00
SL Summerfield	5.00	85.00	425.00
Total Hours and Fees	2,005.00		\$727,571.00

Invoice Number: *****

Pegasus Group

Asset Sales

TIME DETAIL

Date	Name	Narrative	Hours
08/01/04	MG Burke	Revise South Plains Motion and draft Order (2.7), transmit same to Committee and Direct TV attorney (.3); further revisions to same (1.6); email E. Moring re: same (.5); numerous telephone conferences and emails with G. Neal re: same (.7)	5.80
08/01/04	PS Caruso	Review comments to Settlement Motion and revise same (2.9); telephone conference with E. Moring re: same (.2); review and provide comments on South Plains sale motion (2.1); correspondence with transaction parties re: same (.8)	6.00
08/01/04	JC Knowles	Conduct research for and revise global settlement/sale motion (8.10); correspondence with SABW team re: same (.50); telephone conference with E. Moring re: same (.20)	8.80
08/01/04	ER Moring	Review and revise motion to purchase general partnership interest in South Plains partnership and proposed order approving same (4.1); emails with M. Burke, G. Neal and P. Caruso re: same (.2); telephone call with J. Knowles re: motion to approve settlement and sale with DirecTV (.2); telephone call with P. Caruso re: same and re: 365 Motion (.2)	4.70
08/01/04	GS Neal	Review proposed revisions to sale/settlement motion re DTV (1.6); review South Plains DBS issues and revise motion and order (1.2); confer with M. Burke regarding same (.3)	3.10
08/01/04	LJ Nyhan	Conferences with client regarding settlement motion, sub-debt settlement, press releases, plan issues (1.70); review settlement motion comments from client, PCC and DirecTV (1.30); telephone conference with R. Krasnow regarding press release and settlement motion issues (.30); conferences and e-mails with team regarding settlement motion revisions, 365 motion, KERP issues, South Plains motion and provisional payment motion (2.40)	5.70
08/01/04	TH Yancey	Review Weil Gotshal's comments re: settlement motion	.40
08/01/04	TH Yancey	Respond to questions re: litigation for motion from P. Caruso and L. Nyhan	.60
08/02/04	MG Burke	Revise South Plains sale Motion (4.4); revise Motion to incorporate comments of L. Nyhan (.8); exchange of emails with T. Yancey re: Same (.2); revise draft order to reflect T. Yancey's comments (.4); exchange of emails with A. Simon, Paul Caruso, L. Nyhan, T. Lodge, S. Blank and R. Krasnow on South Plains Motion (2.2); telephone conferences re: same (1.1)	9.10

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
08/02/04	PS Caruso	Review, negotiate and revise Settlement Motion and Order with counsel to DTV, PCC and Creditor's Committee (10.4); various telephone conferences and office conferences with L. Nyhan and J. Knowles re: same (1.0); correspond with Weil, Gotshal and E. Moring re: South Plains motion and 365 motion (.8)	12.20
08/02/04	JG Hutchinson	Review materials and conference with Mr. Nyhan re: settlement issues	.50
08/02/04	JC Knowles	Revise global settlement motion (6.00); conduct follow-up research re: same (5.20); office conferences and telephone conferences with all parties re: same (1.00)	12.20
08/02/04	ER Moring	Review and revise motion to purchase general partnership interest in South Plains partnership and order approving such motion (.8); conferences with M. Burke re: comments and issues re: same (.3); telephone call with G. Neal re: same (.2); telephone calls with J. Knowles re: 9019 motion (.3); emails with Committee and DirecTV's counsel re: comments and issues re: 365 motion and South Plains motion (.4)	2.00
08/02/04	GS Neal	Conference calls with Sidley and the company regarding motion to approve settlement/sale and provide revisions to same (4.3); conference calls with Debevoise and Weil regarding revisions to settlement/sale motion (.9); conference calls with Akin Gump regarding same (.6)	5.80
08/02/04	LJ Nyhan	Revise settlement motion, 365 motion, South Plains motion, T. Lodge motion (3.30); conferences with J. Knowles, T. Yancey, P. Caruso and G. Neal regarding same (1.30); conferences with client regarding motions, sub-debt and plan issues (1.40); telephone conference with E. Weisfelner regarding sub-debt issues (.30); negotiations with DTV, Committee and PCC regarding settlement and sale motions (3.90)	10.20
08/02/04	TH Yancey	Telephone conferences with L. Nyhan and J. Knowles re: comments on settlement motion	1.00
08/02/04	TH Yancey	Review and provide comments on successive drafts of settlement motion and comments from DirecTV	6.10
08/03/04	MG Burke	Telephone conference and emails with J. Knowles, E. Moring and the Trumbell group on service of the various sale/settlement motions (.8); draft South Plains Order (1.1); revise South Plains order to incorporate changes by Weil (.8); telephone conferences regarding same (.4); draft and revise South Plains Motion to reflect comments from Weil and the Creditors Committee and telephone conferences regarding same (3.9)	7.00

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
08/03/04	PS Caruso	Finalize, file and serve Settlement Motion and Order	8.80
08/03/04	JF Conlan	Various communications regarding LC and filing of sale motion and analyze same (1.2); review sale motion comments (1.4); communications with J. Knowles, E. Moring, T. Yancey and L. Nyhan regarding comments on sale motion (1.0); various communications regarding sub debt and analyze issues relating to sale motion (1.1)	4.70
08/03/04	JC Knowles	Finalize global settlement motion (4.80); prepare motion for filing (.70); telephone conferences with E. Moring re: same (.40); correspondence with Trumbull re: service (.90); draft and file motion to limit objection period (1.50); draft and prepare sale notice (1.50)	9.80
08/03/04	ER Moring	Telephone calls with J. Knowles re: service and filing issues for sale/9019 motion (.3); telephone calls with J. Conlan re: receipt of DirecTV's letter of credit (.2); telephone calls with R. Krasnow re: same (.3); telephone calls with D. Thomas re: same (.3); telephone calls with J. Knowles (.1) and S. Dilios (.3) re: coordination of filing of 9019 motion with receipt of letter of credit; telephone call with J. Feldkamp re: safekeeping of letter of credit (.2); meet with D. Thomas re: exchange of letter of credit (1.5); deliver letter of credit to vault for safekeeping (.2); emails to working group re: simultaneous filing of 9019 motion and receipt of letter of credit (.3); emails with counsel to committee and DirecTV re: South Plains motion, order and issues (1.0); review and revise South Plains motion and order (.7); conferences with M. Burke re: issues re: same (.3)	5.70
08/03/04	GS Neal	Conference calls regarding South Plains motion (.7); review and finalize motion to acquire partnership interest (.5)	1.20
08/03/04	LJ Nyhan	Conference with D. Botter regarding sub-debt issues (.40); conference with team regarding completion of sale motions and L/C swap (1.40)	1.80
08/03/04	TH Yancey	Review motion for approval of settlement and asset sale to DirecTV and provide comments on same	1.90
08/03/04	TH Yancey	Telephone conference with J. Conlan regarding comments on settlement motion	.30
08/04/04	MG Burke	Revise South Plains Order and Motion (2.4); telephone conferences with E. Moring re: same (.3); numerous exchange of Drafts with the committee counsel and DirecTV counsel (1.8)	4.50
08/04/04	JF Conlan	Call with DTV and company regarding settlement and strategy and email L. Nyhan regarding same (.9); review settlement	2.50

Invoice Number: *****

Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		motion comments (.8); analyze sale/settlement materials being filed and communications regarding same (.8)	
08/04/04	NE Drewer	Prepare settlement motion documents for G. Neal's review	.50
08/04/04	JC Knowles	Numerous e-mails to company re: list of certain parties for service of sale motion (.50); review various lists of same (1.30); prepare list of same for service of global settlement motion (1.20); telephone conferences with E. Moring re: same (.50); e-mail P. Caruso re: same (.30); correspond with Trumbull re: same (.80)	4.60
08/04/04	J Margulies	Research and forward Purchase Agreement and D.E. Shaw Objection to E. McDonnell (.4); conference with E. McDonnell re same (.1)	.50
08/04/04	EA McDonnell-O'Driscoll	Review and forward D.E. Shaw Objection and General Partnership Interest Purchase Agreement Motion to working group (Pegasus and Sidley) (.3); conferences with J. Margulies re: same (.1); email E. Moring re: same (.1)	.50
08/04/04	ER Moring	Conferences with M. Burke re: South Plains motion (.3); revise and finalize motion to approve partnership purchase agreement and order approving same (2.4); telephone call with R. Krasnow re: issues re: South Plains motion (.2); email G. Neal re: same (.2); draft notice of hearing on South Plains motion (.8); telephone calls with R. Keach and S. Dilios re: filing of South Plains motion (.3); telephone calls with D. McSwigan and M. Orfitelli re: service of South Plains motion (.3); emails to S. Dilios, D. McSwigan and M. Orfitelli re: service and filing of South Plains motion papers (.4); telephone calls with J. Knowles re: service list for South Plains and re: service of 9019/sale motion (.5); review 9019 motion and D.E. Shaw Laminar's objection to same (1.5); email J. Knowles re: objection to 9019 motion (.2); emails with counsel to DirecTV and Committee re: South Plains motion (.2)	7.30
08/04/04	GS Neal	Review D.E. Shaw objection to settlement and review case law re: same (1.2); confer with J. Hutchinson on litigation issues and review background materials on TRO/PI motion (1.0); confer with J. Tatel regarding settlement hearing (.3); confer with L. Nyhan regarding same (.6)	3.10
08/04/04	LJ Nyhan	Conference regarding evidentiary issues (1.20); review sub-debt objection and telephone conference regarding same (.70); conference with G. Neal regarding motions, timing and hearing issues (.60); conferences with committee regarding paydown	5.00

