

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND OUT-OF-POCKET  
EXPENSES INCURRED BY BERNSTEIN, SHUR, SAWYER & NELSON AS CO-  
COUNSEL TO THE DEBTORS FOR THE PERIOD BEGINNING JUNE 1, 2004 AND  
ENDING JUNE 30, 2004**

Bernstein, Shur, Sawyer & Nelson (“BSSN”), co-counsel to Pegasus Satellite Television, Inc. and its affiliates, the debtors and debtors-in-possession in the above-captioned cases, submits its monthly statement (the “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning June 1, 2004 and ending June 30, 2004 (the “Compensation Period”). In support of the Monthly Statement, BSSN states as follows:

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

Court authorized a monthly payment for all professionals, subject to a 10% holdback for fees only.

4. For the Compensation Period, BSSN's fees for providing professional services to the Debtors total \$72,170.50. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$35,107.29. Additional out-of-pocket expenses that BSSN has incurred but not yet processed due to timing may exist; such expenses will be submitted at a later date. Attached hereto as Exhibit "A" is a schedule summarizing professional services and expenses recorded during the Compensation Period.

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
June 1 – June 30 '04	\$72,170.50	\$7,217.05	\$64,953.45	\$35,107.29	\$100,060.74

6. Prior to the Commencement Date, BSSN received a retainer of \$50,000.00 plus \$23,492.00 as a reserve for reimbursement of chapter 11 filing fees incurred on BSSN's account pursuant to the ECF filing system. BSSN applied \$9,032.50 to prepetition fees and expenses associated with preparation for filing the cases and in the ordinary course of BSSN's business. The balance of the retainer and reimbursement reserve will be applied to this Monthly Statement in accordance with the Monthly Fee Order.

7. Based upon the foregoing, pursuant to the Monthly Fee Order, BSSN requests that, in the absence of timely service on BSSN of a Notice Of Objection To Fee Statement by a recipient of this Monthly Statement, the Debtors, in accordance with the Monthly Fee Order, pay the balance of the BSSN invoice (attached hereto as Exhibit "A"), after application of the retainer balance and reimbursement reserve, on or after August 18, 2004.

July 30, 2004

BERNTEIN, SHUR, SAWYER & NELSON

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

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

Counselors at Law  
I.D. #01-0378211

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

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

July 29, 2004 Invoice# 3154151  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 06/01/04 Through 06/30/04	\$72,170.50
Expenses 06/01/04 Through 06/30/04	\$35,107.29
	-----
Total This Invoice	\$107,277.79

Balance Due Current Invoice

## ----- S E R V I C E S S U M M A R Y -----

JR	JENNIFER ROOD	0.50 hours at	\$200.00 =	\$100.00
LMG	LEN GULINO	60.00 hours at	\$225.00 =	\$13,500.00
RJK	ROBERT J. KEACH	127.60 hours at	\$350.00 =	\$44,660.00
ELH	EVAN HAMMONDS	9.40 hours at	\$135.00 =	\$1,269.00
MAF	MICHAEL FAGONE	7.60 hours at	\$195.00 =	\$1,482.00
JH	JUDITH HILL	1.70 hours at	\$95.00 =	\$161.50
LK	LISA A. KUBIAK	1.50 hours at	\$95.00 =	\$142.50
SD	SHEILA DILIOS	114.00 hours at	\$95.00 =	\$10,830.00
TWW	TIMOTHY WRIGHT	0.30 hours at	\$85.00 =	\$25.50

Please return the enclosed REMITTANCE COPY with your  
payment to ensure proper credit to your account.

## Remittance Copy

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

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I.D. #01-0378211

P.O. Box 9729  
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Total This Invoice - Due on Receipt

\$106,997.29

A late charge of 1 1/2% per month may be imposed  
for payment after 30 days.  
To Ensure Proper Credit to Your Account:

**Please return this Remittance Copy with your payment.**

If paying by check, please mark the invoice number on your check.

If paying by Visa or Mastercard, please complete the information below.

Card Number \_\_\_\_\_ Exp. Date \_\_\_\_\_

Signature \_\_\_\_\_ Amount \_\_\_\_\_

#### REQUIRED PRIVACY ACT NOTICE

Bernstein, Shur, Sawyer & Nelson does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.



