

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**INTERIM FEE APPLICATION FOR SERVICES RENDERED AND EXPENSES
INCURRED BY SHAW PITTMAN LLP AS SPECIAL COUNSEL TO
PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN
OF ITS SUBSIDIARIES AND AFFILIATES
FOR THE PERIOD BEGINNING JUNE 2, 2004 AND ENDING AUGUST 31, 2004**

Shaw Pittman LLP (“Shaw Pittman”), special counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, hereby submits its interim fee application (the “Interim Fee Application”) for allowance and reimbursement of expenses of the amounts sought in the Monthly Fee Statements filed during the period beginning June 2, 2004 and ending August 31, 2004 (the “First Interim Period”). In support of this Interim Fee Application, Shaw Pittman states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”) in the Bankruptcy Court for the District of Maine (the “Bankruptcy Court”).

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

2. On June 28, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Shaw Pittman as special counsel to the Debtors on the terms and conditions provided in the Retention Order.

3. On June 24, 2004, the Bankruptcy Court signed an Order under 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, the Bankruptcy Court authorized a 10% fee “holdback” for all professionals of the Debtors’ estates that comply with the procedures provided therein.

4. For the First Interim Period, Shaw Pittman’s fees for providing professional services to the Debtors totaled \$7,613.00. In connection with services rendered, Shaw Pittman has recorded actual and necessary out-of-pocket expenses in the amount of \$814.43 during this period. There may exist additional out-of-pocket expenses that Shaw Pittman has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Thus, the total amount for fees and expenses incurred during the First Interim Period was \$8,427.43. As a result of the 10% holdback reduction, the total amount due under the Monthly Fee Statements during the First Interim Period was \$7,666.13. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded in the Monthly Fee Statements during the First Interim Period.²

5. A summary of all fees and out-of-pocket expenses applied for in the three Monthly Fee Statements during the First Interim Period is outlined below:

² Please note, in preparing this Interim Fee Application, Shaw Pittman LLP determined that the fees incurred by debtor company Pegasus Broadcast Television, Inc. were not included in the Monthly Fee Statements submitted during this period. Accordingly, the fees and expenses for Pegasus Broadcast Television, Inc. will be included in the next Monthly Fee Statement.

Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
June 2 – June 30, 2004	\$1,278.00	\$1,150.20	\$1,150.20	\$61.39	\$1,211.59
July 1 – July 31, 2004	\$1,606.00	\$1,445.40	\$1,445.40	\$354.80	\$1,800.20
August 1 – August 31, 2004	\$4,729.00	\$4,256.10	\$4,256.10	\$398.24	\$4,654.34
Totals for Interim Period June 2 – August 31, 2004	\$7,613.00		\$6,851.70	\$814.43	\$7,666.13
Total Fees and Expenses for Interim Period not including 10% holdback – \$8,427.43					

6. Attached hereto as Exhibit B is a schedule of the hours billed by each professional at Shaw Pittman, and their respective hourly rates, during the First Interim Period.

7. Attached hereto as Exhibit C is a copy of the monthly invoices for the First Interim Period, detailing the activity undertaken by that professional and the supporting time records for each activity.

SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037

BY: 

David D. Oxenford
Partner

EXHIBIT A

SHAW PITTMAN LLP

June 2 – June 30, 2004

Expense	Amount
Document Reproduction	2.00
Courier	44.58
Conducting Search	14.81
Total	61.39

July 1 – July 31, 2004

Expense	Amount
Document Reproduction	33.80
Courier	31.00
Filing Fee	290.00
Total	354.80

August 1 – August 31, 2004

Expense	Amount
Document Reproduction	13.00
Courier	81.64
Filing Fee	300.00
Long Distance	3.60
Total	398.24

EXHIBIT B

June 2 – June 30, 2004

<u>Name</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>
David Oxenford	1.10	\$425.00
Brendan Holland	5.60	\$310.00

July 1 – July 31, 2004

<u>Name</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>
David Oxenford	.50	\$425.00
Brendan Holland	2.10	\$310.00
Robert Reed	1.50	\$145.00
Lauren Lynch Flick	1.40	\$375.00

August 1 – August 31, 2004

<u>Name</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>
David Oxenford	2.10	\$425.00
Brendan Holland	11.30	\$310.00
Paul Cicelski	1.00	\$290.00
Kim Croley	.30	\$145.00

EXHIBIT C

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

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

July 28, 2004
ID: 39717-0002

Invoice No. 580779

REGARDING: WDSI LICENSE CORP.

