

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  
SEPTEMBER 1, 2004 AND ENDING SEPTEMBER 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 August 1, 2004 and ending August 31, 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 \$13,105.00. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$13,096.35. 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
August 1 – August 31 '04	\$13,105.00	\$1,310.50	\$11,794.50	\$13,096.35	\$24,890.85

6. 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 to BSSN \$24,890.85, on or after November 14, 2004.

October 25, 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

October 25, 2004 Invoice# 3161439  
Matter Number: 034902-00002  
RE: Bankruptcy

Fees for Professional Services 09/01/04 Through 09/30/04	\$13,105.00
Expenses 09/01/04 Through 09/30/04	\$13,096.35
	-----
Total This Invoice	\$26,201.35
Less Payments on Account	\$154.00
	-----
Balance Due Current Invoice	\$26,047.35
Previous Outstanding Balance	\$12,632.70
	-----
Total Amount Due This Matter	\$38,680.05

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

LMG	LEN GULINO	21.90 hours at \$225.00 =	\$4,927.50
RJK	ROBERT J. KEACH	10.00 hours at \$350.00 =	\$3,500.00
TDR	TODD ROSS	1.50 hours at \$110.00 =	\$165.00
SD	SHEILA DILIOS	47.50 hours at \$95.00 =	\$4,512.50

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

## Remittance Copy

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

Counselors at Law  
I.D. #01-0378211

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

\$26,047.35

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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## Asset Disposition

Date	ATTY	Hours	
09/01/04	RJK	0.20	Telephone call to Ted Lodge regarding Par Capital
09/01/04	RJK	0.10	Review Par Captial reservation of rights
09/06/04	RJK	0.80	Review draft offering memorandum for Broadcast Assets prepared by Miller, Buckfire
09/14/04	SD	0.60	Telephone call from Laura Franzon regarding filing of motion to withdraw motion regarding deposit into court registry; draft certificate of service; e-filing of motion to withdraw
09/14/04	RJK	0.20	Review notice of withdrawal of motion regarding deposit of payments; e-mail regarding same
09/14/04	LMG	0.30	Review Motion for an Order Pursuant to Sections 105 and 363(b) of the Bankruptcy code (i) Shortening the Challenge Period in the Debtors' Cash Collateral Order, (ii) Allowing Certain Prepetition Secured Claims and (iii) Authorizing the Debtors to Make Payments to Certain Prepetition Secured Parties Filed by Pegasus Satellite Television, Inc.
09/14/04	LMG	0.30	Review Withdrawal of Document. Reason for Withdrawal: Resolved with the Settlement Filed by Pegasus Satellite Television, Inc.
09/14/04	LMG	0.30	Review Supporting Response Filed by Official Committee of Unsecured Creditors.
09/15/04	RJK	0.50	Review Motion to Pay Secured Debt (0.2); Review 1121(d) Motion (0.2); Review Creditors' Committee Support of KERP (0.1)
09/16/04	LMG	0.40	Review Amended Stipulation and Order Permitting Payment of Amounts to Senior Secured Lenders, Revolving Lenders and Junior Secured Lenders and Reserving Rights with Respect to Payment of Prepayment Premiums and

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			Default Interest.
09/17/04	LMG	0.20	Review Order Granting Motion for Expedited Hearing.
09/17/04	LMG	0.30	Review Second Stipulation and Order Permitting Payment of Amounts to Senior Secured Lenders, Revolving Lenders and Junior Secured Lenders and Reserving Rights with Respect to Payment of Prepayment Premiums and Default Interest.
09/17/04	LMG	0.40	Review Objection Filed by Delaware Street Capital Master Fund, LP, et al (related document(s):[505] Generic Motion, filed by Debtor Pegasus Satellite Television, Inc.
09/17/04	SD	0.40	Attention to e-filing of form of stipulation regarding payment of secureds.
09/17/04	RJK	1.00	Review Stipulation with lenders regarding payments; attend telephonic hearing; attention to final form of stipulation and order
09/20/04	SD	0.10	Review of e-filings; docket court related deadlines.
09/20/04	SD	0.20	Review of stipulation regarding payments to secureds; docket court related deadlines.
09/27/04	RJK	0.30	Exchange e-mails regarding potential purchaser
09/29/04	LMG	0.30	Review Motion to Extend Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Section 365(d)(4) of the Bankruptcy Code Filed by Pegasus Satellite Television, Inc..
09/29/04	SD	0.80	Attention to e-filing of 365 motion; notice, etc. E-mail to Trumbull re service of same.
		-----	
Total 02		7.70	
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## 04 Case Administration