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## 04 Case Administration

Date	ATTY	Hours	
06/01/04	SD	0.90	Draft forms of pro hac vice motions; certificates of visiting attorneys.
06/01/04	RJK	0.40	Review and revise Motion to Admit and related order
06/02/04	RJK	7.30	Attention to review, revisions and filing of petitions and all first-day motions and related pleadings (other than cash collateral)
06/02/04	LMG	3.50	Extensive work on first day motions and request for emergency hearing.
06/02/04	SD	16.00	Attention to filing information.
06/03/04	LMG	1.00	Meet with NYC counsel and coordinate services.
06/03/04	LMG	2.00	Prepare for and attendance at and follow up on meeting with US Trustee
06/03/04	LMG	3.90	Assist in preparing for first day motion hearings including numerous meetings with team.
06/03/04	LMG	3.00	All night assistance in preparation of various first day and stay violation proceedings.
06/03/04	JH	1.10	Meet with Attorneys Gulino and Keach relating to exhibits to be used at hearing; Deliver documents to Xpress Copy for enlargement and mounting; Pick-up exhibits and deliver to counsel.
06/03/04	RJK	6.50	Various conferences with Sidley, Austin and client regarding revisions to orders on first day motions and regarding preparation for hearings on first day motions
06/03/04	SD	3.50	Create binders and attention to various e-mail messages and printing of exhibits and schedules; various discussions regarding filing of matrix; various telephone calls with court staff; discussions and instruction regarding exhibits for hearings on 6/4
06/04/04	RJK	6.10	Preparation for and attendance at hearings on all first day motions

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06/04/04	RJK	3.10	Various conferences with client and Sidley, Austin regarding revision of orders on first day motions, as well as regarding preparation for 6/7/04 hearing on stay enforcement (vs. DirecTV)
06/04/04	MAF	5.50	Prepare for and attend first day hearings in chapter 11 cases
06/04/04	SD	2.80	Assist in the preparation for first day motion hearings; e-filing of new proposed order on cash collateral
06/05/04	SD	0.80	Attention to subpoena preparation; telephone call with Jessica Knowles regarding issues with Kinkos; attention to pro hac certificates to Ms. Tatel.
06/05/04	RJK	1.00	Attention to witness subpoena (Teevins); Telephone call to Teevins; telephone call to Eyer regarding Teevins; exchange e-mails regarding witness preparation, exhibits, etc. (re stay enforcement motion)
06/06/04	SD	14.00	Sorting and printing of various e-mails from various parties; arranging for video and audio equipment; telephone calls to court; picking up exhibits from Kinkos; docketing all relevant deadlines from first day filings; create exhibit list index; printing of various exhibits; discussions with Jessica Knowles re needs for hearing; e-filing of pro hac vice motion and certificates for Jennifer Tatel, Esq., P. David Richardson, Esq., Thomas H. Yancey, Esq. and Michael D. Warden, Esq.
06/06/04	LK	1.50	Instruction from Attorney Keach on filing related matters; attention to same



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06/08/04	SD	1.00	Review of e-filing; telephone call to technical support re returns; draft notice of hearing; e-filing notice of hearing; fax for Ms. Tatel.
06/09/04	SD	4.00	Motion for Authority to Employ and Compensate Professionals for Specific Services Rendered to the Debtors in the Ordinary Course of Business
			Motion for Administrative Order Under 11 USC 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals
			Attention to service list; e-mails to various creditors; respond to various e-mails from client regarding mailing.
06/10/04	RJK	0.10	Review Committee appointment
06/11/04	RJK	0.50	Review proposed Informational Statements (to be filed)
06/11/04	RJK	0.20	Review e-mail regarding IDI, reply
06/11/04	RJK	0.20	Review e-mail regarding case management order; reply
06/11/04	RJK	0.10	Review e-mail regarding IDI.
06/11/04	SD	1.60	Draft notice of final hearing on various first day motions; draft certificate of service; e-filing of same; review of certificates of service to be filed with respect to all filings recently.
06/14/04	SD	0.20	Review of correspondence; draft letter to Trustee's office enclosing receipt of operating guidelines.
06/15/04	SD	0.10	Review of notification of bankruptcy filing; docket deadlines.

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06/16/04	RJK	0.30	Review Confidentiality Agreement; e-mail regarding same
06/17/04	RJK	2.10	Draft Case Management Order; revise same
06/17/04	LMG	1.00	Preparation for meeting with financial professional regarding reporting requirements for case.
06/17/04	SD	0.40	Draft certificate of service; e-filing of disclosure of Debtors; service of same
06/21/04	LMG	0.40	Discussions with co-counsel re. US Trustee request for consent to direct communications with management.
06/21/04	LMG	0.30	Coordinate response to US Trustee.
06/21/04	LMG	0.30	Discussion with lead counsel, Paul Caruso, regarding U.S. Trustee's request.
06/21/04	LMG	0.60	Follow up on consent to communications with U.S. Trustee issue; follow up with U.S. Trustee office; draft letter; communicate with client regarding same.
06/21/04	RJK	0.10	E-mail to Paul Caruso regarding Support Services Agreement Motion, continuance
06/21/04	RJK	0.20	Telephone call with Paul Caruso @ Sidley Austin regarding form of scheduling/case management order
06/22/04	RJK	0.30	Review cash management order; e-mail Paul Caruso regarding same
06/22/04	RJK	0.30	Review Case Management Order; telephone call with Caruso regarding same
06/24/04	SD	1.90	Attention to various e-mails and requests for pleadings in preparation of hearings on first-day motions and applications to employ; e-filing of notice of agenda; revisions to notice of agenda; refile notice of agenda.

