

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES INCURRED BY
PIERCE ATWOOD AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD BEGINNING
SEPTEMBER 1, 2004 AND ENDING SEPTEMBER 30, 2004**

Pierce Atwood, co-counsel to the Official Committee of Unsecured Creditors submits for review its monthly statement (the “Monthly Statement”) of fees and expenses incurred for the period beginning September 1, 2004 and ending September 30, 2004 (the “Third Compensation Period”). In support of the Monthly Statement, Pierce Atwood 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”).

2. On July 13, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Pierce Atwood as co-counsel to the Official Committee of Unsecured Creditors 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

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.

Bankruptcy Court authorized payment of 90% of the fees and 100% of the expenses requested in the Monthly Fee Statement.

4. For the Fourth Compensation Period, Pierce Atwood's fees for professional services to the Debtors totaled \$1,189.00. In connection with services rendered, Piece Atwood has actual and necessary expenses in the amount of \$40.35. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded during the First Compensation Period.

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

Interim Period	Total Fees	90% of Total Fees	Fees Due	Total Expenses	Amounts Due
9/1/04-9/30/04	1,189.00	1,070.10	1,070.10	40.35	\$1,110.45

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

7. Attached hereto as Exhibit C is a copy of the monthly invoice for the compensation period, detailing the activity undertaken by that professional and the supporting time records for each activity.

Dated: Portland, Maine
October 28, 2004

/s/ Jacob A. Manheimer
Jacob A. Manheimer
Co-Counsel for the Official Committee of
Unsecured Creditors
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EXHIBIT A

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Photocopy Charges		\$29.10
Office Supplies		\$11.25

EXHIBIT B

Name of Professional	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Jacob A. Manheimer	Partner since 1991. Joined firm as an Associate in 1986. Admitted to Bar in 1983.	\$290	4.10	1,189.00

PIERCE ATWOOD

ALL INVOICES ARE DUE WITHIN 30 DAYS

October 28, 2004

Official Committee of Unsecured Creditors
of Pegasus Satellite Television, Inc., et al.

For Legal Services Rendered in Connection With
Pegasus Satellite Television-Chapter 11

Account No. 17148/02922 JAM
Invoice No. 457061

Administration

9/01/04 JAM	.40	Attend hearing on bar date motion	
9/10/04 JAM	.30	Calls and e-mails with D. Botter, G. Neal, N. Hazan and A. Leddy re expedited hearing on motion to pay banks	
9/17/04 JAM	.30	Participate in telephonic hearing on motion to pay banks	
9/23/04 JAM	.90	Attend hearing on Lodge retention package	
Subtotal	1.90		551.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	1.90	290.00	551.00
Attorney/Paralegal Summary Total	1.90		551.00

Asset Disposition

9/27/04 JAM	1.10	Review DE Shaw offer and memos re same	
Subtotal	1.10		319.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	1.10	290.00	319.00
Attorney/Paralegal Summary Total	1.10		319.00

Meetings of and Communications/Creditors

9/14/04 JAM	.20	Exchange e-mails with B. Hochman re estimate of distribution	
9/22/04 JAM	.40	Participate in committee meeting	
9/30/04 JAM	.50	Participate in committee meeting	
Subtotal	1.10		319.00

* * * ATTORNEY/PARALEGAL SUMMARY * * * *

	HOURS	RATE	AMOUNT
J. Manheimer	1.10	290.00	319.00
Attorney/Paralegal Summary Total	1.10		319.00

4.10 TOTAL HOURS

Total for Services 1,189.00

Disbursements

Copying

9/14/04 Photocopy Charges		29.10
Subtotal		29.10

Other

9/21/04 Office Supplies		11.25
Subtotal		11.25

Total for Disbursements 40.35

Total this Invoice 1,229.35

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CERTIFICATE OF SERVICE

I, Michelle S. Pottle, being over the age of 18 and an employee of Pierce Atwood, hereby certify that on October 28, 2004 I caused the Statement of Fees for Services Rendered and Expenses Incurred by Pierce Atwood as Co-Counsel to the Official Committee of Unsecured Creditors for the Period Beginning September 1, 2004 and Ending September 30, 2004, to be served on the parties listed by verifying that such person(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, 2003, and entered in the U.S. Bankruptcy Court for the District of Maine. Persons who will be served as part of the ECF System are designated in the "ECF Filing" section of the service list. I did not cause service to be made on the persons shown in the "ECF Filing" section.

Dated: Portland, Maine
October 28, 2004

/s/ Michelle S. Pottle
Michelle S. Pottle
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Electronic Notification by the ECF System:

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