Date	ATTY	Hours	
09/01/04	LMG	0.30	Discussions with Co-counsel re. status of Pagan Mgm package.
09/01/04	LMG	0.50	Further updating on case including discussions with co-counsel.
09/01/04	SD	0.50	Review of statements received; review of ordinary course order to see if required to file monthly fee statement.
09/06/04	RJK	0.10	Review MVP statement (ordinary course professionals)
09/08/04	LMG	0.30	Review new filings.
09/11/04	LMG	0.60	Review proposed "fix" to secure accounts and comply with US Trustee requests; follow up with lead counsel.
09/13/04	LMG	0.80	Review and comment upon proposed resolution of US trustee's concerns regarding security of accounts; follow up re. same.
09/14/04	LMG	0.40	Review Motion to Expedite Hearing and For Shortened Objection Period Filed by Pegasus Satellite Television, Inc.
09/14/04	SD	0.10	Review of monthly statement; confirm that Capell & Howard is an ordinary course professional and that no monthly fee statement is required.
09/15/04	LMG	0.30	Review Affidavit. Filed by Official Committee of Unsecured Creditors.
09/22/04	LMG	0.30	Review Supporting Response Filed by Official Committee of Unsecured Creditors.
09/24/04	LMG	0.10	Review Withdrawal of Request for Notice. Reason for Withdrawal: None given. Filed by Power County Treasurer.

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Total 04 4.30

05 Claims Administration and Objections

Date	ATTY	Hours	
09/01/04	LMG	0.30	Review Amended Exhibit A - Order Approving Bar Date Procedures Filed by Pegasus Satellite Television, Inc.
09/01/04	SD	0.20	E-filing of revised orders re procedures for filing of claims.
09/01/04	LMG	0.30	Review Order Granting Motion Establishing Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice.
09/01/04	RJK	1.00	Prepare for and attend hearing on Bar Date issues
09/01/04	RJK	0.20	Conference with Paul Caruso regarding hearing on Bar Date Notice, Par Captial
09/02/04	SD	0.10	Telephone call from/to Court regarding order on procedures.
09/07/04	SD	0.30	Filing of Trumbull Services certificate of service regarding notice of bar date.
09/09/04	SD	0.30	Attention to e-filing of certificate of service from Trumbull services re notice of bar date and procedures for filing of proofs of claim.
09/14/04	SD	0.40	Attention to e-filing of certificates of service for Trumbull mailing of notice of bar date and procedures and attention to e-filing of certificate of service for expedited hearing regarding bank motion.
09/30/04	LMG	0.30	Review postings from claims administrator.
Total 05		3.40	

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**06 Employee Benefits/Pensions**