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06/28/04	LMG	0.40	Review letter from UST office re. reporting obligations; communicate with co-counsel regarding same.
06/28/04	LMG	1.50	Review various court orders (around 10) and follow up on US Trustee issues.
06/28/04	LMG	1.00	Review and stay current on about 15 orders and motions relating to administration of case.
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Total 04		103.00	

## 05            Claims Administration and Objections

Date	ATTY	Hours	
06/11/04	RJK	0.20	E-mails regarding press and bondholders inquiries
06/11/04	LMG	0.30	Respond to note holder inquiry.
06/14/04	LMG	0.40	Deal with claims trader; communicate with co-counsel regarding same.
06/22/04	LMG	0.50	Review motion by committee to authorize continued trading/blocking procedures; follow up regarding same.
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Total 05		1.40	

## 06            Employee Benefits/Pensions

Date	ATTY	Hours	
06/17/04	RJK	0.30	Conference with James Conlan regarding KERP motion
06/17/04	RJK	0.20	Review e-mails; telephone call with Moring regarding KERP
06/19/04	RJK	1.50	Review KERP program and analysis of same; e-mail to Moring regarding same

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06/21/04	RJK	0.20	Telephone call with Ellen Moring regarding KERP
06/23/04	RJK	1.30	Review and revise KERP motion; e-mail to Attorney Horn regarding same
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Total 06		3.50	

## 07            Fee/Employment Applications

Date	ATTY	Hours	
06/01/04	SD	2.30	Drafting of application to employ; draft affidavit of Robert J. Keach in support of application to employ.
06/01/04	RJK	0.90	Draft BSSN Retention Affidavit and RJK Affidavit
06/01/04	RJK	0.30	Review and revise BSSN application and order; RJK affidavit; motion pro hac
06/02/04	LMG	1.50	Numerous meetings to coordinate representation of debtor.
06/08/04	LMG	0.50	Review and approve motion for approval of payment procedures.
06/08/04	SD	0.80	Attention to e-filings; review of applications to employ; review of e-mail from Eileen McDonnell; update service list; telephone call from Eileen McDonnell regarding attorneys listing on Pacer; telephone call with Court; telephone call with Eileen McDonnell; e-mail from/to Mr. Caruso re interim order on cash collateral.
06/08/04	SD	2.10	Various telephone calls and e-mails with counsel regarding e-filing of motions and orders; creation of services list and updating of service lists; create service list re ordinary course professionals

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06/09/04	SD	3.50	Applications to Employ FTI Consulting, Inc. as Financial Advisor; Arnold & Porter LLP as Special Litigation Counsel; Shaw Pittman LLP as Special Counsel in Connection with Certain Communications Laws Matters; Capital Management Associates, Inc. as Cooperative Issues Expert; Drinker Biddle & Reath as Special Corporate and Regulatory Counsel.
06/09/04	SD	0.00	Applications to Employ FTI Consulting, Inc. as Financial Advisor; Arnold & Porter LLP as Special Litigation Counsel; Shaw Pittman LLP as Special Counsel in Connection with Certain Communications Laws Matters; Capital Management Associates, Inc. as Cooperative Issues Expert; Drinker Biddle & Reath as Special Corporate and Regulatory Counsel.
06/11/04	LMG	0.80	Review filings on multiple applications to employ.
06/14/04	SD	0.70	Revisions to and attention to filing of certificate of service for applications to employ and utilities motion.
06/22/04	RJK	0.30	Telephone call from Ellen Moring regarding retention applications; telephone call to US Trustee regarding same
06/24/04	RJK	3.00	Review all motions for 6/24 hearings and all revised orders; conference with James Conlan and Larry Nyhan regarding same; conference with E. Bradford regardings UST position on 6/24 applications and motions
06/27/04	SD	0.50	Attention to e-filing of various orders on retention applications.

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06/29/04	SD	0.30	Attention to e-filing of order retaining Miller Buckfire.
-----			
Total 07		17.50	

## 09            Financing

Date	ATTY	Hours	
06/02/04	RJK	0.50	Review cash collateral motion, order, budget
06/11/04	LMG	0.30	Review court notices of hearing on cash collateral, appt. and related motions.
06/21/04	RJK	0.20	Exchange e-mails with Paul Caruso regarding cash collateral order
06/24/04	SD	0.50	Attention to e-filing form of order on cash collateral motion.
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Total 09		1.50	

## 10            Litigation

Date	ATTY	Hours	
06/11/04	RJK	0.90	Review of 1st Circuit, D.Me. authorities regarding injunctions in Chapter 11 cases, e-mail regarding same
06/11/04	RJK	3.10	Attention to analysis of cause of action for inducing breach of fiduciary duty
06/13/04	RJK	0.20	Return e-mails to Conlan and Nyhan regarding local practice issues regarding TRO, complaint v. NRTC
06/13/04	RJK	2.10	Attention to TRO issues, remedies for aiding breach of fiduciary duty
06/14/04	SD	3.70	E-filing of complaint; telephone call to court to confirm hearing date; e-filing of motion for expedited hearing; motion for temporary restraining order; etc.

