

**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 Administrated

**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.
FOR THE PERIOD SEPTEMBER 1, 2004 TO SEPTEMBER 30, 2004**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. (the “Committee”) submits for review its monthly statement (the “Monthly Fee Statement”) of fees for services rendered and out-of-pocket expenses for the period September 1, 2004 to September 30, 2004 the “Compensation Period”). In support of the Monthly Statement, Akin Gump 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 24, 2004, the Bankruptcy Court entered 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 the filing of monthly fee statements and authorized payment of 90% of any unobjected to fees and 100% of the expenses requested in the Monthly Fee Statement.

3. On July 13, 2004, the Bankruptcy Court entered an order (the “Retention Order”) authorizing the retention of Akin Gump as co-counsel to the Committee nunc pro tunc to June 2, 2004.

4. For the Compensation Period, Akin Gump’s fees for providing professional services to the Debtors totaled \$218,044.75. In connection with the services rendered, Akin Gump has recorded actual and necessary out-of-pocket expenses in the amount of \$26,048.32. There may exist additional out-of-pocket expenses that Akin Gump has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto are the following: (i) a schedule summarizing all time expended by attorneys and paraprofessionals (Exhibit “A”); (ii) a detailed accounting of the services rendered, itemized by name of the person who rendered the service, the date, the amount of time expended and a description of the services rendered (please note that these descriptions divide attorney time into tenths of an hour) (Exhibit “B”); and (iii) a schedule of out-of-pocket disbursements incurred in connection with the services performed (Exhibit “C”).

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amount Due
9/01/04 – 9/30/04	\$218,044.75	\$21,804.47	\$196,240.28	\$26,048.32	\$222,288.60

6. Pursuant to the terms of the Interim Compensation Order, responses or objections to this Monthly Fee Statement, if any, must be in writing and must be filed with the Bankruptcy Court and served on the notice parties, as specified in the Interim Compensation Order, so as to be received on or before twenty (20) days following receipt of this Monthly Statement (the “Objection Deadline”).

7. Upon the expiration of the Objection Deadline, the applicant shall certify in writing to the Debtors that no objection, or an objection has been filed with the Court relative to this Monthly Fee Statement, whichever is applicable, after which the Debtors shall pay to the Applicant an amount equal to either (i) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement, or (ii) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement not subject to an objection, as appropriate, until the Court hears and resolves such objection.

Dated: October 29, 2004

Respectfully submitted,
AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ David H. Botter

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Co-Counsel to the Official Committee of Unsecured
Creditors of Pegasus Satellite Television, et al.

EXHIBIT A

PEGASUS SATELLITE TELEVISION, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
JUNE 2, 2004 THROUGH AUGUST 31, 2004

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
David H. Botter	Financial Restructuring	New York – 1990	66.85	\$575.00	\$38,438.75
Tom Davidson	Telecommunications	Wisconsin – 1977	24.90	\$550.00	\$13,695.00
Daniel H. Golden	Financial Restructuring	New York – 1978	12.70	\$775.00	\$9,842.50
Douglas W. Killip	Tax	New York – 1988	8.00	\$550.00	\$4,400.00
Russell W. Parks	Corporate	New York – 1983	34.60	\$600.00	\$20,760.00
Adrienne Scerbak	ERISA	New York – 1993	1.70	\$500.00	\$850.0
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Patrick M. Cox	Tax	New York – 1997	2.00	\$440.00	\$880.00
Philip C. Dublin	Financial Restructuring	New York – 1999	46.80	\$450.00	\$21,060.00
Erica D. McGrady	Corporate	Ohio – 1997	57.60	\$395.00	\$22,752.00
Brian G. Rosen	Real Estate	New Jersey – 1992	6.50	\$405.00	\$2,632.50
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Heidi Anderson	Telecommunications	District of Columbia – 2001	7.70	\$255.00	\$1,963.50
Bernard K. Asirfi	Corporate	Not Yet Admitted	22.20	\$205.00	\$4,551.00
Rachel L. Gerstein	Litigation	New York – 2001	0.50	\$325.00	\$162.50
Nava Hazan	Financial Restructuring	New York – 2000	89.40	\$425.00	\$37,995.00
Joseph P. Kamnik	Financial Restructuring	District of Columbia – 2003	17.90	\$285.00	\$5,101.50
Sameena Karmally	Corporate	Not Yet Admitted	33.80	\$205.00	\$6,929.00
Karen L. Milne	Telecommunications	Not Yet Admitted	19.50	\$205.00	\$3,997.50
Lori J. Pennay	Labor	New York – 2001	4.00	\$325.00	\$1,300.00
Dharmesh Vashee	Financial Restructuring	Virginia – 2002	124.40	\$240.00	\$30,096.00
Christy Vidal	Corporate	Virginia – 2002	32.80	\$255.00	\$7,872.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT
Matthew Cannata	Financial Restructuring		1.10	\$155.00	\$170.50
Suzanne Ferandez-Herrero	Telecommunications		2.90	\$160.00	\$464.00
Cynthia Fitzpatrick	Financial Restructuring		0.90	\$165.00	\$148.50
Tamera Harris	Financial Restructuring		0.20	\$125.00	\$25.00
Stacie K. Joyner	Corporate		3.10	\$160.00	\$496.00
Lauren Lee	Financial Restructuring		1.30	\$155.00	\$201.50
Peter J. Sprofera	Financial Restructuring		6.00	\$180.00	\$1,080.00
TOTAL			545.25		\$218,044.75