Date	ATTY	Hours	
09/14/04	LMG	0.30	Review Unsecured Creditors Comm. statement in support of motion for payment of Lodge and mgm bonus.
09/21/04	RJK	0.30	Review e-mail from Guy Neal regarding 9/23 hearings; response; review CLAM objection to KERP (0.2)
09/21/04	RJK	0.50	Review prior briefs, 1st Circuit law regarding standing (re CLAM Objection); e-mail to Guy Neal regarding same
09/22/04	SD	0.70	Draft certificate of service; attention to e-filing of response to objection regarding KERP motion; attention to e-filing of same.
09/22/04	RJK	0.50	Review Objection to CLAM Response on KERP; Review Notice of Agenda and Amendment; telephone call with Ellen Moring regarding same
09/22/04	LMG	0.50	Review Response Filed by Pegasus Satellite Television, Inc.
09/23/04	TDR	1.00	Attended court hearing on contested key employment retention program re Ted Lodge.
09/23/04	RJK	2.00	Prepare for and attend hearing regarding 1121(d) and KERP Motions
09/24/04	LMG	0.40	Review Order and discuss with Co-counsel Authorizing and Approving Implementation of Supplemental Management Retention Plan.
Total 06		6.20	

**07 Fee/Employment Applications**

Date	ATTY	Hours	
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Bernstein, Shur, Sawyer & Nelson, P.A.

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09/01/04	SD	0.20	Review of dates filed for monthly fee statements; docket deadlines to file certificates of no objections.
09/01/04	LMG	0.20	Review July Monthly Fee Statement Filed by Arnold & Porter, LLP.
09/02/04	SD	0.50	Draft certificate of service; attention to e-filing of Arnold & Porter monthly fee statement.
09/07/04	SD	0.40	Filing of declaration Media Venture Partners - regarding retention of ordinary course professionals.
09/07/04	SD	0.10	Revisions to certificate of service regarding declaration for Heischer Miller.
09/07/04	LMG	0.20	Review Declaration of Proposed Professional And Disclosure Statement of Media Venture Partners Filed by Pegasus Satellite Television, Inc
09/07/04	SD	0.10	Draft certificate of service regarding filing of Declaration of Kreisler Miller.
09/08/04	LMG	0.20	Review Declaration of Proposed Professional and Disclosure Statement Filed by Kreisler Miller.
09/08/04	SD	0.30	Attention to conversion of Certificate of Service to PDF; attention to e-filing of Declaration of Heischer Miller.
09/08/04	RJK	0.10	Review FTI Consulting, Inc. statement
09/09/04	SD	0.30	Draft certificate of service; attention to e-filing of monthly fee statement of FTI Consulting.
09/09/04	SD	0.20	Draft certificate of service; e-filing of Pricewaterhousecoopers July monthly fee statement.

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09/09/04	LMG	0.20	Reveiw Pricewaterhousecoopers LLP - July Monthly Fee Statement Filed by Pegasus Satellite Television, Inc.
09/11/04	LMG	0.30	Review Second Monthly Fee Statement Filed by Sidley Austin Brown & Wood LLP.
09/13/04	SD	0.70	Draft certificate of service re Sidley fee statement; e-filing of Sidley fee statement; pacer search re service list
09/14/04	LMG	0.20	Review Second Monthly Fee Statement Filed by Kekst and Company Incorporated.
09/14/04	SD	0.10	E-mail to/from Mr. Randleman regarding Kekst monthly fee statement.
09/14/04	SD	0.30	Telephone call from/to Eileen McDonnell re certificate of service on Sidley monthly fee statement; amend certificate of service; e-file certificate of service; draft service list; obtain schedules and statements in bankruptcy matter for Mr. Gulino
09/14/04	SD	0.40	Draft certificate of service for filing of Kekst fee statement; e-filing of Kekst fee statement.
09/21/04	SD	1.00	Review of docket for objections to monthly fee statements; draft certificate of no objection for BSSN July monthly fee statement; draft certificate of service; review of deadlines for filing all certificates of no objections.
09/22/04	SD	1.30	Review of proforma for task coding in preparation of filing monthly fee statement for August time.
09/22/04	SD	1.00	Attention to e-filing of certificate of no objection for BSSN fees for July; bill to client.