Invoice Number: *****

Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
		issues (.30); telephone conferences with L. Handelsman regarding junior secured issues (.30); assess settlement hearing strategy (1.90)	
08/04/04	JB Tatel	Telephone call with G. Neal regarding trial concerning settlement/sale (.3); review objection to settlement filed by unsecured creditor (.8)	1.10
08/05/04	PS Caruso	Begin response to D.E. Shaw objection to settlement (2.2); office conference with J. Knowles regarding service issues (.3)	2.50
08/05/04	JF Conlan	Communications regarding objections to sale/settlement motion and analyze same	.50
08/05/04	JC Knowles	Office conference with P. Caruso re: service on preferred holders (.30); follow-up correspondence with Trumbull re: same (.30)	.60
08/05/04	GS Neal	Confer with California mediator regarding settlement with DTV	.50
08/05/04	LJ Nyhan	Conferences with client regarding sub-debt issues (.90); conference with Committee regarding settlement hearing issues (.80)	1.70
08/05/04	TS Stringer	Retrieve cases and keycites mentioned in settlement/sale motion, prepare binder and index for cases retrieved	4.00
08/05/04	TH Yancey	Review subscriber terminal equipment upgrade letter regarding reimbursement of certain costs, including telephone conferences with T. Lodge and L. Fullerton regarding same	1.00
08/06/04	PS Caruso	Continue work on response to D.E. Shaw objection to settlement	1.30
08/06/04	PS Caruso	Correspond with Weil re: Executory contracts and with G. Neal re: sale of assets	.80
08/06/04	GS Neal	Prepare testimony and deposition prep outline for J. Hutchinson (1.7); confer with L. Nyhan regarding same (.7); confer with J. Tatel regarding affirmative discovery (.8); conferences with J. Tatel regarding same (.5); review document requests from D.E. Shaw and prepare response to same (1.2)	4.90
08/06/04	LJ Nyhan	Conferences with L. Handelsman (junior secured) and D. Botter regarding provisional payment issues (1.10); conference with G. Neal regarding testimony outline and other motions for settlement hearing (.70); review settlement hearing outline (.30); begin testimony outline (.80)	2.90
08/06/04	JB Tatel	Meeting with G. Neal to discussing possible trial re: settlement/sale (.3); meeting with G. Neal to discuss propounding discovery requests on party objecting to settlement (.2)	.50

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Asset Sales

Date	Name	Narrative	Hours
08/07/04	LJ Nyhan	Conferences with client regarding settlement hearing discovery issues	.60
08/08/04	LJ Nyhan	Assess discovery and testimony issues for settlement hearing	.50
08/08/04	JB Tatel	Draft document requests and deposition notice to party objecting to settlement	1.40
08/09/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	10.00
08/09/04	JF Conlan	Communications regarding hearing on settlement and analyze same	.30
08/09/04	JH Elsabee	Conference with E. McDonnell re prepetition agreements	.20
08/09/04	J Margulies	Conference with E. McDonnell re prepetition agreements in case to go to T. Yancey	.20
08/09/04	EA McDonnell-O'Driscoll	Conference with E. Moring re prepetition agreements in case to go to T. Yancey et al. (.2); conference with J. Margulies and J. Elsabee re same (.2); review documents and forward same internally (.5)	.90
08/09/04	DA McLaughlin	Review of court papers in preparation for document review re: D.E. Shaw objection to settlement	3.70
08/09/04	DA McLaughlin	Meetings in preparation for document review and re: strategy re: D. E. Shaw objection to settlement	2.00
08/09/04	DA McLaughlin	Reviewing confidentiality agreements and drafting letters	1.50
08/09/04	ER Moring	Review and revise motion to approve potential sale of certain assets and bidding procedures (4.7); confer with J. Randleman re: research re: good faith issues (.3); email J. Knowles re: discovery demands in connection with 9019/sale motion (.3); telephone call with S. Blank re: same (.2); email J. Hutchinson re: same (.1)	5.60
08/09/04	GS Neal	Meetings with J. Hutchinson and D. McLaughlin regarding D.E. Shaw discovery, deposition preparation and document review (2.3); confer with D.E. Shaw counsel regarding discovery issues (.6)	2.90
08/09/04	LJ Nyhan	Conferences with DTV, committee and PCC regarding discovery and hearing issues (1.60); conferences with T. Yancey regarding discovery issues (.50); conferences with Laminar regarding discovery (.80); conferences with client regarding witness designation, testimony and discovery issues (2.20); prepare witness testimony outline (2.30); conference with M. Puntus regarding financial testimony (.80); assess Laminar objection	8.80

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Asset Sales

Date	Name	Narrative	Hours
		(.60)	
08/09/04	JB Tatel	Draft document requests for party objecting to settlement agreement	2.00
08/09/04	CB Winter	Reviewing motion to compel and outline for trial (.8); attending conference calls with client and co-counsel (2.0); arranging logistical details for document review (.5); meeting with D. McLaughlin to discuss document review (.5); reviewing documents filed in bankruptcy proceeding (1.5)	5.30
08/09/04	TH Yancey	Telephone conferences with L. Nyhan re: discovery to be produced in response to objection to settlement	.50
08/10/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	15.00
08/10/04	PS Caruso	Telephone conference with J. Knowles regarding D.E. Shaw objection to settlement	1.00
08/10/04	T Fehilly	Took part in conference with Client IS department and attorneys from DC and NY office re: review of electronic documents	.50
08/10/04	JC Knowles	Research for response to D. E. Shaw's objection to settlement (4.7); telephone conference with P. Caruso re: same (1.0); telephone conference with E. Moring re: same (.3)	6.00
08/10/04	NJ Lusk	Legal Research regarding Global Settlement motions for J. Knowles	3.30
08/10/04	EA McDonnell-O'Driscoll	Research re transcript for G. Neal (.3); conference with E. Moring re same (.1); call to J. Tatel re same (.1); email to G. Neal re same (.1)	.60
08/10/04	DA McLaughlin	Phone conf. w/counsel for DE Shaw and drafting letters to certain interested parties and D.E. Shaw re: document production	5.90
08/10/04	DA McLaughlin	Various conferences and tasks re: organizing documents and preparation for document review re: D.E. Shaw objection to settlement	2.70
08/10/04	ER Moring	Draft and revise notice of potential sale of assets (.8); telephone call with J. Knowles re: reply to 9019/sale motion (.3)	1.10
08/10/04	GS Neal	Confer with J. Hutchinson and D.E. Shaw counsel concerning document requests and discovery matters (1.0); confer with Debtors on document production issues (.9); meetings with J. Tatel regarding same (.6); confer with L. Nyhan and J. Hutchinson on testimony witnesses (.8)	3.30
08/10/04	LJ Nyhan	Prepare for and participate in discovery dispute resolution (2.60);	4.30

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Asset Sales

Date	Name	Narrative	Hours
		conference with J. Hutchinson regarding testimony issues and discovery logistics (.70); conference with client regarding settlement and hearing issues (.70); conference with Debevoise regarding PCC issues (.30)	
08/10/04	DD Reid	Meeting with G. Neal, J. Tatel, and litigation support team re: document production due 8/16/04	.50
08/10/04	RA Rogers	Meet with attorneys, vendors, and staff regarding document production re: D.E. Shaw objection to settlement	5.00
08/10/04	JB Tatel	Meeting with G. Neal to discuss document production (.3); telephone call with client and G. Neal, D. Reid, E. Butts, and R. Rogers regarding document production (.4); telephone calls with G. Lauro and G. Meyer regarding document review (.5); conference call with D. McLaughlin and C. Winter regarding logistics of document review (.4); conference call with client and D. McLaughlin, C. Winter, E. Butts and R. Rogers regarding information technology issues with document production (.9); review document requests received from party objecting to settlement (1.1); review e-mail from D. McLaughlin regarding conference call with opposing party to narrow document requests (.4); meeting with G. Neal to provide update on document review process (.3); arrange for transmission of laptop with documents for review from client to DC office (.8); review contents of electronic documents received from client with E. Butts (1.1)	6.20
08/10/04	CB Winter	Attending conference call with sub-debtors' counsel re: document requests (.8); telephone calls with client and Sidley lawyers re: logistics of document review (1.5); prepare for trip to Washington, D.C. for document review (.7); meeting with J. Hutchinson to discuss plans for document review (.3)	3.30
08/11/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	14.50
08/11/04	PS Caruso	Telephone conferences with J. Knowles regarding D.E. Shaw objection	.70
08/11/04	JH Elsabee	Coordinate service of Pegasus objection to D.E. Shaw order for E. Moring (2.50); conference with E. McDonnell re same (.3)	2.80
08/11/04	MB Jackson	Review documents and related materials re: document production re: D.E. Shaw objection to settlement (1.0); t/c, emails and meetings re: document review for production (1.0)	2.00
08/11/04	JC Knowles	Conduct research for response to D. E. Shaw's objection to settlement (7.7); telephone conferences with P. Caruso re: same	9.20