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06/14/04	RJK	7.50	Review and revise application for TRO, Memorandum of Law (TRO), complaint v. NTRC, et al; Draft notice of hearing; review all exhibits to TRO memo; numerous e-mail exchanges and telephone conferences with client, Sidley and Kekst regarding filing of complaint, TRO
06/14/04	SD	0.40	Telephone call from Jessica Knowles regarding complaint and motion for temporary restraining order; motion for emergency hearing; telephone call to Court to obtain date; telephone call from Court re hearing date; e-mails to Bob Keach and Jessica Knowles re Court availability.
06/15/04	RJK	0.80	Review Motion for Emergency Hearing; review Notice of Hearing; review Motion for Contempt
06/15/04	RJK	0.60	Exchange various e-mails with Sidley regarding filing for Friday hearings
06/15/04	SD	0.40	Attention and instruction to mailing of complaint and temporary restraining order
06/15/04	SD	1.10	Review of e-mails from Jennifer Tatel; prepare and e-file pleadings with respect to the Motion for Contempt.
06/15/04	LMG	0.50	Meeting with co-counsel to go over strategy.
06/15/04	LMG	1.50	Review complaint.
06/15/04	LMG	1.00	Review motion for injunction.
06/15/04	SD	0.10	Telephone call to court regarding filing of complaint and application for temporary restraining order
06/16/04	SD	0.20	E-filing of proposed order on motion for emergency hearing regarding motion for contempt

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06/16/04	SD	0.50	Attention to e-filing of service of process for complaint v. NRTC and DIRECTV, et al; telephone call to court regarding e-filing procedures.
06/16/04	SD	3.20	Attention to service of motion for contempt; update service list with information supplied by Mr. Checkoway regarding committee; e-filing of order on motion for emergency hearing; service of package for motion for contempt; draft certificate of service and e-filing of certificate of service for motion of contempt; direction regarding service; consolidate PDF files in preparation of service of motion for contempt, etc.; review of returned e-mails to prepare additional fed ex packages
06/16/04	SD	0.80	Draft of emergency motion, notice of hearing, order granting emergency motion.
06/16/04	SD	1.00	Review of various e-mails; convert pleadings regarding expedited discovery; e-file pleadings regarding expedited discovery; telephone calls to/from Bob Keach; confirm completion with client.
06/16/04	LMG	1.00	Conference of counsel and prepare for hearing on TRO.
06/16/04	LMG	0.30	Review emergency motion.
06/16/04	LMG	1.40	Preparation for attendance at and follow up on conference call to streamline hearing with litigation counsel.
06/16/04	LMG	1.50	Participate in various calls structuring evidence and providing advice regarding local procedures.



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06/16/04	RJK	0.30	Review and Revise Motion for Emergency Hearing (Motion regarding Discovery); Order; Notice of Hearing
06/16/04	RJK	0.50	Prepare for and attend telephone call with client regarding Friday hearing
06/16/04	RJK	0.10	Review revised motion for emergency hearing (discovery motion)
06/16/04	RJK	1.70	Review motion for contempt, memo, order; Review motion for expedited discovery (several drafts), order; numerous e-mails and telephone conferences regarding same.
06/17/04	LMG	1.50	Participate in hearings.
06/17/04	LMG	0.40	Review proposed court order.
06/17/04	LMG	0.00	Late night monitoring of filings for DIRECTV response
06/17/04	RJK	0.20	Telephone call with Ted Lodge regarding Phillips Affidavit, other issues regarding TRO
06/17/04	RJK	0.20	Exchange e-mails with Marcus regarding status conference, Telephone call to Warden regarding same
06/17/04	RJK	0.60	Prepare and attend status conference with Court
06/17/04	RJK	0.50	Attention to revisions of TRO order
06/17/04	RJK	2.50	Prepare for TRO hearings
06/17/04	LMG	1.50	Prepare for meeting with US Trustee.
06/17/04	LMG	1.50	Late night monitoring of filings for DIRECTV response
06/18/04	RJK	0.20	Telephone call with Ted Lodge regarding status
06/18/04	RJK	8.10	Review all NRTC and DirectTV pleadings and declarations in response to TRO pleadings; prepare and attend hearings regarding TRO and related post-hearing conferences