EXHIBIT B

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

PEGASUS SATELLITE TELEVISION, INC.
225 CITY LINE AVENUE
BALA CYNWYD, PA 19004

Invoice Number 869471
Invoice Date 10/29/04
Client Number 680931
Matter Number 0001

Re: COMMITTEE OF UNSECURED CREDITORS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/04 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	28.70	\$14,986.00
0003	Akin Gump Fee Application/Monthly Billing Reports	12.20	\$3,865.00
0004	Analysis of Other Professionals Fee Applications/Reports	2.40	\$714.00
0005	Review/Preparation of Schedules, Statements	1.60	\$680.00
0006	Retention of Professionals	2.80	\$1,108.00
0007	Creditors Committee Meetings	14.10	\$8,346.00
0008	Court Hearings	5.10	\$2,557.50
0011	Executory Contracts/License Agreements	26.40	\$9,072.00
0013	Analysis of Pre-Petition Transactions	2.20	\$1,012.50
0015	Analysis of Secured Claims/Adequate Protection Issues	128.80	\$50,725.50
0018	Tax Issues	10.20	\$5,395.00
0019	Labor Issues/Employee Benefits	24.20	\$10,845.00
0020	Real Estate Issues/Leases	1.10	\$341.50
0021	Exclusivity	1.00	\$485.00
0022	Plan, Disclosure Statement and Plan Related Documentation	1.00	\$740.00
0024	Asset/Stock Transaction/Business Liquidations	275.20	\$103,028.00
0025	Travel	8.25	\$4,143.75
	TOTAL	545.25	\$218,044.75