For Professional Services Through 06/30/2004	\$ 217.00
For Expenses Incurred Through 06/30/2004	<u>\$ 0.30</u>
TOTAL AMOUNT DUE	<u>\$ 217.30</u>

Washington, DC
Northern Virginia
New York
Los Angeles
London

PEGASUS COMMUNICATIONS CORPORATION
39717-0002
PAGE 2

July 28, 2004
Invoice No: 580779

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/15/04	Holland, B	Work on issues re: WPDP-LP displacement construction permit and Class A status; Conference with R. Reed re: same	0.20
06/16/04	Holland, B	Work on issues re: WPDP-LP displacement and DTV Channel 7; Research files re: same	0.50
Total Hours			0.70

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Holland, B	310.00	0.70	\$ 217.00
Total for Professional Services		0.70	\$ 217.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ 0.30
Total For Expenses	\$ 0.30

For Professional Services Through 06/30/2004	\$ 217.00
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For Expenses Incurred Through 06/30/2004	\$ 0.30
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TOTAL AMOUNT DUE	\$ 217.30
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Please wire funds to:

Shaw Pittman LLP
Account 203-00000-34277
ABA 054001220
SWIFT PNBPU33
Wachovia Bank, N.A.
1300 I Street, N.W., 12th Floor West Tower
Washington, D.C. 20005
Invoice reference: ID: 39717-0002 Invoice No. 580779

Please send your check with this remittance page to:

Shaw Pittman LLP
c/o Accounts Receivable
2300 N Street, N.W.
Washington, D.C. 20037-1128

Please provide the following invoice reference on your check:
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Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
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Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

July 28, 2004
ID: 39717-0003

Invoice No. 580780

REGARDING: WOLF LICENSE CORP.

For Professional Services Through 06/30/2004	\$ 341.00
For Expenses Incurred Through 06/30/2004	<u>\$ 0.30</u>
TOTAL AMOUNT DUE	<u>\$ 341.30</u>

Washington, DC
Northern Virginia
New York
Los Angeles
London

PEGASUS COMMUNICATIONS CORPORATION
39717-0003
PAGE 2

July 28, 2004
Invoice No: 580780

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/03/04	Holland, B	Telephone conference with L. McCarty; E-mails with G. Turner; Review and forward grant of DTV STA for WSWB	0.60
06/14/04	Holland, B	E-mail with L. Carpenter; Work on issues re: STA for WOLF related to wind farm	0.30
06/15/04	Holland, B	Work on issues re: W52CE displacement construction permit and Class A status; Conference with R. Reed re: same	0.20
Total Hours			<u>1.10</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Holland, B	310.00	<u>1.10</u>	\$ 341.00
Total for Professional Services		1.10	\$ 341.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ <u>0.30</u>
Total For Expenses	\$ 0.30

For Professional Services Through 06/30/2004	\$ 341.00
For Expenses Incurred Through 06/30/2004	\$ <u>0.30</u>
TOTAL AMOUNT DUE	\$ <u><u>341.30</u></u>

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

July 28, 2004
ID: 39717-0006

Invoice No. 580778

REGARDING: WTLH License Corp.

For Professional Services Through 06/30/2004	\$ 468.50
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For Expenses Incurred Through 06/30/2004	<u>\$ 28.69</u>
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TOTAL AMOUNT DUE	<u><u>\$ 497.19</u></u>
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PEGASUS COMMUNICATIONS CORPORATION
39717-0006
PAGE 2

July 28, 2004
Invoice No: 580778

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/22/04	Oxenford, D	Conference with B. Holland re: audit letter on EEO	0.30
06/22/04	Holland, B	E-mail with L. Pulley at the FCC; Telephone conference with M. Nachman; Work on issues re: EEO audit	0.80
06/23/04	Holland, B	E-mail with L. Pulley at the FCC; E-mail with M. Nachman; Work on issues re: EEO audit letter	0.30
Total Hours			<u>1.40</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	0.30	\$ 127.50
Holland, B	310.00	<u>1.10</u>	<u>\$ 341.00</u>
Total for Professional Services		1.40	\$ 468.50

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Courier	\$ 13.58
Conducting Search	\$ 14.81
Document Reproduction	<u>\$ 0.30</u>
Total For Expenses	\$ 28.69

For Professional Services Through 06/30/2004	\$ 468.50
For Expenses Incurred Through 06/30/2004	<u>\$ 28.69</u>
TOTAL AMOUNT DUE	<u>\$ 497.19</u>

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

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

July 28, 2004
ID: 39717-0012

Invoice No. 580781

REGARDING: HMW, Inc.