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06/18/04	LMG	4.60	Preparation for, attendance at, and follow up on hearing on Debtor's motion for TRO; post meeting advices provided re. same.
06/18/04	SD	3.70	Preparation for hearings - TRO.
06/19/04	RJK	0.50	Review and respond to various e-mails from client; Sidley Austin regarding TRO, need for supplemental brief
06/21/04	LMG	1.50	Attend hearing on ruling and post hearing meeting.
06/21/04	SD	0.30	Attention to various e-mails and schedule of conference dial in information.
06/21/04	SD	0.80	Attention to e-mails and listing for conference call information for decision and "after call".
06/21/04	SD	0.20	Telephone calls and e-mails with Ben Marcus and Gayle Allen regarding participation in conference call.
06/21/04	SD	0.10	Finalize arrangements for conference call.
06/21/04	SD	1.40	Review of various e-mails and e-filings; attention to reply in support of Temporary Restraining Order; attention to arrangements for conference call; sending of various e-mails with instruction for conference call.
06/21/04	RJK	0.20	Exchange e-mails with Ted Lodge regarding 5:00 p.m. hearing
06/21/04	RJK	0.40	Review Supplemental Memo regarding TRO; attention to filing same; telephone call to Ted Lodge regarding same
06/21/04	RJK	0.20	Exchange e-mails with James Conlan regarding 5:00 p.m. TRO hearing
06/21/04	RJK	1.50	Attend conference call with NRTC and DirecTV counsel regarding discovery issues

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06/21/04	RJK	4.80	Attend TRO hearing and follow-up teleconferences
06/22/04	RJK	0.40	Telephonic hearing regarding TRO, etc.
06/22/04	RJK	0.20	Telephone call to Michael Warden regarding appeal
06/22/04	RJK	0.40	Conference call with Tom Yancey & Michael Warden regarding appeal of TRO order
06/22/04	LMG	0.70	Review DIRECTV's new brief.
06/23/04	SD	1.00	Draft certificate of service for response in support of application for TRO; review of service list information; review of pacer re confirmation of filed certificates of service.
06/23/04	SD	0.10	Telephone call from Marsha Heath; confirm order for transcripts; follow up regarding payment for transcripts of 6/18/04 hearings.
06/23/04	RJK	0.30	Review various e-mails regarding TRO order
06/23/04	RJK	0.30	Review and revise order regarding TRO
06/23/04	RJK	1.50	Telephone call with client and Sidley, Austin team regarding appeal, contempt motion, discovery, etc.
06/23/04	SD	0.50	Various telephone calls from client and to court; attention to e-filing of order denying preliminary injunction; attention to service of discovery on DIRECTV
06/24/04	RJK	0.10	Telephone call from George Marcus regarding TRO Order
06/24/04	SD	0.30	E-filing of reply to objection to proposed form of order; draft certificate of service.
06/24/04	RJK	2.00	Attend 6/24 hearings and post-hearing conference with creditors committee; post hearing conference with Sidley Austin

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July 29, 2004            Invoice#            3154151  
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06/24/04	RJK	0.30	Telephone call to and telephone call from Jason Cowart regarding contempt motion; e-mail to Larry Nyhan et al regarding same
06/24/04	RJK	0.20	Review TRO Order/PI Order; e-mail to Michael Warden regarding same
06/24/04	RJK	0.20	Telephone call with Ted Lodge
06/25/04	RJK	2.10	Various teleconferences with Jennifer Tatel regarding appeal issues, analysis of Rule 8011, 8019, 9006 issue
06/25/04	SD	0.40	Attention to e-filing and service of notice of withdrawal.
06/25/04	SD	0.60	Review of various e-mails attention to e-filing and service of notice of appeal and election to proceed to district court.
06/25/04	SD	0.50	Review and respond to various e-mails and telephone calls regarding filing of notice of hearing and e-filing of various orders.
06/25/04	ELH	1.10	Research case law relating to Fed. R. Bankr. P. 8019 and 8011(b) and (d).
06/26/04	RJK	1.10	Conference call regarding status of Committee; DirecTV negotiations, etc.
06/27/04	RJK	2.20	Conference call with Ted Lodge et al regarding negotiations with Committee, DirecTV, etc.
06/28/04	RJK	0.20	Telephone call with Jennifer Tatel regarding appeal
06/28/04	RJK	0.50	Review and revise 9006 motion; e-mail to Steve Nickelsberg regarding same
06/28/04	RJK	0.30	Review and revise Rule 9006 motion regarding appeal; e-mail regarding same
06/29/04	SD	0.40	Draft of certificate of service re notice of appeal; e-filing of same.