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09/23/04	LMG	0.20	Review Certificate of No Objection regarding July Fee Statement Filed by Bernstein, Shur, Sawyer & Nelson.
09/23/04	SD	1.30	Revisions to proforma in preparation of filing of August monthly fee statement; draft of August monthly fee statement.
09/24/04	SD	0.20	Revisions to monthly fee statement for August time; e-mail to Ellen Moring old fees statements and running balance.
09/24/04	SD	0.10	Review of deadlines regarding filing of certificates of no objection; review file to find out whose certificates needs preparation by BSSN.
09/27/04	SD	0.20	Review of e-mail from Mr. Schoenberg; preparation for filing of August monthly fee statement.
09/27/04	SD	0.50	Attention to e-filing BSSN and King & Spalding monthly fee statements; draft of certificate of service.
09/27/04	SD	0.30	Resume prepping BSSN fee application for e-filing; draft of certificate of service
09/27/04	LMG	0.20	Review August - Monthly Fee Statement Filed by King & Spalding, LLP.
09/29/04	SD	2.00	Review and respond to various e-mails; attention to e-filing of application to employ KPMG.
09/29/04	LMG	0.20	Review Omnibus Certificate of No Objection Regarding Statement for Fees for Services Rendred and Out of Pocket Expenses as to the Professionals Specifically Retained by the Debtors for Period Beginning July 1 2004 and Ending July 31, 2004 Filed by Pegasus Satellite Television, Inc. (related document(s):[513]

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

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				Document filed by Consultant Herbein & Company, Inc.
09/29/04	LMG	0.30		Review Supplemental document Affidavit of Larry J. Nyhan in Connection with the Retention of Sidley Austin Brown & Wood.
09/29/04	RJK	0.40		Review Supplemental Affidavit of Larry Nyhan (0.1); Review 305(d)(4) pleadings (0.3)
09/29/04	SD	0.60		Attention to e-filing omnibus certificate of no objections re fee statements.
09/30/04	SD	0.50		Draft certificate of service re Kekst - monthly fee statement; attention to e-filing Kekst monthly fee statement; telephone call to Mr. Freitag regarding statement.
09/30/04	SD	0.50		Draft certificate of service for fee statement; attention to e-filing of monthly fee statement of Shaw Pittman.
09/30/04	LMG	0.20		Review August Monthly Fee Statement Filed by Pegasus Satellite Television, Inc.
			-----	
Total	07	16.00		

**08 Fee/Employment Objections**

Date	ATTY	Hours	
09/01/04	LMG	0.30	Review Statement of Fees for Services Rendered and Expenses Incurred by Akin Gump Strauss Hauer & Feld LLP, Co-Counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., Et. Al.
09/01/04	LMG	0.20	Review Certificate of No Objection Regarding Statement of Fees for Services Rendered and Out-of-Pocket Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning June 2, 2004 and Ending

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				June 30, 2004 [Docket No. 423] Filed by Akin Gump Strauss Hauer & Feld LLP
09/06/04	RJK	0.10		Review Capital & Technology Advisors Monthly Statement
09/06/04	RJK	0.10		Review Pierce Atwood monthly statement
09/16/04	RJK	0.10		Review supplemental affidavit of David Botter
09/16/04	LMG	0.20		Review August invoice for professional services rendered by Moore & Van Allen.
09/28/04	LMG	0.30		Review Statement of Fees for Services Rendered and Out-of-Pocket Expenses Incurred by Capital & Technology Advisors LLC, as Financial Advisor to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc.
09/30/04	LMG	0.20		Review Request for Reimbursement of Expenses Incurred by Members of the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. Filed by Official Committee of Unsecured Creditors.
			-----	
	Total 08		1.50	
<b>09</b>	<b>Financing</b>			
	Date	ATTY	Hours	
	09/10/04	RJK	0.30	Review bank payment motion
	09/22/04	LMG	0.40	Review Statement of DirecTV, Inc. in Support of Debtors' Supplemental Motion for Order Pursuant to 11 U.S.C. Sections 105(a) and 363(b).
			-----	
	Total 09		0.70	
<b>10</b>	<b>Litigation</b>			