For Professional Services Through 06/30/2004	\$ 251.50
For Expenses Incurred Through 06/30/2004	<u>\$ 32.10</u>
TOTAL AMOUNT DUE	<u>\$ 283.60</u>

PEGASUS COMMUNICATIONS CORPORATION
39717-0012
PAGE 2

July 28, 2004
Invoice No: 580781

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/10/04	Oxenford, D	Review and revision of FCC filing; Conference with B. Holland	0.30
06/16/04	Holland, B	Review and forward grant of WPXT-DT construction permit; E-mail with L. Carpenter	0.40
Total Hours			<u>0.70</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	0.30	\$ 127.50
Holland, B	310.00	0.40	\$ 124.00
Total for Professional Services		<u>0.70</u>	<u>\$ 251.50</u>

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Courier	\$ 31.00
Document Reproduction	\$ 1.10
Total For Expenses	<u>\$ 32.10</u>

For Professional Services Through 06/30/2004	\$ 251.50
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For Expenses Incurred Through 06/30/2004	<u>\$ 32.10</u>
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TOTAL AMOUNT DUE	<u><u>\$ 283.60</u></u>
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Employer Identification Number
53-0233137

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

August 27, 2004
ID: 39717-0002

Invoice No. 583771

REGARDING: WDSI LICENSE CORP.

For Professional Services Through 07/31/2004 \$ 282.00

TOTAL CURRENT BILLING \$ **282.00**

Previously Billed and Uncollected Through 08/27/2004 \$ 217.30

TOTAL AMOUNT DUE \$ **499.30**

PEGASUS COMMUNICATIONS CORPORATION
39717-0002
PAGE 2

August 27, 2004
Invoice No: 583771

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/08/04	Reed, R	Review of children's programming report	0.50
07/08/04	Reed, R	Review of children's programming report for WPDP	0.50
07/09/04	Lynch-Flick, L	Review and revision of children's programming report; E-mail re: same	0.20
07/27/04	Holland, B	Work on issues re: request for waiver of regulatory fees	0.20
Total Hours			<u>1.40</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.20	\$ 75.00
Holland, B	310.00	0.20	\$ 62.00
Reed, R	145.00	1.00	\$ 145.00
Total for Professional Services		<u>1.40</u>	<u>\$ 282.00</u>

For Professional Services Through 07/31/2004	\$ 282.00
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TOTAL FEES AND EXPENSES	<u>\$ 282.00</u>
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PREVIOUS STATEMENTS OUTSTANDING

Invoice No. 580779	July 28, 2004	\$ 217.30
Total For Outstanding Statements		<u>\$ 217.30</u>

TOTAL AMOUNT DUE	<u><u>\$ 499.30</u></u>
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
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Invoice reference: ID: 39717-0002 Invoice No. 583771

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Washington, D.C. 20037-1128

Please provide the following invoice reference on your check:
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Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

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

August 27, 2004
ID: 39717-0003

Invoice No. 583772

REGARDING: WOLF LICENSE CORP.

For Professional Services Through 07/31/2004 \$ 147.50

For Expenses Incurred Through 07/31/2004 \$ 31.00

TOTAL CURRENT BILLING \$ **178.50**

Previously Billed and Uncollected Through 08/27/2004 \$ 341.30

TOTAL AMOUNT DUE \$ **519.80**

PEGASUS COMMUNICATIONS CORPORATION
39717-0003
PAGE 2

August 27, 2004
Invoice No: 583772

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/07/04	Reed, R	Review of children's programming report	0.50
07/08/04	Lynch-Flick, L	Review and revision of children's programming report; E-mail re: same	0.20
Total Hours			<u>0.70</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.20	\$ 75.00
Reed, R	145.00	0.50	\$ 72.50
Total for Professional Services		<u>0.70</u>	<u>\$ 147.50</u>

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Courier	\$ 31.00
Total For Expenses	<u>\$ 31.00</u>

For Professional Services Through 07/31/2004	\$ 147.50
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For Expenses Incurred Through 07/31/2004	\$ 31.00
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TOTAL FEES AND EXPENSES	<u>\$ 178.50</u>
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PEGASUS COMMUNICATIONS CORPORATION
39717-0003
PAGE 3

August 27, 2004
Invoice No: 583772

PREVIOUS STATEMENTS OUTSTANDING

Invoice No.	580780	July 28, 2004	\$	<u>341.30</u>
Total For Outstanding Statements			\$	341.30
TOTAL AMOUNT DUE			\$	<u>519.80</u>

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

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Wachovia Bank, N.A.
1300 I Street, N.W., 12th Floor West Tower
Washington, D.C. 20005
Invoice reference: ID: 39717-0003 Invoice No. 583772

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2300 N Street, N.W.
Washington, D.C. 20037-1128

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Shaw Pittman LLP FEIN: 53-0233137