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06/29/04	SD	0.40	E-filing of motion to withdraw; draft certificate of service regarding same; e-filing of motion to withdraw.
06/29/04	RJK	0.20	Review e-mails regarding designation of record on appeal
06/29/04	RJK	0.70	Examine Section 105 issues regarding termination of signal
06/29/04	RJK	1.30	Examine Section 105 issues regarding termination of signal
06/30/04	RJK	0.90	Review various e-mails regarding litigation schedule; motion regarding scheduling order, appeal
06/30/04	LMG	0.80	Review various court orders on professions and blocking procedures; follow up regarding same.
06/30/04	SD	0.50	Telephone call from Court regarding proposed order for expedited transmittal; draft order re expedited of transmittal of record to district court; e-filing of order.
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Total 10		96.50	

## 11            Meeting of Creditors

Date	ATTY	Hours	
06/08/04	LMG	0.50	Deal with noticing issues raised by 341 hearing and commencement of case problem.
06/18/04	LMG	1.40	Preparation for, attendance at, and follow up on initial debtor conference with US Trustee's office; advices provided regarding issue of whether to apply for appointment of non debtor, related party professionals.
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Total 11		1.90	

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## 13 Relief From Stay Proceedings

Date	ATTY	Hours	
06/03/04	MAF	0.70	Brief conference with Attorney Gulino regarding motion for contempt for violation of stay; initial research regarding same
06/04/04	SD	6.50	E-filing of relief motion for DirectTV MRS; draft motion for emergency hearing; draft notice of emergency hearing; draft certificate of service; review of various e-mails regarding service lists; attention to service of motion for emergency hearing; create e-mail group with 50 largest and bond holders.
06/04/04	ELH	0.40	Review motion for emergency hearing with respect to emergency motion for relief in respect of violations of the automatic stay by DIRECTV; meet with Attorney Keach regarding preparations for hearing on same.
06/04/04	RJK	0.70	Analysis of 1st Circuit precedent and related precedents regarding stay enforcement motion
06/06/04	ELH	7.40	Assist with preparation for hearing on emergency motion for relief in respect of violations of the automatic stay by DIRECTV.
06/06/04	RJK	6.10	Preparation for hearing on motion to enforce stay; including detailed conferences with counsel; preparation of and revisions to first supplemental brief regarding motion to enforce stay
06/07/04	RJK	11.10	Prepare for and attend hearing regarding stay enforcement and conferences with client following hearing regarding need for additional evidence, briefing, etc.

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06/07/04	SD	3.70	Attention to preparation for hearings on DirectTV relief from stay; e-filing of brief; attention to equipment needs for court; assist in preparation of exhibit needs; review of and printing of various e-mails in preparation of court.
06/07/04	SD	2.20	Creation of data base for service of supplemental memo; service of supplemental memo with respect to DIRECTV relief from stay; telephone call from Eileen McConnell re motions and applications for employment.
06/07/04	LMG	7.00	Preparation for, attendance at and follow up on all day hearing on motion for violation of automatic stay.
06/07/04	MAF	0.40	Brief conference with Attorney Keach re: hearing on motion re: stay violation; review supplemental memorandum re: same
06/07/04	MAF	0.50	Review pleadings filed by Direct TV
06/08/04	LMG	0.70	Brief meeting with co-counsel to discuss results of hearing.
06/08/04	LMG	1.50	Work on post trial brief and provide memo re. same.
06/08/04	RJK	4.10	Attention to second supplemental brief regarding stay enforcement; numerous detailed telephone conferences regarding filing of applications to retain, additional motions
06/09/04	RJK	2.00	Review and revise supplemental brief regarding motion to enforce stay, including review of 1st Circuit case law
06/09/04	RJK	2.10	Various detailed teleconferences with client and Sidley Austin regarding DISH TV campaign and possible relief; conference with Sidley Austin regarding same

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06/09/04	RJK	0.60	Various detailed teleconferences regarding call with court regarding stay decision and securities issues; telephone call to court regarding same
06/09/04	RJK	0.70	Numerous telephone conferences with creditors, staff regarding orchestration of call regarding stay decision
06/09/04	LMG	1.00	Review new draft of post hearing brief and provide comments.
06/09/04	LMG	1.00	Further review of filings.
06/10/04	MAF	0.50	Attend telephonic hearing on motion for relief based on DirectTV stay violations
06/10/04	LMG	0.80	Attendance at hearing on order on motion for violation of the stay.
06/10/04	LMG	1.20	Attendance in meeting and advices provided regarding response to relief from stay ruling.
06/10/04	RJK	0.60	Telephone call with James Conlan, client regarding Court's 3:00 p.m. call and public markets issue
06/10/04	RJK	0.40	Review Second Supplemental Memo of DIRECTV
06/10/04	RJK	0.20	E-mail to client regarding DIRECTV brief
06/10/04	RJK	1.10	Various telephone conferences with Sidley and client regarding 3:00 p.m. hearing and logistics issues
06/10/04	RJK	0.10	Review NRTC Response regarding stay enforcement motion
06/10/04	RJK	0.70	Review all materials regarding DISH TV "Bounty" campaign regarding 362(a), 105 issues
06/10/04	RJK	0.10	Telephone call from Ted Lodge regarding impact of DIRECTV supplemental brief, if any
06/10/04	RJK	1.20	Review DIRECTV Form 8-14 dated as of 6/1/04 and all attachments, including settlement offers & members and Pegasus