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Asset Sales

Date	Name	Narrative	Hours
		(.70); telephone conferences with E. Moring re: same (.80)	
08/11/04	J Margulies	Conference with E. McDonnell re preliminary reply to D.E. Shaw's Objection to settlement and service by email on parties on email list	.30
08/11/04	J Margulies	Prepare filing and service of D.E. Shaw Preliminary Reply for G. Neal	2.80
08/11/04	EA McDonnell-O'Driscoll	Conference with E. Moring re preliminary reply to D.E. Shaw's Objection to settlement filing and service (.2); conference with J. Elsabee and J. Margulies re same (.2); research most recent service list in case and conference re same (.5); file preliminary reply with the court (.5); serve same by email on parties on email service list (.6); conference with J. Margulies and J. Elsabee re service by mail of same (.1)	2.10
08/11/04	DA McLaughlin	Drafting letters to certain interested parties re: document production and collecting comments re: same	4.90
08/11/04	GS Meyer	Discuss document review re: D.E. Shaw objection to settlement with Jennifer Tatel (.10); review discovery request (.10)	.20
08/11/04	ER Moring	Telephone calls with J. Knowles re: filing and service of preliminary response to 9019/sale motion objection (.3); confer with E. McDonnell re: same (.2)	.50
08/11/04	ER Moring	Telephone calls with J. Knowles re: issues re: response to objections to 9019/sale motion (.5); draft and revise motion to approve bidding procedures for potential sale of certain assets (5.2)	5.70
08/11/04	GS Neal	Meetings regarding document production efforts regarding D.E. Shaw objection to settlement (2.3); assist in document production efforts (3.4); conference calls with interested party regarding confidentiality agreements (.3); review reply brief issues (.8); prepare witness outlines (1.9)	8.70
08/11/04	LJ Nyhan	Revise witness testimony outline (1.20); attend discovery conferences (.80); prepare for witness meetings (5.60)	7.60
08/11/04	JB Tatel	Research contact information for parties potentially adverse to settlement (1.0); meeting with E. Butts to discuss status of document conversion and logistics of document review (.5); prepare for document review with G. Meyer (.2); meeting with G. Neal to provide update on document review (.3); email T. Yancey to provide update on current status (.4)	2.40
08/11/04	CB Winter	Meeting with M. Jackson to discuss document review	.50

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Date	Name	Narrative	Hours
08/12/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	15.00
08/12/04	MB Jackson	Document review for production and privilege on expedited basis re: D.E. Shaw objection to settlement	8.50
08/12/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	.80
08/12/04	J Margulies	Draft and file affidavit of service re Preliminary Reply for G. Neal (.4); conference with E. McDonnell re same (.1)	.50
08/12/04	DA McLaughlin	Document review in preparation for production re: D.E. Shaw objection to settlement and associated conferences and tasks	9.30
08/12/04	GS Meyer	Review discovery requests (.20) and document review (7.90) re: D.E. Shaw objection to settlement	8.10
08/12/04	ER Moring	Email G. Neal re: issues regarding potential sale (.4); telephone call with R. Krasnow re: NRTC motion (.2)	.60
08/12/04	GS Neal	Deposition preparation of T. Lodge (5.2); confer with L. Nyhan on litigation issues (.5); confer with litigation support team on document production issues re: D.E. Shaw objection to settlement (1.1)	6.80
08/12/04	LJ Nyhan	Prepare for and participate in witness preparation meetings (6.50); office conference with G. Neal regarding response (.50); conferences with R. Keach regarding hearing issues (.30); conferences regarding discovery issues (.70)	8.00
08/12/04	RA Rogers	Vendor coordination (3.4) and production planning with team (1.6) re: D.E. Shaw objection to settlement	5.00
08/12/04	JH Sklar	Analyze Asset Purchase Agreement in light of regulatory inquiry	6.50
08/12/04	JB Tatel	Document review	9.30
08/12/04	CB Winter	Reviewing documents for settlement hearing	9.50
08/12/04	TH Yancey	Meet with T. Lodge, J. Hutchinson, L. Nyhan and M. Weiles regarding T. Lodge deposition	7.10
08/12/04	TH Yancey	Review asset sale and settlement agreements regarding effect of regulatory inquiry	1.40
08/13/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	16.00
08/13/04	MB Jackson	Document review for production and privilege on expedited basis re: D.E. Shaw objection to settlement	10.50
08/13/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	7.50

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Date	Name	Narrative	Hours
08/13/04	J Margulies	Prepare affidavit of Service re D.E. Shaw Reply	.30
08/13/04	ME McClintock	Review settlement motion/APA regarding lease issue (.3); e-mail with J. Knowles and E. Moring regarding same (.3); telephone conference with E. Moring regarding same (.2)	.80
08/13/04	DA McLaughlin	Document review in preparation for production re: D.E. Shaw objection to settlement and associated conferences and tasks	9.50
08/13/04	GS Meyer	Document review re: D.E. Shaw objection to settlement	8.60
08/13/04	ER Moring	Emails with M. McClintock re: potential objection to sale (.2); review APA and schedules re: issue raised by potential objector (.3); telephone call with M. McClintock re: same (.2)	.70
08/13/04	GS Neal	Meetings with M. Puntus for deposition preparation (3.0); prepare protective order (1.0); confer with litigation team on document production efforts re: D.E. Shaw objection to settlement (1.2); confer with Committee, NRTC and DIRECTV regarding discovery matters (.9)	6.10
08/13/04	GS Neal	Confer with debtors regarding broadcast issues (.2); confer with S. Blank on PCC issues (.2)	.40
08/13/04	LJ Nyhan	Prepare for and participate in conferences with Miller Buckfire regarding trial preparation (2.7); review documents for testimony support (1.8)	4.50
08/13/04	RA Rogers	Database creation re: document production re: D.E. Shaw objection to settlement	11.00
08/13/04	RH Sinkfield	Electronic document review for document production relating to sale/settlement objection	7.50
08/13/04	JB Tatel	Document review (12.0); telephone call with G. Neal and D. Eisen regarding access to database from California litigation re: same (.5)	12.50
08/13/04	TH Yancey	Review asset purchase agreement for provisions relevant to regulatory inquiry and draft memos to client on relevant provisions	1.90
08/14/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	15.00
08/14/04	MB Jackson	Document review for production and privilege on expedited basis re: D.E. Shaw objection to settlement	12.50
08/14/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	13.80
08/14/04	DA McLaughlin	Document review in preparation for production re: D.E. Shaw	6.50

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Date	Name	Narrative	Hours
		objection to settlement and associated conferences and tasks	
08/14/04	GS Meyer	Document review re: D.E. Shaw objection to settlement	10.70
08/14/04	LJ Nyhan	Conferences re: settlement hearing issues	.70
08/14/04	RA Rogers	Database preparation for attorney review re: document production re: D.E. Shaw objection to settlement	10.00
08/14/04	RH Sinkfield	Electronic document review for document production relating to sale/settlement objection	7.80
08/14/04	JB Tatel	Document review re: D.E. Shaw objection to settlement (14.0); review and edit draft protective order (.5)	14.50
08/15/04	EG Butts	Set-up, review, monitor and assist with document review for production re: D.E. Shaw objection to settlement	19.00
08/15/04	MB Jackson	Document review for production and privilege on expedited basis re: D.E. Shaw objection to settlement	9.30
08/15/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	10.50
08/15/04	GS Meyer	Document review re: D.E. Shaw objection to settlement	10.00
08/15/04	GS Neal	Outline reply brief issues (1.8); confer with J. Tatel on document production efforts in Washington, D.C. re: D.E. Shaw objection to settlement (1.5)	3.30
08/15/04	RA Rogers	Preparation for document production re: D.E. Shaw objection to settlement	2.00
08/15/04	RA Rogers	Database preparation for attorney review re: document production re: D.E. Shaw objection to settlement	8.00
08/15/04	RH Sinkfield	Electronic document review for document production relating to sale/settlement objection	3.10
08/15/04	JB Tatel	Document review re: D.E. Shaw objection to settlement (11.0); discussions with G. Neal to discuss litigation status (1.5)	12.50
08/16/04	PS Caruso	Conduct legal research in response to D.E. Shaw objection to settlement	3.30
08/16/04	LB Franzon	Research regarding response to Laminar objection to settlement motion	11.00
08/16/04	JG Hutchinson	Address document production issues re: objection to settlement	.90
08/16/04	JG Hutchinson	Conferences with team re: objection to settlement	.80
08/16/04	JG Hutchinson	Address protective order issues	.20
08/16/04	JG Hutchinson	Deposition scheduling with D.E. Shaw and all counsel	1.20

