

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**ORDER GRANTING FIRST INTERIM QUARTERLY AND
FINAL FEE APPLICATION FOR SERVICES RENDERED BY
KING & SPALDING LLP AS SPECIAL CORPORATE AND TRANSACTIONAL
COUNSEL TO PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN
OF ITS SUBSIDIARIES AND AFFILIATES FOR THE
PERIOD BEGINNING JUNE 2, 2004 AND ENDING SEPTEMBER 30, 2004**

Upon the first interim quarterly and final fee application for an allowance of final compensation for services rendered and reimbursement of actual and necessary expenses incurred for the period June 2, 2004 through September 30, 2004 (the "Fee Application")¹ of King & Spalding LLP ("K&S"), as Special Corporate and Transactional Counsel to Pegasus Satellite Television, Inc. and certain of its debtor subsidiaries and affiliates (collectively, the "Debtors"), for final allowance of compensation for services rendered in the amount of \$33,309.50 and reimbursement of reasonable, actual and necessary expenses incurred in the amount of \$238.75 for the period June 2, 2004 through September 30, 2004 (the "Compensation Period"); the Court having reviewed the Fee Application, finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and opportunity for a hearing to consider the Fee Application; and upon the record and after due deliberation thereon; and due and proper notice of the Fee Application having been given; and sufficient cause appearing therefor;

¹ Defined terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the First Interim Quarterly and Final Fee Application.

IT IS HEREBY ORDERED:

1. The Fee Application is GRANTED.
2. K&S is allowed (a) interim allowance of (1) reasonable compensation for services rendered by K&S during the First Quarterly Compensation Period in the amount of \$25,994.00 and (2) reimbursement for actual and necessary expenses incurred during the First Quarterly Compensation Period in the amount of \$230.65; and (b) final allowance of (1) reasonable compensation for services rendered by K&S during the Compensation Period in the amount of \$33,309.50, and (2) reimbursement for actual and necessary expenses incurred during the Compensation Period in the amount of \$238.75.
3. The Debtors are authorized and directed to pay to K&S all of the foregoing amounts not yet paid, including \$3,330.95, which is equal to the 10 percent holdback of the Compensation Amount and 100% of the fees and expenses incurred during the month of September, 2004.
4. This Court shall retain exclusive jurisdiction over any matter arising out of or related to this Order or the Fee Application.

Dated: _____, 2004

UNITED STATES BANKRUPTCY JUDGE