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/01/04	CTF	0002 Retrieve court docket.	0.10
09/01/04	NH	0002 Email exchange w/ JM and DB re 341 meeting (0.1); email exchange w/ Committee member re face amount of note claim (0.2)	0.30
09/02/04	NH	0002 Respond to calls from creditors (0.2); email exchange re amount of claim of JP Morgan w/ PC (0.2); review letter/status update re Wachovia Bank issue (0.2).	0.60
09/03/04	CTF	0002 Retrieve court docket.	0.10
09/03/04	NH	0002 Attend 341 meeting (1.0); email to DB re update on 341 meeting (0.1).	1.10
09/07/04	DHG	0002 O/c D. Botter re: status.	0.20
09/07/04	DHB	0002 Office conference with P. Dublin regarding status (.2); office conferences with D. Golden (.3); and N. Hazan regarding status (.3).	0.80
09/07/04	CTF	0002 Retrieve court docket.	0.10
09/07/04	NH	0002 O/c w/ Botter re items to be discussed on the conference call w/ Debtors (0.2); email to committee member re information for proof of claim (0.1).	0.30
09/08/04	DHB	0002 Telephone conferences with creditors regarding status of case (.2) (.3); telephone conference with B. Ellis Monro regarding same (.1); review Trustee notice regarding status and e-mail regarding same (.3).	0.90
09/08/04	PCD	0002 Calls with Committee members regarding bylaws (.1); e-mails regarding same (.1).	0.20
09/08/04	NH	0002 Email exchange w/ P. Caruso re request for information for Committee member (0.2); email exchange re conference call w/ Debtor's counsel on various pending issues (0.2); respond to various Committee member's request (0.1).	0.50
09/09/04	DHG	0002 Meeting with lawyers from Debtors and PCC re open issues including plan, sale of broadcast assets, treatment of bank creditors, etc.	2.50
09/09/04	DHB	0002 Various office conferences with D. Golden, TD and R. Parks regarding preparation for meeting with Debtors (.2) (.2) (.3); meet with Debtors regarding all case issues, including plan and broadcast sale (3.3).	4.60
09/09/04	NH	0002 Revise motion summary re 1121 extension and Lodge KERP (0.3); further review/send to Committee (0.2).	0.50
09/09/04	NH	0002 Meeting w/ Debtors' counsel re status and next steps (3.0); review stipulation of dismissal re litigation (0.1).	3.10
09/10/04	DHB	0002 Telephone conference with creditors regarding status (.3) (.3); office conference with P. Dublin regarding status and next steps (.2); review and revise motion summaries (.3); review case "to-do" list (.1); office conference with D. Golden regarding status (.1).	1.30
09/10/04	CTF	0002 Retrieve court docket.	0.10
09/13/04	CTF	0002 Retrieve court docket.	0.10
09/13/04	NH	0002 Review memo re bank accounts information (0.2).	0.20
09/14/04	DHB	0002 Telephone conference with L. Nyhan regarding numerous outstanding issues (.4); telephone conferences with M. Somerstein regarding sub debt issues (.2) (.1); office conference with P. Dublin and N. Hazan regarding to-dos (.2).	0.90
09/14/04	DHB	0002 Telephone conferences with creditors regarding status of case (.3) (.3).	0.60
09/14/04	NH	0002 Email exchange w/ Paul Caruso re employment of liquidators (0.1); email re hearing on 17/09/04 to Guy Neal (0.1); review Docket (0.1); prepare memo to team re open issues (1.2).	1.50
09/15/04	NH	0002 Review Debtors' proposed time line (0.2).	0.20
09/16/04	DHB	0002 E-mail communications regarding next meeting with Debtors (.1).	0.10
09/17/04	DHB	0002 Telephone conference with Indenture Trustee regarding case status (.1); telephone conference with G. Neal regarding open case points (.1); e-mail communications related thereto (.2).	0.40
09/17/04	CTF	0002 Retrieve court docket.	0.10
09/20/04	CTF	0002 Retrieve court docket.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/20/04	NH	0002 Call from Guy Neal re various open issues (KERP, APA, offering memorandum) (0.2); review Wachovia default notice (0.1).	0.30
09/21/04	RWP	0002 Meeting at Sidley regarding status/process.	2.50
09/22/04	TLH	0002 Retrieve and review docket.	0.10
09/22/04	NH	0002 Revise Conference Call List (0.1).	0.10
09/23/04	DHB	0002 Telephone conferences with creditors regarding status of case (.2).	0.20
09/23/04	NH	0002 Review docket (0.1).	0.10