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Date	Name	Narrative	Hours
08/16/04	JG Hutchinson	Document and pleading review re: objection to settlement	2.70
08/16/04	MB Jackson	Document review for production and privilege on expedited basis re: D.E. Shaw objection to settlement	14.30
08/16/04	JC Knowles	Conduct research for response to D. E. Shaw's objection to settlement (4.80); prepare outline re: response to same (4.00)	8.80
08/16/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	10.80
08/16/04	ME McClintock	Research regarding sale/settlement issues	2.50
08/16/04	DA McLaughlin	Phone conf. w/J. Hutchinson, G. Neal, J. Tatel re: deposition scheduling, document production, strategy re: D.E. Shaw objection to settlement	.80
08/16/04	DA McLaughlin	Document review and production and associated conferences and tasks re: D.E. Shaw objection to settlement	11.90
08/16/04	GS Meyer	Document review re: D.E. Shaw objection to settlement	11.70
08/16/04	GS Neal	Confer with J. Hutchinson and L. Nyhan regarding deposition preparation and 8/25 sale hearing issues (.8); confer with interested party counsel and Arnold & Porter regarding release of documents (1.6); confer with J. Tatel regarding document production efforts (2.3); confer with J. Knowles regarding reply brief research and issues (.8); finalize protective order and confer with Brown Rudnick regarding discovery issues (1.0)	6.50
08/16/04	LJ Nyhan	Review discovery issues (.60); revise hearing outline (1.2); conference with G. Neal re: brief (.3); conference with committee re: settlement issues (.2)	2.30
08/16/04	DD Reid	Preparing documents for production and distribution of same to J. Tatel	7.50
08/16/04	RA Rogers	Preparation of material for production re: D.E. Shaw objection to settlement	15.00
08/16/04	RH Sinkfield	Electronic document review re: global settlement/sale	11.20
08/16/04	JB Tatel	Conference calls with J. Hutchinson, G. Neal and D. McLaughlin regarding deposition schedule (.8); document review (14.6); telephone call with representatives from infodox database to provide access to documents in California litigation (.3); telephone call with interested party representatives in order to obtain consent to disclose documents (.3)	16.00
08/17/04	PS Caruso	Conduct legal research re: 363 Sales outside of a plan (4.1); email L. Nyhan and J. Knowles re: response outline re: objection to sale (.6); draft and revise outline (5.0); begin drafting response	11.50

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Date	Name	Narrative	Hours
		(1.8)	
08/17/04	T Fehilly	Worked with the DC office to coordinate Preproduction document review with NY office	4.00
08/17/04	JG Hutchinson	Discovery scheduling re: D.E. Shaw objection to settlement	1.50
08/17/04	JG Hutchinson	Review D.E. Shaw document production and prepare for Posner deposition	1.60
08/17/04	JG Hutchinson	Review documents to be produced by debtors re: D.E. Shaw objection to settlement	1.10
08/17/04	JG Hutchinson	Conference with counsel to certain party re: D.E. Shaw objection to settlement and forward documents	.50
08/17/04	JG Hutchinson	Meet with client re: issues re: settlement hearing	2.10
08/17/04	JG Hutchinson	Multiple conferences with team and G. Neal re: legal issues re: settlement (.1); conference with committee counsel re: same (.1)	.20
08/17/04	JG Hutchinson	Review memo re: inter-company transfers	.30
08/17/04	MB Jackson	Document review for production and privilege on expedited basis, finalize all documents and review and prepare electronic production for delivery to Brown Rudnick	18.00
08/17/04	A Katzap	Production of various original documents and creation of Hot Doc binders for attorney review prior to depositions as per John Hutchinson, Daniel McLaughlin and Martin Jackson	15.00
08/17/04	JC Knowles	Conduct research for reply to D. E. Shaw's objection (7.0); draft outline for response to same (3.50)	10.50
08/17/04	GP Lauro	Document review re: D.E. Shaw objection to settlement	3.00
08/17/04	ME McClintock	Research regarding sale/settlement issues for J. Knowles	6.00
08/17/04	DA McLaughlin	Preparation for depositions, including reviewing Pegasus, Miller Buckfire and D.E. Shaw document productions and associated conferences and tasks	7.70
08/17/04	DA McLaughlin	Concluding document review and production and associated conferences and tasks re: D.E. Shaw objection to settlement	4.30
08/17/04	GS Meyer	Document review (3.9); prepare hot documents (2.6); prepare for trip to New York City for document review (.6); review and organize hot documents as part of deposition preparation and discuss same with Dan McGlaughlin (4.8)	11.90
08/17/04	GS Neal	Confer with J. Hutchinson, D. McLaughlin and J. Tatel regarding document production and deposition issues (.5); confer with	7.10

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Date	Name	Narrative	Hours
		interested party counsel on confidentiality issues and review same (.8); confer with J. Tatel on document production issues in DC and CA (1.5); prepare for depositions and 8/25 hearing (4.3)	
08/17/04	GS Neal	Review Committee requests regarding potential sale and respond to same	.80
08/17/04	LJ Nyhan	Witness preparation for settlement/sale hearing	5.60
08/17/04	RA Rogers	Update Database (5.0), preparation for document production (12.0) and vendor coordination (2.0)	19.00
08/17/04	RH Sinkfield	Complete final MBLY first tier electronic review	3.70
08/17/04	JB Tatel	Conference call with J. Hutchinson, T. Yancey, G. Neal and D. McLaughlin to discuss deposition schedules and preparation (1.2); document review and production (10.8)	12.00
08/17/04	MF Wozniak	Assist G. Meyer with preparation of documents for review	2.00
08/17/04	TH Yancey	Telephone conferences with J. Hutchinson, G. Neal and J. Tatel on document production and deposition assignments	1.10
08/17/04	TH Yancey	Communications with L. Nyhan and G. McGuire on correction to Global Settlement Agreement and send e-mail on correction to T. Lodge	.70
08/17/04	TH Yancey	Review intercompany transfer memos	.50
08/18/04	PS Caruso	Finish legal research re: DE Shaw objection to settlement and draft response to same	12.60
08/18/04	AS Entin	Creating Hot Documents binders in preparation for 8/19/04 depositions per attorney Martin Jackson's request	8.00
08/18/04	T Fehilly	Processed electronic documents for attorney review, Exported out attorney marked responsive documents, branded the bates number onto the image and copied to CD, and loaded the new production onto the network along with the Hot Document tags	8.00
08/18/04	LB Franzon	Document review for production of documents relating to discovery request of Laminar	8.00
08/18/04	JG Hutchinson	Prepare for and take deposition of D. Posner	5.80
08/18/04	JG Hutchinson	Attend witness preparation for M. Pagon	3.20
08/18/04	JG Hutchinson	Strategy conference with PCC counsel and committee counsel	.40
08/18/04	JG Hutchinson	Review documents relevant to Pagon and Posner	1.40
08/18/04	JG Hutchinson	Review new documents produced by D.E. Shaw	.60
08/18/04	JG Hutchinson	Review documents for witness preparation of T. Lodge and M.	1.80

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Date	Name	Narrative	Hours
		Puntus	
08/18/04	JG Hutchinson	Meet with team re: strategy	.30
08/18/04	MB Jackson	Preparation of Exhibit binders for depositions (1.8); final review and preparation for production of documents (9.8); work with litigation support on preparation of electronic databases (.8); draft letter and distribute electronic production to additional parties (.6)	13.00
08/18/04	A Katzap	Creation of deposition binders and production of documents produced from CD's	11.00
08/18/04	JC Knowles	Draft and research reply to D. E. Shaw's objection to settlement (15.3); telephone conference with E. Moring re: same (.3)	15.60
08/18/04	ME McClintock	Document review regarding document production related to DE Shaw request	8.00
08/18/04	DA McLaughlin	Deposition prep session with M. Pagon and other attorneys from SABW and Debevoise & Plimpton	2.00
08/18/04	DA McLaughlin	Preparing for, attending and reporting back on deposition of C. Fortgang	2.90
08/18/04	GS Meyer	Document review (6.80); review and organize hot documents as part of deposition preparation (2.0); meeting with John Hutchinson, Tom Yancey, Guy Neal, and Jennifer Tatel re: same (.50)	9.30
08/18/04	ER Moring	Telephone call with J. Knowles re: response to objection to sale/9019 motion and re: discovery	.30
08/18/04	GS Neal	Confer with Miller Buckfire regarding potential sale issues	.50
08/18/04	GS Neal	Review documents and prepare debtors' witnesses (Lodge, Pagon and Puntus) for depositions by D.E. Shaw	8.90
08/18/04	LJ Nyhan	Witness and hearing preparation (6.2); multiple conferences re: settlement negotiations (1.4)	7.60
08/18/04	E Rickard	Assisting Martin Jackson prepare for upcoming depositions	4.20
08/18/04	RA Rogers	Coordination with NY Office to set up material for atty review (2.2); vendor coordination re: same (0.8)	3.00
08/18/04	JB Tatel	Document review and deposition preparation	14.50
08/18/04	TH Yancey	Attend deposition preparation of M. Pagon	5.80
08/18/04	TH Yancey	Review documents produced by Miller Buckfire and identify relevant material	5.70

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Date	Name	Narrative	Hours
08/18/04	TH Yancey	Meet with G. Neal and telephone conferences with T. van Wazer on potential sale and asset sale tax issues	2.00
08/19/04	PS Caruso	Review deposition testimony (3.0); revise response to D.E. Shaw objection to settlement (6.4); office conferences with J. Knowles re; same (.60)	10.00
08/19/04	JF Conlan	Office conference (in part) with J. Knowles and P. Caruso regarding objection to settlement and analyze same	.30
08/19/04	JG Hutchinson	Review D.E. Shaw adjournment motion	.20
08/19/04	JG Hutchinson	Prepare Lodge and Puntus for depositions	6.50
08/19/04	JG Hutchinson	Review documents in preparation for witness preparation	2.10
08/19/04	JG Hutchinson	E-mail to D.E. Shaw counsel	.20
08/19/04	JG Hutchinson	Review Committee draft brief	.50
08/19/04	JG Hutchinson	Draft witness designations and e-mail to Committee counsel and D.E. Shaw re: same	.30
08/19/04	JG Hutchinson	Review deposition transcripts	1.60
08/19/04	JG Hutchinson	Conferences re: strategy issues	.60
08/19/04	MB Jackson	Assist in preparation of M. Puntus and T. Lodge for their deposition (5.7); meeting and preparation of M. Puntus for deposition (.8); prepare depositions binders with important documents to review with each deponent (1.5); prepare certain documents to be sent to interested party with request for permission to produce such documents to D. E. Shaw Laminar (.3); review D.E. Shaw expedited motion and motion to adjourn hearing (.8)	9.10
08/19/04	A Katzap	Production of documents generated for deposition	11.00
08/19/04	SB Kitei	Draft motion to permit debtors to file a memorandum of law in excess of fifteen pages	2.20
08/19/04	JC Knowles	Research for and draft reply to D. E. Shaw's objection to settlement (9.70); office conferences with P. Caruso re: same (.60); telephone conference with E. Moring re: same (.30); review deposition transcripts for same (2.00)	12.60
08/19/04	R Lyons	Creating binders per attorney request	.30
08/19/04	J Margulies	Research and forward D.E. Shaw recently filed documents to E. Moring (.3); conference with E. McDonnell re D.E. Shaw motions just filed and distribution of files (.1)	.40