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06/10/04	RJK	1.30	Review detailed history of PST and its financial and legal history
06/10/04	RJK	2.30	Attend telephonic hearing regarding stay enforcement and related post-hearing conferences
06/10/04	SD	2.50	Attention to conference call requests; return of various calls; e-mails and calls from client regarding conference call; telephone calls with Court re conference call.
06/10/04	SD	0.70	Attend conference call regarding decision on emergency motion regarding violation of stay.
06/10/04	RJK	1.20	Telephone call with client, Sidley Austin regarding press release on Judge Haines' ruling; creditors committee appointment
06/10/04	ELH	0.50	Attend bankruptcy court telephonic rendering of decision.
06/11/04	LMG	0.30	Review court order regarding auto stay violations.
06/11/04	LMG	0.70	Review status and conference with co-counsel.
		-----	
Total 13		76.80	

## 14            Other

Date	ATTY	Hours	
06/03/04	SD	1.00	Respond to various e-mails and requests for documents.
06/03/04	TWW	0.30	Hand delivered documents to be blown-up to X-Press copy for Atty. Gulino.
06/04/04	SD	1.00	Additional assistance to Jessica Knowles; e-mails regarding subpoena; meetings regarding work flow for weekend.
06/04/04	JH	0.60	Retrieve documents from Xpress copy to be used at Hearing.

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06/09/04	SD	1.50	Draft of various certificates of service regarding service of various pleadings.
06/10/04	SD	0.30	Attention to docketing court related deadlines.
06/10/04	JR	0.50	Review conflicts list and status update
06/11/04	LMG	0.50	Review scheduling on various applications to employ, POC deadlines, and related issues.
06/14/04	SD	0.20	Update service lists
06/14/04	SD	0.20	Review of returned e-mails messages; mailing of notice of hearing
06/14/04	SD	0.40	Review of notices of appearance; update service list information.
06/14/04	LMG	0.50	Review new filings.
06/15/04	SD	0.20	Telephone call to court regarding ordering or transcripts; telephone call from court regarding costs; e-mail to Bob Keach
06/15/04	RJK	0.20	Exchange e-mail regarding service of process
06/15/04	SD	3.50	Pacer search and comparison of service list information; update service list; continue update service list to reflect creation of committee
06/16/04	SD	0.40	Check for expedited service of transcripts to court; return of Court CD player taken from Court.
06/17/04	SD	2.40	Telephone call from Court; telephone call from George Marcus office; telephone call to court; additional call from George Marcus' office regarding status conference; obtain various pleadings for Mr. Keach regarding obminbus scheduling motion; obtain various pleadings in preparation for 6/18 hearing; various telephone call to creditors regarding conference for 6/18
06/17/04	SD	1.20	Update Service List information.

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06/18/04	SD	0.20	Telephone call from counsel to committee; service list information to counsel to committee.
06/18/04	SD	0.70	Copying; telephone call from Mr. Brosnahan; instructions and e-mail to Mr. Brosnahan.
06/22/04	SD	0.10	Review of e-filings; docket court related deadlines.
06/22/04	SD	0.20	Attention to confirmation of certificates of service for first day filings.
06/23/04	SD	2.10	Review of pacer for certificate of service for all first day filings; draft certificate of service for notice of filing of letter from NRTC; review of deadlines; docket court related deadlines; telephone calls with Eileen McDonnell; various e-mails and questions from Jessica Knowles; pull agenda for 6/24 hearings; update service list information
06/24/04	SD	0.80	Update service list information and e-mail group information; various discussions and e-mail regarding notice of status conference and hearing for 07/22/04
06/24/04	SD	0.30	Receipt of various e-mails and printing of material for Mr. Nyhan from Jessica Knowles.
06/25/04	SD	0.20	Review of e-filings; docket court related deadlines.
06/28/04	SD	0.20	Review of e-filings; docket court related deadlines.
06/29/04	SD	0.50	Review of various e-filings; docket court related deadlines; review of information regarding service list.

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06/30/04	SD	0.30	Attention to proofs of claim filed improperly; search re address to forward to; discussion with Mr. Keach regarding same; e-mails from client regarding filing of scheduling order.
Total 14		20.50	

## ATTORNEY / PARALEGAL SUMMARY

### 04            Case Administration

Attorney	Hours	Rate	Amount
JUDITH HILL	1.10	95.00	104.50
LEN GULINO	18.90	225.00	4,252.50
LISA A. KUBIAK	1.50	95.00	142.50
MICHAEL FAGONE	5.50	195.00	1,072.50
ROBERT J. KEACH	28.80	350.00	10,080.00
SHEILA DILIOS	47.20	95.00	4,484.00
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Total 04	103.00		20,136.00

### 05            Claims Administration and Objections

Attorney	Hours	Rate	Amount
LEN GULINO	1.20	225.00	270.00
ROBERT J. KEACH	0.20	350.00	70.00
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Total 05	1.40		340.00