09/24/04	TLH	0002 Retrieve and review docket.	0.10
09/24/04	DHB	0002 Telephone conferences with creditors regarding status of patronage certificates (.4).	0.40
09/27/04	DHB	0002 Review e-mails regarding VAC and e-mails thereto (.2); office conference with N. Hazan regarding same (.1).	0.30
09/27/04	CTF	0002 Retrieve court docket.	0.10
09/28/04	DHB	0002 E-mails with P. Caruso regarding VAC issue and Banks (.1).	0.10
09/28/04	NH	0002 Research re UST information in Boston (0.3).	0.30
09/29/04	DHB	0002 Telephone conference with creditors regarding status (.2); office conference with N. Hazan regarding all outstanding issues (.5).	0.70
09/29/04	CTF	0002 Retrieve court docket.	0.10
09/29/04	NH	0002 Meeting w/ D. Botter re all open issues (0.4); review docket (0.1).	0.50
09/30/04	NH	0002 Review docket (0.1); correct motion and application summaries for October 14 hearing (1.2).	1.30
09/01/04	PJS	0003 Review and prepare documents re fee statement.	0.80
09/01/04	NH	0003 Emails to local counsel re Akin fee statement (0.1); draft certificate of no objection re Akin June fee statement (0.4).	0.50
09/08/04	NH	0003 Review and revise invoice for August (2.6).	2.60
09/08/04	NH	0003 Email re CNO for Akin fees (0.1).	0.10
09/09/04	NH	0003 Finalize Akin invoice for July (0.6).	0.60
09/14/04	PJS	0003 Review documents re fee statement.	0.70
09/16/04	PJS	0003 Review documents re fee statement.	1.90
09/22/04	DHB	0003 Review and revise monthly fee statement.	1.00
09/23/04	PJS	0003 Review and prepare documents re fee statement.	0.30
09/23/04	NH	0003 Draft CNO for July fee (0.4); organize filing (0.1).	0.50
09/24/04	PJS	0003 Review and prepare documents re fee statement (1.5); review and prepare documents re committee expense reimbursement (.4).	1.90
09/24/04	NH	0003 Email exchange w/ Pierce Atwood re payment of Akin fees (0.1); email to Debtors re same (0.1).	0.20
09/27/04	NH	0003 Call/emails re Akin fee statement/filing (0.2).	0.20
09/29/04	PJS	0003 Finalize committee expense reimbursement request.	0.40
09/29/04	NH	0003 Email exchange w/ PS re new supplemental affidavit/ draft same (0.4).	0.40
09/30/04	NH	0003 Emails re committee expenses/ Akin fees (0.1).	0.10
09/01/04	NH	0004 Review various fee statements filed by other counsel (0.1).	0.10
09/02/04	NH	0004 Review fee statement (0.1).	0.10
09/02/04	LL	0004 Update monthly fee chart by professional.	0.40
09/09/04	NH	0004 Review fee statements of various professionals (0.1).	0.10
09/13/04	NH	0004 Review fee statements (0.1).	0.10
09/14/04	NH	0004 Review filed statement of fees (0.1).	0.10
09/16/04	LL	0004 Update monthly fee chart by professional.	0.50
09/27/04	NH	0004 Review various fee statements (0.2); email to E. Moring re KPMG retention (0.1).	0.30
09/29/04	DHB	0004 Review and revise Committee member expense request (.2); office conference with P. Sprofera regarding same (.1).	0.30
09/29/04	LL	0004 Update monthly fee chart by professional.	0.40
09/01/04	NH	0005 Review/continue summary of SOFA and SOL (1.6).	1.60
09/09/04	NH	0006 Draft Supplemental Affidavit of D. Golden (0.4).	0.40
09/10/04	DHB	0006 Review and revise supplemental affidavit (.1); office conference with N. Hazan regarding same (.1).	0.20
09/10/04	NH	0006 Revise Supplemental Affidavit re Echostar (0.1).	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
09/14/04	NH	0006	Revise Supplement Affidavit of DB/ call P. Sprofera re same (0.2).	0.20
09/21/04	NH	0006	Call E. Moring re application to retain KPMG (0.2); discuss same w/ DB (0.1).	0.30
09/22/04	NH	0006	Email to E. Moring re KPMG retention (0.1); email to D. Botter re Herbein retention (.2).	0.30
09/23/04	NH	0006	Review KPMG list of services to be provided (0.1).	0.10
09/29/04	NH	0006	Review motion to employ KPMG and exhibits (0.4).	0.40
09/30/04	JPK	0006	Review Debtors' application for employment of KPMG LLP and draft memorandum to committee summarizing same.	0.80
09/21/04	DHG	0007	Office conference D. Botter in preparation for Committee call (.7).	0.70
09/21/04	DHB	0007	Begin preparation for Committee meeting (1.2).	1.20
09/22/04	RWP	0007	Participate in Committee call.	0.50