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Date	ATTY	Hours	
09/02/04	RJK	0.20	Exchange e-mails regarding stipulation of dismissal
09/09/04	RJK	0.10	Review e-mails regarding stipulations of dismissal
09/09/04	RJK	0.10	Review e-mails regarding dismissal of Adversary Proceeding and United States District Court appeal
		-----	
Total 10		0.40	
<b>11</b>	<b>Meeting of Creditors</b>		
Date	ATTY	Hours	
09/01/04	RJK	0.20	Exchange e-mails regarding Section 341 meeting
09/01/04	LMG	1.50	Preparation for 341 meeting including discussions with client and co-counsel and follow up re. same.
09/02/04	LMG	1.00	Prep. for 341.
09/02/04	SD	0.70	Preparation of schedules and statements for Mr. Gulino to attend continued 341 meeting.
09/03/04	LMG	4.20	Preparation for attendance at and follow up on continued 341 hearing resulting in agreement to try to better secure over \$900MM in cash.
09/07/04	LMG	1.00	Further follow up on 341 hearing.
		-----	
Total 11		8.60	
<b>12</b>	<b>Plan and Disclosure Statement</b>		
Date	ATTY	Hours	
09/08/04	SD	0.50	Telephone call from/to Jessica Knowles

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				regarding mailing of extension of exclusivity period; review of files for data of state taxing authorities; e-mail state taxing authorities to Jessica Knowles.
09/08/04	SD	0.60		Coordinate mailing of motion to extend exclusivity period.
09/08/04	SD	1.00		Attention to e-filing and service of motion to extend exclusivity period.
09/08/04	LMG	0.30		Review Motion to Extend Exclusivity Period for Filing a Chapter 11 Plan and Disclosure Statement Filed by Pegasus Satellite Television, Inc..
09/09/04	SD	0.60		Draft certificate of service regarding motion to extend exclusivity period; update service list as to form of service; e-filing of certificate of service.
09/09/04	RJK	0.20		Review e-mails regarding exclusivity motion, order
09/23/04	TDR	0.50		Attended court hearing on extension of plan exclusivity period.
09/24/04	LMG	0.20		Review Order Extending Debtors' Exclusivity Periods in Which to File A Chapter 11 Plan and to Solicit Acceptances Thereto.
			-----	
Total 12		3.90		

14 Other

Date	ATTY	Hours	
09/01/04	SD	1.40	Conflicts check
09/02/04	SD	2.00	Conflicts check
09/02/04	SD	0.80	Update Service List information
09/06/04	SD	1.50	Conflicts check
09/06/04	RJK	0.10	Review 4th Amendment to ADS Agreement
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09/07/04	SD	1.50	Conflicts check
09/07/04	SD	0.20	Review of e-filings; docket court related deadlines.
09/08/04	SD	1.50	Conflicts check.
09/10/04	SD	2.00	Review of various e-mails regarding service of pleadings; review of service list information for taxing authorities and SEC; telephone calls to court regarding hearing dates; respond to e-mails from Trumbull and Sidley regarding address and service information; review of service list information; additional telephone calls to court; obtain SEC address for Trumbull Services.
09/13/04	SD	0.20	Review of pleadings; docket court related deadlines; docket deadlines regarding filing of certificates of no objection.
09/13/04	SD	1.00	Pegasus conflict check.
09/14/04	SD	1.50	Conflicts check
09/14/04	RJK	0.20	Telephone call from Larry Nyhan regarding Glosband questions
09/16/04	LMG	0.30	Review Notice of Agenda of Matters Scheduled for Hearing on September 23, 2004 at 10:30 a.m. Filed by Pegasus Satellite Television, Inc.
09/16/04	SD	1.10	Attention to e-filing of agenda for 9/23 hearings; update service list information.
09/16/04	SD	1.50	Conflicts check
09/16/04	RJK	0.10	Review 9/23 hearing agenda
09/17/04	SD	0.30	Telephone call to court; attention to e-filing of executed stipulation; draft certificate of service.