### 06            Employee Benefits/Pensions

Attorney	Hours	Rate	Amount
ROBERT J. KEACH	3.50	350.00	1,225.00
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Total 06	3.50		1,225.00
<b>07</b>	<b>Fee/Employment Applications</b>		
Attorney	Hours	Rate	Amount
LEN GULINO	2.80	225.00	630.00
ROBERT J. KEACH	4.50	350.00	1,575.00
SHEILA DILIOS	10.20	95.00	969.00
	-----		-----
Total 07	17.50		3,174.00
<b>09</b>	<b>Financing</b>		
Attorney	Hours	Rate	Amount
LEN GULINO	0.30	225.00	67.50
ROBERT J. KEACH	0.70	350.00	245.00
SHEILA DILIOS	0.50	95.00	47.50
	-----		-----
Total 09	1.50		360.00
<b>10</b>	<b>Litigation</b>		
Attorney	Hours	Rate	Amount
EVAN HAMMONDS	1.10	135.00	148.50
LEN GULINO	19.70	225.00	4,432.50
ROBERT J. KEACH	53.10	350.00	18,585.00
SHEILA DILIOS	22.60	95.00	2,147.00
	-----		-----
Total 10	96.50		25,313.00
<b>11</b>	<b>Meeting of Creditors</b>		
Attorney	Hours	Rate	Amount
LEN GULINO	1.90	225.00	427.50
	-----		-----
Total 11	1.90		427.50

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## 13          Relief From Stay Proceedings

Attorney	Hours	Rate	Amount
EVAN HAMMONDS	8.30	135.00	1,120.50
LEN GULINO	14.20	225.00	3,195.00
MICHAEL FAGONE	2.10	195.00	409.50
ROBERT J. KEACH	36.60	350.00	12,810.00
SHEILA DILIOS	15.60	95.00	1,482.00
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Total 13	76.80		19,017.00

## 14          Other

Attorney	Hours	Rate	Amount
JENNIFER ROOD	0.50	200.00	100.00
JUDITH HILL	0.60	95.00	57.00
LEN GULINO	1.00	225.00	225.00
ROBERT J. KEACH	0.20	350.00	70.00
SHEILA DILIOS	17.90	95.00	1,700.50
TIMOTHY WRIGHT	0.30	85.00	25.50
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Total 14	20.50		2,178.00

TOTAL FEES

\$72,170.50

PHOTOCOPY	4732.80
PHONE CALL(S)	12.96
TELECOPIER	13.00
FILING FEE - PAID TO:U.S. BANKRUPTCY COURT	23492.00
SECRETARY OVERTIME	41.09
POSTAGE	13.65
POSTAGE	13.65
POSTAGE	13.65

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POSTAGE	13.65
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POSTAGE	13.65
POSTAGE	13.65
POSTAGE	13.65
POSTAGE	13.65
POSTAGE	21.58
POSTAGE	8.30
POSTAGE	200.88
SECRETARY OVERTIME/CUMMINGS 6/2-6/4/04	390.40
SECRETARY OVERTIME/CUMMINGS	164.38
SECRETARY OVERTIME/PAULICK	14.23
SECRETARY OVERTIME/RODIMON	323.08
SECRETARY OVERTIME	102.74
TRANSCRIPT COST - PAID TO:TYPEWRIGHTS	2112.00
SECRETARY OVERTIME	47.94
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	110.00
SECRETARY OVERTIME	13.70
POSTAGE	17.85
POSTAGE	9.62
POSTAGE	176.40
POSTAGE	11.84
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	77.00
FILING FEE - PAID TO: U.S. BANKRUPTCY COURT	255.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.09
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.04
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.09

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.04
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.09
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	31.72
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	44.26
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.04
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.07
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	23.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	15.21
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	23.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	310.74
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	303.81
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.88
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.89
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	26.89
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.88
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10



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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.36
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	9.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	10.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.36
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	10.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	10.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.33
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	28.36
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	10.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	16.88
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.36

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.33
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.10
LEXIS/WESTLAW - PAID TO: WEST GROUP	137.47
POSTAGE	11.84
OUTSIDE PHOTOCOPY - PAID TO: XPRESS OF MAINE	616.14
OUTSIDE PHOTOCOPY - PAID TO: KINKO'S	508.20
TOTAL EXPENSES	\$35,107.29
TOTAL FEES PLUS EXPENSES	\$107,277.79

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**CERTIFICATE OF SERVICE**

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on July 30, 2004 I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses Incurred by Bernstein, Shur, Sawyer & Nelson as Co-Counsel to the Debtors for the Period Beginning June 1, 2004 and Ending June 30, 2004 to be served on the parties listed by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk's office and therefore will be served as part of the Electronic Case Filing ("ECF") system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

July 30, 2004

/s/ Sheila R. Dilios  
SHEILA R. DILIOS

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