09/22/04	DHB	0007	Continue preparation for committee meeting (1.5); meet with team prior to meeting (.5); attend same (.5); follow-up calls with committee members (.4) (.3).	3.20
09/22/04	PCD	0007	Committee call regarding asset sale issues (.4).	0.40
09/22/04	EDM	0007	Attend Committee call.	0.30
09/22/04	NH	0007	Conference call w/ committee re DE Shaw proposal (.7).	0.70
09/30/04	DHG	0007	Prepare for and participate in committee conference call re: issues relating to broadcast assets sale.	2.30
09/30/04	RWP	0007	Participate in Committee conference call regarding PBT.	0.50
09/30/04	DHB	0007	Prepare for Committee meeting (2.0); office conference with D. Golden regarding same (.2); attend committee meeting and follow-up (.6); telephone conference with committee members regarding follow up (.1); telephone conference with M. Puntus as follow-up (.2).	3.10
09/30/04	PCD	0007	Committee call regarding broadcast sale (.5); confer with D. Botter and D. Golden regarding same (.2).	0.70
09/30/04	EDM	0007	Attend Committee call.	0.50
09/01/04	NH	0008	Review revised order and notice re Bar date (0.1); attend telephonic hearing re same (0.3); email to Committee re results of hearing (0.2).	0.60
09/16/04	NH	0008	Review Agenda for 9/23 hearing.	0.10
09/17/04	DHB	0008	Prepare for and attend Bank payment hearing (.4); follow up with P. Dublin (.1).	0.50
09/17/04	NH	0008	Review stipulation and order (filed version) in preparation for hearing (0.4).	0.40
09/17/04	NH	0008	Attend telephonic hearing re bank stipulation and order (0.4).	0.40
09/22/04	NH	0008	Review Agenda for Sept. 23 hearing (0.1); review Amended Agenda (0.1).	0.20
09/23/04	DHB	0008	Continue hearing preparation including preparation for Barr testimony and meet with Debtors (1.5); attend hearing (.6).	2.10
09/23/04	NH	0008	Attend telephonic Hearing re KERP for Lodge and exclusivity (0.8).	0.80
09/02/04	JPK	0011	Review Debtors' motion to assume contracts with KB Prime Media.	0.50
09/02/04	JPK	0011	Draft summary to committee of Debtors' motion to assume 4 contracts with KB Prime Media.	0.80
09/02/04	NH	0011	Review email exchange and motion re assumption of executory contract w/ KB Prime Media/email to FA re review (0.8)	0.80
09/17/04	DHB	0011	Work related to Sprint issue (.3); conference call regarding same (.3); e-mail communications regarding review thereof (.2).	0.80
09/17/04	NH	0011	Review Customer services agreement with/Sprint and amendment thereto (0.6); memo to DB re summary of same (0.4); email to DB re termination provision after review of service agreement re same (0.5); conference call w/ Debtors' counsel re same (0.4).	1.90
09/18/04	NH	0011	Email to FA re Sprint contract termination (0.2).	0.20
09/20/04	NH	0011	Review global settlement re issue raised by termination of Sprint contract (1.1); email to DB re same (0.1).	1.20
09/21/04	NH	0011	Review additional documents related to contract between PCC and Sprint (0.7); review support services agreement re telecommunication	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		services (0.2); o/c w/ DB re same and Global Settlement Agreement with respect to Sprint issue (0.2).	
09/22/04	NH	0011 Start draft memo to Committee re Sprint issue (1.1).	1.10
09/24/04	NH	0011 Call to ES re Sprint contract (0.2); review all documents relating to Sprint in preparation for conference call/ review support service agreement re same and global settlement agreement re same (1.2).	1.40
09/27/04	JPK	0011 Begin research regarding consequence of KB's potential rejection of option agreement.	4.70
09/27/04	NH	0011 Review services agreement re assignment of contract from PCC to management company (0.2); call w/ Greenhill re Sprint issue (0.4); call Debtors' counsel re same (0.1); review email exchange re VAC contract (0.1); review VAC agreement (0.6)	1.40
09/28/04	JPK	0011 Continue research regarding consequences of KB Prime's potential rejection of option agreement.	6.30
09/28/04	JPK	0011 Confer with E. McGrady (email) regarding KB Prime documents (.1).	0.10
09/28/04	NH	0011 Conference call re Sprint w/ FAs and Guy Neal (0.3).	0.30