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

October 25, 2004 Invoice# 3161439  
Matter Number: 034902-00002  
RE: Bankruptcy

09/17/04	LMG	0.30	Review notice of Hearing Set (related document(s) : [538] Motion for an Order Pursuant to Sections 105 and 363(b) of the Bankruptcy code (i) Shortening the Challenge Period in the Debtors' Cash Collateral Order, (ii) Allowing Certain Prepetition Secured Claims and (iii) Authorizing the Debtors to Make Payments to Certain Prepetition Secured Parties, filed by Debtor Pegasus Satellite Television, Inc.). Hearing scheduled for 11/8/2004 at 10:30 AM at Bankruptcy Courtroom, Portland.
09/20/04	SD	0.10	Review of docket entry regarding need to file proposed order on docket entry 538; e-mail to Robert Keach regarding same.
09/20/04	SD	0.10	Update service lis (Omnipoint Holdings).
09/20/04	SD	0.80	Review of e-mail from Marc Orfitelli regarding service list; review of Trumbull service list information as to BSSN's.
09/20/04	SD	1.50	Conflict check
09/20/04	SD	0.20	Telephone call from Eileen McDonnell; pacer search for docket entry for sale hearing; e-mail to Eileen McDonnell.
09/21/04	SD	1.50	Conflicts check
09/21/04	LMG	0.50	Discussions with co-counsel re. status; review new pleadings.
09/22/04	LMG	0.20	Review Amended Notice of Agenda Items for 9-23 hearings.
09/22/04	LMG	0.20	Review Amended Notice of Agenda of Matters Scheduled for Hearing on September 23, 2004 at 10:30 a.m. Filed by Pegasus Satellite Television, Inc.
09/22/04	SD	1.00	Conflict check

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09/22/04	SD	0.30	Review of e-mail; attention to e-filing of 2nd amended notice of agenda items.
09/22/04	SD	0.40	Draft of certificate of service; attention to e-filing of amended notice of agenda for 9/23 hearings; service of same.
09/23/04	SD	0.30	E-mail from Jessica Knowles; telephone call to court; formal request for transcript of sale hearing.
09/23/04	SD	0.30	Prepare request of transcript of hearing held on 9/23 re Supplemental KERP motion and extension of exclusivity period.
09/23/04	SD	0.10	Assist Mr. Caruso.
09/24/04	SD	0.10	Review of E-filings; docket court related deadlines re exclusive periods.
09/24/04	SD	0.10	Delete Christensen from service list.
09/24/04	SD	0.10	Update Service List.
09/26/04	SD	1.00	Conflict check.
09/27/04	SD	1.30	Conflict check.
09/29/04	SD	0.50	Conflict check
09/30/04	SD	0.10	Review of e-filings; docket court related deadlines.
Total 14		28.20	

ATTORNEY / PARALEGAL SUMMARY

02	Asset Disposition	Hours	Rate	Amount
	Attorney			
	LEN GULINO	2.50	225.00	562.50
	ROBERT J. KEACH	3.10	350.00	1,085.00
	SHEILA DILIOS	2.10	95.00	199.50

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Total 02	7.70		1,847.00
<b>04 Case Administration</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	3.60	225.00	810.00
ROBERT J. KEACH	0.10	350.00	35.00
SHEILA DILIOS	0.60	95.00	57.00
-----			
Total 04	4.30		902.00
<b>05 Claims Administration and Objections</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	0.90	225.00	202.50
ROBERT J. KEACH	1.20	350.00	420.00
SHEILA DILIOS	1.30	95.00	123.50
-----			
Total 05	3.40		746.00
<b>06 Employee Benefits/Pensions</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	1.20	225.00	270.00
ROBERT J. KEACH	3.30	350.00	1,155.00
SHEILA DILIOS	0.70	95.00	66.50
TODD ROSS	1.00	110.00	110.00
-----			
Total 06	6.20		1,601.50
<b>07 Fee/Employment Applications</b>			
Attorney	Hours	Rate	Amount
LEN GULINO	2.40	225.00	540.00
ROBERT J. KEACH	0.50	350.00	175.00
SHEILA DILIOS	13.10	95.00	1,244.50
-----			