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Pegasus Group

Asset Sales

Date	Name	Narrative	Hours
08/19/04	EA McDonnell-O'Driscoll	Conference with E. Moring re D.E. Shaw motions just filed (.1); prepare sets of papers to distribute internally (.5); conference with M. Jackson re same (.1); conference with E. Moring re sending out same to by email (.1); conference with J. Margulies re same (.1); prepare same and forward to Pegasus and Sidley attorneys (.4); research re "information" memo for G. Neal to distribute (.4)	1.70
08/19/04	DA McLaughlin	Preparing for, attending and reporting back on deposition of S. Lampe	3.20
08/19/04	DA McLaughlin	Deposition prep session with T. Lodge and other attorneys from SABW and Debevoise & Plimpton	1.40
08/19/04	DA McLaughlin	Conf. w/J. Hutchinson re: discovery status, strategy	.10
08/19/04	DA McLaughlin	Deposition prep and strategy with M. Puntus and other attorneys from SABW and Debevoise & Plimpton	.70
08/19/04	ER Moring	Review motion to adjourn 9019/sale motion (.5); telephone call with J. Knowles re: reply papers (.3); confer with M. Jackson re: objection to D.E. Shaw motion (.3); emails to Pegasus team re: D.E. Shaw motion (.2)	1.30
08/19/04	GS Neal	Prepare T. Lodge and M. Puntus for depositions (6.1); attend deposition of B. Robins of Greenhill (2.1); review motion of D.E. Shaw to adjourn hearing (.6); confer with Committee on 8-25 hearing issues (.6); confer with interested party on confidentiality agreements (.7)	10.10
08/19/04	GS Neal	Confer with taxing authorities on asset sale issues	.50
08/19/04	LJ Nyhan	Revise objection reply (2.1); witness preparation (4.6); review Shaw continuance motion and conferences with committee re: same (1.2); conference with committee re: hearing testimony and briefs (1.4)	9.30
08/19/04	JB Tatel	Participate in deposition preparation meetings with client, investment banker and J. Hutchinson, T. Yancey, L. Nyhan, D. McLaughlin and M. Jackson	9.00
08/19/04	TH Yancey	Attend deposition preparation of T. Lodge and M. Puntus	7.60
08/20/04	PS Caruso	Continue to revise reply to DE Shaw objection to settlement (4.2); review deposition testimony (2.1); review other objections to Settlement Motion (1.2); correspondence with G. Neal and L. Nyhan re: same (.3); office conference with J. Conlan re: same (.2)	8.00
08/20/04	PS Caruso	Correspondence with G. Neal and E. Moring re: bid procedures	.90

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Asset Sales

Date	Name	Narrative	Hours
		for potential asset sale	
08/20/04	JF Conlan	Office conference with P. Caruso regarding settlement (.2); email G. Neal regarding same (.1); telephone call with T. Yancey regarding same (.3); review correspondence regarding same (.2)	.80
08/20/04	JG Hutchinson	Attend Lodge deposition	3.50
08/20/04	JG Hutchinson	Strategy discussions with team	.80
08/20/04	JG Hutchinson	Discussion with Debevoise regarding deposition schedule for Mr. Pagon	.70
08/20/04	JG Hutchinson	Address document production issues	.50
08/20/04	JG Hutchinson	Attend Puntus deposition	2.00
08/20/04	JG Hutchinson	Preparation for Puntus and Lodge depositions	1.70
08/20/04	MB Jackson	Attend and assist during depositions of M. Puntus and T. Lodge (5.6); review objection filed by Texas Ad Valorem Tax Authorities (.3); meeting with J. Hutchinson and D. McLaughlin re: weekend work and tasks to be accomplished prior to Monday a.m. meeting with M. Pagon (.8); circulate deposition transcripts upon receipt (.2); t/c and emails concerning depositions and documents (.6)	7.50
08/20/04	A Katzap	Production of documents and preparation for hearing	9.00
08/20/04	JC Knowles	Draft motion to increase page limit (1.50); review deposition transcripts (2.00); revise reply to objection to settlement (4.00)	7.50
08/20/04	J Margulies	Research and forward Motion to Object to the Sale and Global Settlement to E. Moring (.3) research and forward Joint Statement of Wilmington Trust to E. McDonnell (.2)	.50
08/20/04	EA McDonnell-O'Driscoll	Review recent pleadings re global settlement and distribute same in-house and by email to company and internally (1.8); confer with G. Neal re distribution (.1); confer with E. Moring re distribution (.1); research for M. Jackson (.2); email M. Jackson re objections to settlement (.1)	2.30
08/20/04	DA McLaughlin	Conf. w/J. Hutchinson and w/M. Jackson re: strategy (.8); reviewing exhibits (1.5)	2.30
08/20/04	ER Moring	Review responsive and opposition papers to sale/settlement motion (2.5); emails with Pegasus team re: same (.2)	2.70
08/20/04	GS Neal	Review and revise offering memorandum for potential asset sale	.90
08/20/04	GS Neal	Revise reply brief in support of sale/settlement motion (2.4); review briefs of taxing authorities, Committee, and secured	9.80

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Asset Sales

Date	Name	Narrative	Hours
		lenders (1.2); prepare for and attend depositions of Lodge and Puntus (6.2)	
08/20/04	LJ Nyhan	Preparation for and attend Lodge deposition (4.2); conference re: Puntus deposition (.4); review deposition transcripts (1.6); revise objection response (1.4); review committee brief (.5); settlement discussions (.7)	8.80
08/20/04	JB Tatel	Assist in preparation for Lodge deposition	5.00
08/20/04	TH Yancey	Review objections to motion to sell DBS assets	.80
08/20/04	TH Yancey	Attend deposition preparation of T. Lodge and M. Puntus and deposition of T. Lodge	5.10
08/20/04	TH Yancey	Telephone conference with J. Conlan on potential timing for approval of sale motion	.30
08/20/04	TH Yancey	Telephone conferences with D. Thomas and T. Lodge on plans for closing	.50
08/21/04	PS Caruso	Revise and distribute response to D.E. Shaw objection to settlement (8.7); office conferences with J. Knowles re: same (.5)	9.20
08/21/04	MB Jackson	Retrieve various documents and begin preparing deposition binder for M. Pagon and documents for use at hearing per J. Hutchinson's request	1.00
08/21/04	JC Knowles	Review deposition transcript (4.00); revise reply to D. E. Shaw objection to settlement (5.20); office conferences with P. Caruso re: same (.50)	9.70
08/21/04	LJ Nyhan	Revise reply brief and review deposition transcripts	4.70
08/21/04	TH Yancey	Draft summary of remaining transactions and closing items for corporate associates	.90
08/22/04	PS Caruso	Review comments to draft response to DE Shaw objection to settlement (1.7); telephone conferences with J. Knowles re: same (.4); correspond with L. Nyhan re: same (.3)	2.40
08/22/04	JG Hutchinson	Revise response brief to D.E. Shaw opposition brief to sale motion	1.30
08/22/04	JG Hutchinson	Address issues regarding Pagon deposition and conferences with Debevoise and D.E. Shaw counsel regarding same	.60
08/22/04	JG Hutchinson	Meeting with D. McLaughlin and M.Jackson re: preparation for sale hearing	.80
08/22/04	JG Hutchinson	Review witness files and exhibit binders for sale hearing	1.40