09/29/04	JPK	0011 Continue research and memorandum regarding option agreement with KB Prime.	3.80
09/01/04	AAS	0013 Review of due diligence memo.	1.70
09/30/04	RLG	0013 Research re SEC investigation of Pegasus (.3); list of questions for Sidley Austin attorney re Pegasus (.1); meeting with Maynard re same (.1).	0.50
09/01/04	NH	0015 Review portions of closing binder for Junior loan agreement (security/collateral/UCC filings)/review Pegasus corporate chart/discuss same with E. McGrady (2.2); draft memo to Committee re lien search (2.0); discuss same w/ DB (0.1).	4.30
09/01/04	NH	0015 Emails to Debtors re motion on payments to secured lenders (0.1).	0.10
09/02/04	EDM	0015 Review and revise memo regarding payment of secured creditors.	1.40
09/02/04	EDM	0015 Research regarding secured creditor claims and Article 9.	2.90
09/02/04	NH	0015 Review revised memo re lien search (0.2).	0.20
09/07/04	RWP	0015 Review senior debt pay off letter and capital structure regarding same.	0.80
09/07/04	RWP	0015 Review lien search issues.	0.50
09/07/04	DHB	0015 Review and revise memo regarding payment to Banks with proceeds of sale (1.0); and office conference with N. Hazan regarding same (.2); review revised memo regarding payment to Banks with proceeds of sale (1.0); and office conference with N. Hazan regarding same (.2).	2.40
09/07/04	PCD	0015 Review prepayment research (1.4); review default interest research (.8); further research regarding bank claim issues.	4.40
09/07/04	EDM	0015 Research regarding lien search/secured creditor issue.	3.20
09/07/04	NH	0015 Review Debtors' motion seeking authorization to pay the banks (0.6); conference call w/ E McGrady/ David Botter and Russ Park re lien searches (0.1); review and revise memo to Committee re lien searches (2.2).	2.90
09/07/04	DSV	0015 Research into questions regarding default interest rates.	7.10
09/08/04	DHB	0015 Various office conferences with N. Hazan (.2); and D. Golden regarding payment to banks (.2); review and changes to final memo regarding same (.4); review draft motion in respect thereof (.4).	1.20
09/08/04	EDM	0015 Review memo regarding payment of secured claims.	0.90
09/08/04	EDM	0015 Attention to lien search analysis.	1.70
09/08/04	NH	0015 Revise memo to committee re payment to secured lenders/email to DB re same (0.3); discuss same w/ DG and DB (0.1); email to FA re motion to pay the Banks (0.1); call from G. Neal/email re timing of filing of motion to pay the Banks (0.1).	0.60
09/08/04	SKJ	0015 Confer with E. McGrady re retrieval of UCC search results from Secretary of State of Delaware (.1); review UCC filed in connection with August 2003 transaction (.7); prepare correspondence to B. Christman (CSC) re retrieval of UCC filings in Delaware (.2).	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/08/04	DSV	0015 Research into interest rate issue (2.8); Review research and prepare memo summarizing findings (5.3).	8.10
09/09/04	DHB	0015 Office conference with N. Hazan regarding Bank payment motion (.2); review work regarding same (.4).	0.60
09/09/04	NH	0015 Revise motion to pay the banks (version 1 and version 2) (1.8); emails to E. McGrady re validity of lien (0.1); email to FAs re amount to be paid to banks (0.1).	2.00
09/09/04	SKJ	0015 Review report of UCCs on file with Secretary of State of Delaware with respect to Pegasus Satellite Communications, Inc. and review filings (1.7); prepare correspondence to E. McGrady re UCC lien search results (.4).	2.10
09/09/04	DSV	0015 Additional research into questions regarding default interest issues.	3.00
09/10/04	DHB	0015 Work related to finalizing motion regarding Bank payment with proceeds (.4) (.4); review changes thereto (.2); office conference with D. Golden and P. Dublin regarding prepayment issues (.2); telephone conference with Debtor regarding changes to Bank motion (.2); telephone conference with J. Manheimer regarding scheduling of same (.2); e-mail communications regarding proceeds (.2).	1.80
09/10/04	PCD	0015 Further review of prepayment research (1.6); review memo regarding same (.2); research regarding same (.4).	2.20