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	Total 07	16.00		1,959.50
<b>08</b>	<b>Fee/Employment Objections</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	1.20	225.00	270.00
	ROBERT J. KEACH	0.30	350.00	105.00
		-----		-----
	Total 08	1.50		375.00
<b>09</b>	<b>Financing</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.40	225.00	90.00
	ROBERT J. KEACH	0.30	350.00	105.00
		-----		-----
	Total 09	0.70		195.00
<b>10</b>	<b>Litigation</b>			
	Attorney	Hours	Rate	Amount
	ROBERT J. KEACH	0.40	350.00	140.00
		-----		-----
	Total 10	0.40		140.00
<b>11</b>	<b>Meeting of Creditors</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	7.70	225.00	1,732.50
	ROBERT J. KEACH	0.20	350.00	70.00
	SHEILA DILIOS	0.70	95.00	66.50
		-----		-----
	Total 11	8.60		1,869.00
<b>12</b>	<b>Plan and Disclosure Statement</b>			
	Attorney	Hours	Rate	Amount
	LEN GULINO	0.50	225.00	112.50

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ROBERT J. KEACH	0.20	350.00	70.00
SHEILA DILIOS	2.70	95.00	256.50
TODD ROSS	0.50	110.00	55.00
	-----		-----
Total 12	3.90		494.00

**14 Other**

Attorney	Hours	Rate	Amount
LEN GULINO	1.50	225.00	337.50
ROBERT J. KEACH	0.40	350.00	140.00
SHEILA DILIOS	26.30	95.00	2,498.50
	-----		-----
Total 14	28.20		2,976.00

TOTAL FEES \$13,105.00

PHOTOCOPY	235.30
PHONE CALL(S)	3.60
TELECOPIER	2.00
POSTAGE	48.97
POSTAGE	43.46
POSTAGE	19.08
TRAVEL EXPENSE - PAID TO: ROBERT J. KEACH	40.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	12.91
MESSENGER EXPENSE - PAID TO: GENERAL COURIER	5.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.43

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	49.14
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	25.09
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	70.11
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	45.50
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	49.14
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	50.96
MEALS - PAID TO: ROBERT J. KEACH	66.71
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.31
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.53
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	13.31

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October 25, 2004 Invoice# 3161439  
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POSTAGE	44.82
POSTAGE	21.83
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	123.20
LEXIS/WESTLAW - PAID TO: WEST GROUP	812.42
PHONE - PAID TO: PREMIERE CONFERENCING	8289.66
TRANSCRIPT COST - PAID TO: TYPEWRIGHTS	2068.00
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.31
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.45
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.45



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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.45
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	17.27
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.45
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	20.31
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	24.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.96

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FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	11.96
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	17.27
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	17.27
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	22.29
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	17.27
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	21.83
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	18.79
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43
FEDERAL EXPRESS - PAID TO: FEDERAL EXPRESS CORPORATION	14.43

TOTAL EXPENSES \$13,096.35

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

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October 25, 2004 Invoice# 3161439  
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TOTAL FEES PLUS EXPENSES \$26,201.35

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 October 25, 2004 I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses as Co-Counsel to the Debtors for the Period Beginning September 1, 2004 and Ending September 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.

October 25, 2004

/s/ Sheila R. Dilios  
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON  
100 Middle Street, P.O. Box 9729  
Portland, ME 04104-5029

## SERVICE VIA “ECF FILING”

- **Gayle H. Allen**  
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- **F. Bruce Sleeper**  
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- **Office of the US Trustee**  
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