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Asset Sales

Date	Name	Narrative	Hours
08/22/04	JG Hutchinson	Review Posner deposition	1.10
08/22/04	JG Hutchinson	Prepare for Pagon deposition	.80
08/22/04	MB Jackson	Meeting with D. McLaughlin and J. Hutchinson re: preparation of hearing exhibit binders (.8); review documents for use as exhibits (1.9); review deposition transcripts and exhibits (2.0); emails with E. McDonnell re: same (.3); prepare binder of exhibits to prepare M. Pagon for Monday's deposition (1.0)	6.00
08/22/04	JC Knowles	Revise reply to D.E. Shaw objection to settlement and conduct research re: same (1.9); telephone conferences with P. Caruso re: same (.40); office conferences with L. Nyhan re: same (.40)	2.70
08/22/04	DA McLaughlin	Conf. w/J. Hutchinson, M. Jackson (.8) and reviewing (2.5) proposed trial exhibits	3.30
08/22/04	LJ Nyhan	Conference with client regarding settlement issues (.20); revise brief (2.00); conferences with J. Knowles regarding same (.40); review PCC comments (.20)	2.80
08/22/04	JB Tatel	Assist in preparation for hearing on motion to approve the settlement	1.00
08/22/04	TH Yancey	Review and provide comments on response to D.E. Shaw and other oppositions to motion for sale of assets	1.10
08/23/04	PS Caruso	Prepare for Settlement hearing, resolve objections and finalize response to DE Shaw objection (10.1); conferences with L. Nyhan re: same (.4); telephone conference with E. Moring re: same (.2); office conference with J. Knowles re: same (.3)	11.00
08/23/04	LB Franzone	Preparation of various documents for the sale hearing	4.00
08/23/04	JG Hutchinson	Review documents relevant to Mr. Pagon in preparation for deposition	.80
08/23/04	JG Hutchinson	Meet with team to prepare for sale hearing and designate exhibits	1.80
08/23/04	JG Hutchinson	Meet with Mr. Pagon in preparation for deposition	3.60
08/23/04	JG Hutchinson	Attend Mr. Pagon's deposition	1.30
08/23/04	JG Hutchinson	Prepare exhibits and deposition testimony for sale hearing and designate deposition testimony from Mr. Posner	2.40
08/23/04	MB Jackson	Participate and defend deposition of Mr. Palkovic (3.1); prepare supplemental production (1.8); prepare all exhibits and documents to bring to hearing in Portland, Maine (6.1); assist J. Hutchinson in preparation of M. Pagon for deposition (4.9)	16.10
08/23/04	A Katzap	Production of documents for creation of exhibit binders for	15.00

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Asset Sales

Date	Name	Narrative	Hours
		hearing	
08/23/04	SB Kitei	Review cases cited in various documents and briefs in preparation for settlement/sale hearing	4.70
08/23/04	JC Knowles	Finalize research re: reply to objection to settlement (2.50); revise reply (2.00); file same (.70); office conferences with L. Nyhan (.40) and P. Caruso (.30) re: same; telephone conference with E. Moring re: same (.30); draft summaries of cases cited in reply (2.00)	8.20
08/23/04	NJ Lusk	Assist in preparation of caselaw for August 25, 2004 hearing on the debtors' motion to approve settlement/sale to DirecTV	1.50
08/23/04	J Margulies	Research and forward Excess Page Limit Order and Reply of DE Shaw Objection to E. McDonnell (.3); research and forward June 10th and 21st Hearing Transcript to M. Jackson (.60); conference with E. McDonnell re same (.10); create a docket report binder re Pegasus main case, adversary case, and civil case docket report for M. Jackson (.5); research and forward recently filed DE Shaw documents for E. Moring (.2)	1.80
08/23/04	EA McDonnell-O'Driscoll	Confer with E. Moring re DE Shaw Objection response and forward (.2); distribute DE Shaw Reply by email to distribution list (.3); conference with M. Jackson re hearing transcripts along with California judgment and order (.1); conference with J. Margulies re same (.1); calls and email to J. Tatel, D. Reed, J. Knowles, G. Neal and L. Franzon re California case info re judgment and order (.5); research and forward same to G. Neal and M. Jackson (.9)	2.10
08/23/04	DA McLaughlin	Prepare for and attend Singer deposition	3.00
08/23/04	DA McLaughlin	Organizing trial exhibits and related conferences	5.10
08/23/04	JM Melmed	Review of materials delivered in connection with the closing and discussions with J. Sklar, J. Naimark and T. Yancey re: same	7.50
08/23/04	ER Moring	Telephone call with J. Knowles re: response to objections to settlement/sale motion (.3); telephone call with P. Caruso re: taxing authority issues (.2); review objections to settlement/sale motion and reply to same (1.4); telephone call with D. Thomas re: original letter of credit (.2); emails with G. Neal re: same (.2); confer with J. Naimark re: same (.2); confer with M. Jackson re: hearing preparation (.2)	2.70
08/23/04	JJ Naimark	Prepare for trip to Portland (.6); review Asset Purchase Agreement, Settlement Agreement, Cooperation Agreement and numerous ancillary documents (8.1); telephone calls with T.	10.00

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Asset Sales

Date	Name	Narrative	Hours
		Yancey and G. Neal re: same (1.1); office conference with E. Moring re: Letter of Credit (.2)	
08/23/04	GS Neal	Prepare for settlement/sale hearing on 8/25	3.20
08/23/04	LJ Nyhan	Multiple conferences regarding potential settlement (2.20); final brief revisions (.90); conference with J. Knowles regarding same (.40); revise direct testimony exam (.80); review materials and hearing pleadings (2.40); conferences with P. Caruso regarding resolution of tax objections (.40); conferences regarding provisional turnover issues and expedited motion (.80); review deposition transcripts (2.30)	10.20
08/23/04	RH Sinkfield	Meeting with T. Yancey re: patronage certificates (.2); review and annotate patronage certificate files (4.3)	4.50
08/23/04	JH Sklar	Telephone calls re: transaction	.50
08/23/04	SL Summerfield	Prepare hearing materials for J. Knowles and L. Nyhan	5.00
08/23/04	TP Van Wazer	Begin reviewing draft of offering memorandum for potential asset auction	.50
08/23/04	TH Yancey	Attend telephone conference with DirecTV on closing preparation and follow up calls to coordinate with corporate associates	2.40
08/23/04	TH Yancey	Review South Plains correspondence and discuss closing of South Plains with G. Neal and J. Naimark	1.90
08/23/04	TH Yancey	Draft closing points and follow up calls with T. Lodge regarding same	1.50
08/23/04	TH Yancey	Telephone conference with S. Blank and J. Pooler on status of patronage certificates (.3); review certificates (1.8); meet with R. Sinkfield on procedures for exchange of patronage certificates (.2)	2.30
08/23/04	TH Yancey	Telephone conferences with T. Lodge and E. McGrady from Akin on status of patronage certificates	.80
08/24/04	PS Caruso	Resolve Texas tax authority objection to sale (1.6); prepare case summaries in preparation for Settlement hearing (4.9); prepare for Settlement hearing (8.8)	15.30
08/24/04	LB Franzon	Draft summaries of certain cases in preparation for hearing on sale motion	3.00
08/24/04	JG Hutchinson	Draft direct examination and cross examination for sale hearing	3.80
08/24/04	JG Hutchinson	Prepare exhibit binders for sale/settlement hearing	.80
08/24/04	JG Hutchinson	Review new pleadings from Committee, DirectTV, preferred	1.30

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Asset Sales

Date	Name	Narrative	Hours
		shareholder and D.E. Shaw	
08/24/04	JG Hutchinson	Prepare for hearing on DirectTV sale and settlement	2.80
08/24/04	JG Hutchinson	Interview witnesses for sale/settlement hearing	2.80
08/24/04	JG Hutchinson	Meet with Committee counsel	.50
08/24/04	JG Hutchinson	Conferences with D. E. Shaw counsel	.50
08/24/04	MB Jackson	Assist John Hutchinson in preparation for hearing to approve global settlement (9.4); prepare exhibit binders for hearing (2.4); participate in call concerning witnesses and potential exhibits (.5); t/c and emails with counsel for D. E. Shaw re: exhibits (.6)	12.90
08/24/04	A Katzap	Off site creation of exhibit binders for distribution to various counsel and for the court	15.00
08/24/04	JC Knowles	Prepare for hearing (2.00); draft reply to D. E. Shaw's motion to adjourn (3.00); draft motion re: provisional payment (3.30); draft case summaries (4.00); numerous office conferences with SABW team re: hearing (2.00)	14.30
08/24/04	J Margulies	Research and forward Official Committee Reply to D.E. Shaw to E. McDonnell (.4); research and forward Response of DIRECTV to D.E. Shaw Motion to Adjourn to E. McDonnell (.2)	.60
08/24/04	ME McClintock	Review cases for Pegasus reply to D.E. Shaw objection to settlement and draft summary of same for P. Caruso/L. Nyhan	3.00
08/24/04	EA McDonnell-O'Driscoll	Review global settlement responses, objections, replies filed today and forward same by email to the distribution list (Pegasus, Sidley)	1.90
08/24/04	ER Moring	Revise responses and objections to sale/settlement motion and D.E. Shaw motion to adjourn	2.30
08/24/04	JJ Naimark	Draft South Plains closing documents (1.2); numerous telephone calls and e-mails re: same (1.0); work on closing transaction and review numerous documents for same (5.4)	7.60
08/24/04	GS Neal	Prepare for hearing on settlement/sale motion and South Plains acquisition	11.40
08/24/04	LJ Nyhan	Preparation for trial on settlement/sale motion	11.10
08/24/04	RH Sinkfield	Reconcile new patronage spreadsheets (.6); telephone conference with T. Yancey re: same (.3); prepare documents for NRTC review (.8); verify certificates w/ new spreadsheets (1.2); review closing documents (4.3)	7.20
08/24/04	JB Tatel	Assist in preparation for hearing on motion to approve settlement	11.50

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Asset Sales

Date	Name	Narrative	Hours
08/24/04	TH Yancey	Begin review of offering memorandum for potential sale of assets	.90
08/24/04	TH Yancey	Meet with G. Neal and J. Naimark to prepare for closing of sale of satellite assets (5.4); telephone conferences with R. Sinkfield on inventory of patronage certificates (.3); revise South Plains and other closing certificates and telephone conferences with South Plains seller (2.5)	8.20
08/25/04	PS Caruso	Attend Settlement hearing (7.0); follow-up on testimony, evidence and case authority re: same (4.5)	11.50
08/25/04	LB Franzon	Attended Pegasus sale/settlement hearing telephonically (in part)	4.50
08/25/04	JG Hutchinson	Prepare for sale/settlement hearing and meet with witnesses Lodge and Puntus re: same	2.30
08/25/04	JG Hutchinson	Follow-up strategy meeting and preparation for next day of sale/settlement hearings	1.60
08/25/04	JG Hutchinson	Prepare direct examinations and cross examinations	2.00
08/25/04	JG Hutchinson	Attend hearing on DirectTV sale and settlement and preparation during hearing	5.90
08/25/04	MB Jackson	Attend and assist John Hutchinson at hearing to approve global settlement and assist in pre-hearing preparations	9.70
08/25/04	A Katzap	Attendance and support at hearing on 9019 Motion to approve global settlement	10.00
08/25/04	JC Knowles	Prepare for and attend global settlement hearing	10.70
08/25/04	ME McClintock	Attend sale/settlement hearing telephonically (in part)	4.50
08/25/04	EA McDonnell-O'Driscoll	Research and forward copies of the Amended Agenda and the Debtors' Response to DE Shaw's Objection to J. Knowles pursuant to her request	.30
08/25/04	JM Melmed	Answering J. Naimark's questions re: closing issues	.50
08/25/04	ER Moring	Attend telephonically (in part) hearing on compromise/sale motion (4.5); draft and revise potential motion to sell assets and to approve bidding procedures and related relief (4.2); confer with J. Randleman re: exhibits to motion (.3)	9.00
08/25/04	JJ Naimark	Work on closing transaction in Portland	11.80
08/25/04	GS Neal	Prepare for and attend hearing on approval of settlement and sale	10.70
08/25/04	LJ Nyhan	DTV settlement trial (6.60); trial preparation (4.20)	10.60
08/25/04	JB Tatel	Prepare for and attend court hearing on motion to approve settlement	10.00

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Asset Sales

Date	Name	Narrative	Hours
08/25/04	TH Yancey	Attend (in part) hearing on sale of satellite assets	3.50
08/25/04	TH Yancey	Continue preparations for closing, including revising NRTC officers certificate (5.2); telephone conferences with R. Sinkfield on exchange of patronage certificates with NRTC (.2); revise lost certificate affidavit and meet with J. Naimark, E. McGrady and D. Thomas to discuss arrangements for closing (1.6)	7.00
08/26/04	PS Caruso	Attend Settlement hearing (7.5); follow-up with respect to order in connection with same (4.0)	11.50
08/26/04	LB Franzone	Research regarding releases contemplated in the sale/settlement motion (4.0); Attended parts of sale/settlement hearing telephonically (2.0); Coordination of certain documents for closing to counsel for the Committee (.2)	6.20
08/26/04	JG Hutchinson	Prepare for sale/settlement hearing and meet with Pagon and Puntus regarding same	1.50
08/26/04	JG Hutchinson	Attend sale/settlement hearing (7.5); designate transcripts and strategy conferences (.4)	7.90
08/26/04	JG Hutchinson	Revise cross-examinations and direct examinations	1.70
08/26/04	MB Jackson	Attend and assist John Hutchinson at hearing to approve global settlement; (7.5) assist in pre-hearing preparation and review and manage all documents post hearing (2.4)	9.90
08/26/04	A Katzap	Attendance and support at hearing on 9019 Motion to approve global settlement	9.00
08/26/04	JC Knowles	Prepare for and attend hearing (9.70); conduct post-hearing follow-up and assist with discrete closing matters (2.00)	11.70
08/26/04	ME McClintock	Attend portions of sale/settlement hearing telephonically (2.00); research regarding releases contemplated in motion (4.00); telephone conference with J. Knowles/Creditors' Committee regarding closing issues and retrieve documents regarding same (.40); e-mail to J. Knowles/Creditors' Committee regarding same (.20)	6.60
08/26/04	ER Moring	Attend (by telephone) sale/settlement hearing (7.5); telephone calls with E. Miller and J. McNicolson re: potential asset sale (.4); draft and revise potential motion to sell assets (1.1)	9.00
08/26/04	JJ Naimark	Work on closing transaction in Portland	14.50
08/26/04	GS Neal	Prepare for and attend hearing on approval of settlement and sale	9.50
08/26/04	LJ Nyhan	DTV settlement trial (8.20); trial preparation (2.60)	10.80

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Asset Sales

Date	Name	Narrative	Hours
08/26/04	JM Randleman	Drafting Bidding Procedures Order to accompany Bidding Procedures Motion re: potential asset sale	4.00
08/26/04	RH Sinkfield	Final closing preparation and review and approve final closing documents	3.40
08/26/04	JB Tatel	Prepare for and attend court hearing on motion to approve settlement	10.50
08/26/04	TH Yancey	Exchange emails on potential sale offering memo with J. Melmed	.30
08/26/04	TH Yancey	Telephone conference with D. Siegal on form of lost certificate affidavit and NRTC officers certificate	.50
08/26/04	TH Yancey	Meet with D. Thomas to discuss progress on closing arrangements	.50
08/26/04	TH Yancey	Meet with J. Naimark and E. McGrady to finish preparations for closing of sale of satellite assets	4.00
08/26/04	TH Yancey	Meet with T. Lodge and DirecTV representatives on purchase price adjustments	1.00
08/27/04	PS Caruso	Review cash collateral order re: deposit of sale proceeds and investment guidelines	.40
08/27/04	PS Caruso	Review Offering Memorandum for potential sale	4.30
08/27/04	A Katzap	Organizing documents from settlement hearing	3.00
08/27/04	EA McDonnell-O'Driscoll	Coordinate distribution of global settlement and purchase agreement orders to working group	.40
08/27/04	JM Melmed	Review and mark-up of Offering Memorandum for potential sale	4.00
08/27/04	ER Moring	Draft and revise potential sale motion (.7); confer with G. Neal re: same (.5)	1.20
08/27/04	JJ Naimark	Work on closing transaction in Portland	4.80
08/27/04	GS Neal	Attend closing of asset sale	1.80
08/27/04	GS Neal	Confer with E. Moring regarding potential asset sale motion	.50
08/27/04	GS Neal	Confer with L. Sprung on bank debt payoff issues	.20
08/27/04	LJ Nyhan	Review offering memo for potential asset sale (.80); assess potential asset sale issues (1.20)	2.00
08/27/04	JM Randleman	Drafting Bidding Procedures order	4.50
08/27/04	RH Sinkfield	Patronage certificate closing with NRTC representatives	2.00
08/27/04	TP Van Wazer	Review comments on the Pegasus Offering Memorandum	.40

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Asset Sales

Date	Name	Narrative	Hours
08/28/04	PS Caruso	Correspond with G. Neal re: potential sale	.20
08/28/04	JJ Naimark	Forward document to M. Eyer and begin preparing closing binder	3.30
08/28/04	LJ Nyhan	Email J. Conlan regarding potential asset sale issues	.40
08/30/04	PS Caruso	Telephone conferences with J. Pooler and G. Neal re: potential payment to PMC and PSC secured lenders and mechanics thereof	.80
08/30/04	PS Caruso	Continue to review draft potential sale documents	4.00
08/30/04	NE Drewer	Research and retrieve recent examples of bidding procedure documents for G. Neal	2.00
08/30/04	A Katzap	Organizing materials from settlement hearing	1.00
08/30/04	EA McDonnell-O'Driscoll	Call with J. Naimark re global settlement agreement order and forward same	.20
08/30/04	JJ Naimark	Prepare closing index and review and prepare closing documents (1.9); e-mail correspondence with Weil, Gotshal, E. McGravy, R. Sinkfield and G. Neal re: same (.9); telephone call with E. McDonnell re: same (.2)	3.00
08/30/04	TH Yancey	Review Asset Purchase Agreement and begin draft letter to DirecTV	.80
08/30/04	TH Yancey	Email T. van Wazer on plans for potential asset sales	.50
08/31/04	PS Caruso	Review cash collateral order in connection with proposed payment to secured creditors and discuss with Joe Pooler and email G. Neal re: same (2.1); office conferences with J. Knowles re: motion to pay secured creditors (.3)	2.40
08/31/04	NE Drewer	Locate and forward bidding procedures motion and bidding procedures to G. Neal	1.30
08/31/04	JC Knowles	Research issues relating to payments from sale proceeds (.70); office conference with P. Caruso re: same (.30)	1.00
08/31/04	JJ Naimark	Work on Closing index and distribute same to T. Yancey (.3); review and prepare closing documents (1.4); e-mail correspondence with Weil, Gotshal re: same (.3)	2.00
08/31/04	GS Neal	Confer with T. Yancey regarding auction issues	.70
08/31/04	GS Neal	Confer with J. Pooler re: payment of secured lenders	.20
08/31/04	JM Randleman	Drafting Bidding Procedures and Sale Approval Orders for potential Sale	5.50
08/31/04	TH Yancey	Review Settlement Agreement (.2); revise draft dismissal of adversary complaint (.1) and office conference with J. Tatel on	.80

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Asset Sales

Date	Name	Narrative	Hours
		form of additional dismissals (.5)	
08/31/04	TH Yancey	Telephone conferences with G. Neal on potential sale plans	.60
Total Hours			<hr/> 2,005.00

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 Professional Retention (Matter No. 30240)
For the Period From August 1, 2004 through August 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 30, 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 August 31, 2004 re
Professional Retention:

Fees

\$7,186.50

Total Due This Bill

\$7,186.50

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

Professional Retention

TIME DETAIL

Date	Name	Narrative	Hours
08/02/04	JM Randleman	Email E. Moring regarding retained professional's fee statements (.3); email to PWC regarding monthly fee statement (.2); discussion with paralegal staff regarding service of fee statements (.3)	.80
08/03/04	EA McDonnell-O'Driscoll	Review and forward Miller Buckfire Amended Retention Order to working group (Pegasus and Sidley)	.40
08/04/04	J Margulies	Work on organization of fee statements and applications for retained professionals	.50
08/04/04	ME McClintock	Finalize ordinary course motion and e-mail same to P. Caruso	1.00
08/05/04	PS Caruso	Email M. McClintock re: KM retention	.50
08/05/04	J Margulies	Update Fee Statement chart for retained professionals and forward to E. McDonnell	.30
08/05/04	ER Moring	Confer with J. Randleman re: fee statements of retained professionals	.20
08/05/04	JM Randleman	Prepare summary chart regarding Monthly fee statements of professionals (.3); confer with E. Moring regarding same (.2)	.50
08/06/04	J Margulies	Work on retained professionals fee statement chart	.50
08/06/04	ER Moring	Email J. Randleman and E. McDonnell re: fee statements filed by professionals	.30
08/09/04	J Margulies	Work on Fee Statement chart for retained professionals and forward to E. McDonnell	.50
08/10/04	J Margulies	Work on fee statement chart for retained professionals	.30
08/10/04	ME McClintock	Revise ordinary course professional motion (.2) and e-mail with B. Keach/S. Dilios regarding same (.2)	.40
08/11/04	J Margulies	Organize and forward monthly fee statement, retention application and order re Drinker Biddle to J. Randleman	.70
08/11/04	ER Moring	Email G. Neal re: scope of Drinker Biddle's retention (.2); email J. Randleman re: same (.1); review retention application and order re: same (.2)	.50
08/12/04	GS Neal	Confer with Drinker and S. Blank on Drinker engagement for potential sale	.60
08/12/04	JM Randleman	Email to Herbein re: parties to whom invoice should be sent	.40

Invoice Number: *****

Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
08/13/04	ME McClintock	E-mail with T. Van Wazer regarding ordinary course retention and research document for same	.30
08/16/04	J Margulies	Conference with J. Randleman re organizing fee statements of retained professionals (.1) work on fee statement chart for J. Randleman (.7)	.80
08/16/04	JM Randleman	Coordinate records of invoices submitted by professionals (.2); conference with J. Margulies regarding same (.1)	.30
08/17/04	J Margulies	Research and forward Ordinary Course Professionals Order to M. Eyer	.20
08/17/04	JM Randleman	Update records of invoices submitted by retained professionals and ordinary course professionals	.40
08/19/04	ME McClintock	E-mail with P. Caruso regarding ordinary course professional issues	.10
08/19/04	SL Summerfield	Review docket re list of ordinary course professionals, print documents and verify if disclosure of professionals are on file for M. McClintock	.50
08/20/04	J Margulies	Conference with E. McDonnell re fee statements of retained professionals for chart	.20
08/20/04	EA McDonnell-O'Driscoll	Email J. Randleman re Herbein fee statement (.1); call with S. Dilios re same (.1); conference with J. Margulies re numbers for the fee statements for chart re same (.2); email J. Randleman re same (.1)	.50
08/20/04	TP Van Wazer	Review and comment on B. Byrnes declaration needed to support retention of same as an ordinary course professional with a copy to M. McClintock	.30
08/23/04	J Margulies	Research and forward Herbein Retention Application to P. Caruso	.30
08/23/04	ER Moring	Telephone call with S. Dilios re: certificates of no objection to fees for retained professionals	.20
08/23/04	TP Van Wazer	Review e-mail from B. Byrnes with comments on revised draft of MVP's declaration to support their retention as expert by SABW and incorporate same (.5); forward revised draft and e-mail with follow-up questions to B. Byrnes (.3)	.80
08/25/04	J Margulies	Work on fee chart for retained professionals	.80
08/25/04	ME McClintock	Telephone conference with T. Hilbert regarding ordinary course retention declaration	.10

Invoice Number: *****

Pegasus Group

Professional Retention

Date	Name	Narrative	Hours
08/25/04	ER Moring	Emails with R. Keach and S. Dilios re: monthly fee statements for retained professionals	.30
08/25/04	TP Van Wazer	Revise, edit and recirculate Media Venture's ordinary course professional declaration	.30
08/26/04	J Margulies	Update fee statement chart for retained professionals (.4); conference with E. McDonnell regarding same (.1)	.50
08/26/04	ER Moring	Review and revise certificates of no objection to fees for retained professionals (.5); emails with S. Dilios re: same and re: monthly fee statements (.4)	.90
08/26/04	JM Randleman	Compiling, reviewing and coordinating schedule of Professional fees for reimbursement (2.0); conference with E. McDonnell regarding certificate of no objection for fees (.2)	2.20
08/27/04	J Margulies	Research and forward June Omnibus Certificate of No Objection for fees for retained professionals to J. Randleman (.2); work on fee statement chart (.20); conference with E. McDonnell re same (.1)	.50
08/27/04	ER Moring	Email M. McClintock re: ordinary course professionals (.2); telephone call with E. McCann re: professionals (.5); conferences with J. Randleman re: payment of professional fees (.3); review and revise chart of fees (.4); telephone calls with S. Blank and S. Hammond re: Miller Buckfire retention (.3); review Miller Buckfire retention documents re: same (.5); email G. Neal re: same (.2); emails to G. Neal re: Miller Buckfire retention (.2)	2.60
08/27/04	LJ Nyhan	Review retention pleading	.40
08/27/04	JM Randleman	Drafting schedule of Professional fees to send to Pegasus (1.0); conferences with E. Moring re: same (.3)	1.30
08/27/04	TP Van Wazer	Review revised Professional declaration from B. Byrnes and follow-up telephone call on same	.40
08/28/04	LJ Nyhan	Review retention issues	.20
08/30/04	PS Caruso	Review MBLY engagement letter	.50
08/30/04	J Margulies	Organize fee statement chart for retained professionals	.30
Total Hours			24.60

Invoice Number: *****

Pegasus Group

Professional Retention

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	.60	\$700.00	\$420.00
GS Neal	.60	500.00	300.00
TP Van Wazer	1.80	450.00	810.00
ER Moring	5.00	425.00	2,125.00
PS Caruso	1.00	390.00	390.00
JM Randleman	5.90	280.00	1,652.00
ME McClintock	1.90	260.00	494.00
EA McDonnell- O'Driscoll	.90	170.00	153.00
J Margulies	6.40	125.00	800.00
SL Summerfield	<u>.50</u>	85.00	<u>42.50</u>
Total Hours and Fees	24.60		\$7,186.50

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 NRTC Litigation (Matter No. 30250)
For the Period From August 1, 2004 through August 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 30, 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 August 31, 2004 re
NRTC Litigation:

Fees	\$7,343.00
Total Due This Bill	<u>\$7,343.00</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 DETAIL

Date	Name	Narrative	Hours
08/02/04	JB Tatel	Review settlement documents (1.7); draft joint motion to stay proceedings in district court (1.8)	3.50
08/03/04	JB Tatel	Edit draft of joint motion to stay proceedings in district court (4.3); discuss joint motion to stay proceedings in district court with T. Yancey (.9); discuss joint motion to stay proceedings in district court with local counsel (.2); discuss joint motion to stay proceedings in district court with opposing counsel (.3); email re: joint motion to stay proceedings in district court with T. Yancey and M. Warden (.3)	6.00
08/03/04	TH Yancey	Exchange emails with T. Lodge, R. Krasnow and D. Hecker regarding draft stipulation	.60
08/03/04	TH Yancey	Review and revise stipulation for stay of bankruptcy appeal	3.10
08/03/04	TH Yancey	Office conferences and telephone conferences with J. Tatel on revisions	.90
08/04/04	DD Reid	Reviewing and updating District Court pleadings (1.0); preparing Bankruptcy and District Court pleadings (.5); reviewing, organizing, and distributing District Court and Bankruptcy pleadings per J. Tatel request (1.0)	2.50
08/04/04	JB Tatel	Telephone call with D. Reid regarding bankruptcy court and district court pleadings binders (.2); arrange for filing of joint stipulation to stay proceedings in district court (.2); review settlement documents for additional provisions regarding dismissing pending litigation (1.5)	1.90
08/04/04	TH Yancey	Review asset sale and settlement documents for provisions regarding terms of stay of litigation and email J. Tatel re: same	1.10
08/05/04	DD Reid	Reviewing and updating District Court Appeals pleadings binders with recently filed documents	2.50
08/05/04	JB Tatel	Prepare information regarding litigation for J. Hutchinson	.50
08/17/04	DD Reid	Research for, preparing, and organizing into binder Pegasus' motion for TRO and exhibits and preparing and sending binder via pouch to J. Hutchinson	1.00
Total Hours			23.60

SIDLEY AUSTIN BROWN & WOOD LLP

WASHINGTON, D.C.

Invoice Number: *****

Pegasus Group

NRTC Litigation

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	5.70	\$525.00	\$2,992.50
JB Tatel	11.90	295.00	3,510.50
DD Reid	<u>6.00</u>	140.00	<u>840.00</u>
Total Hours and Fees	23.60		\$7,343.00