09/10/04	EDM	0015 Multiple telephone conferences with N. Hazan and D. Botter regarding motion regarding secured lender payments.	2.20
09/10/04	EDM	0015 Research regarding lien analysis and credit documents with regard to interest rates and default rates.	2.70
09/10/04	NH	0015 Various calls w/ DB and E. McGrady re interest rates on credit agreement/revise motion to pay the banks (0.8); call w/ DB and P. Caruso re revision to same motion (0.2); call/emails w/ DB and J. Manheimer re hearing on same motion (0.2).	1.20
09/10/04	DSV	0015 Summarize findings and prepare memo examining default interest issues.	5.10
09/10/04	MC	0015 Pull cases from WestLaw and create Binder for D. Botter re prepayment premiums.	1.10
09/12/04	DHB	0015 Review case law on prepayment issue (1.2); e-mail communications with P. Dublin regarding same (.1).	1.30
09/12/04	EDM	0015 Review Stipulation with the Banks.	1.10
09/12/04	NH	0015 Review Stipulation with Bank re payments (0.3).	0.30
09/13/04	DHB	0015 Review Bank stipulation and changes thereto (.8); e-mail communications with P. Dublin regarding same (.2).	1.00
09/13/04	PCD	0015 Review and comment on stipulation regarding payment to the Bank (1.1); review payment motion (.3); e-mails regarding stipulation (.2); confer with D. Botter regarding same (.2), review prepayment research (.7); review default interest research (.6).	3.10
09/13/04	DSV	0015 Review and edit memo examining default interest issues.	0.60
09/14/04	DHB	0015 Office conferences with P. Dublin regarding Bank stipulation (.3) (.1) (.1); review revisions to same (.2) (.3); work related thereto (.2).	1.20
09/14/04	PCD	0015 Research regarding default interest (.8); research regarding prepayment (.9); review and revise bank stipulation (.6); confer with D. Botter regarding bank stipulation issues (.4); review cash collateral order (.4); calls regarding bank stipulation (.5).	3.60
09/14/04	EDM	0015 Review Stipulation with Banks.	0.90
09/14/04	DSV	0015 Brief cases discussing post-petition interest and prepare memo regarding same.	5.40
09/15/04	DHB	0015 Review of new draft of bank stipulation (.4); e-mail communication with P. Dublin and E. McGrady regarding same (.1); continue work regarding bank stipulation, including various e-mails with Banks (.5).	1.00
09/15/04	PCD	0015 Review and revise bank stipulation (1.8); calls regarding same (.6); confer with D. Botter regarding same (.3); review research regarding	3.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		bank claims (1.2).	
09/15/04	NH	0015 Call/email re Debtors' comments to the Bank stipulation (0.2).	0.20
09/15/04	DSV	0015 Brief cases and continue preparing memo summarizing same re default interest (2.2); Additional research into default interest issues (1.1).	3.30
09/16/04	DHB	0015 E-mail communications regarding bank stipulation.	0.40
09/16/04	PCD	0015 E-mails regarding stipulation for bank payment (.8); review revised stipulation (.7); calls regarding same (.3).	1.80
09/16/04	NH	0015 Review email exchange re bank stipulation.	0.20
09/17/04	DHB	0015 Review newest draft of Bank stipulation (.3); telephone conference with B Robins regarding numbers (.1); conference call regarding same (.3); review of follow up language (.7); and e-mail communications regarding same (.2) (.2).	2.00
09/17/04	PCD	0015 Review and revise stipulation (1.4); call regarding same (.8); confer with D. Botter regarding same (.4); e-mails regarding same (.3).	2.90
09/22/04	PCD	0015 E-mails regarding payment of bank claims (.2).	0.20
09/26/04	NH	0015 Research re various credit agreements and amendment thereto (0.8); review same re default interest rate/premiums issues/ prepayments issues (1.1).	1.90
09/27/04	NH	0015 Review memo re premium prepayment/ review cases cited in memo/ review credit agreement/ review cases added by DB after discussion w/ Lenders (2.5); review memos re payment of default rate/ call to DV re same/ review cases cited (1.8); call E. McG re same (0.1).	4.40
09/27/04	DSV	0015 Compile research into default interest issues for N. Hazan.	0.20
09/28/04	DHB	0015 E-mail communications with N. Hazan regarding bank issues (.3); e-mail to bank counsel regarding settlement discussion (.1).	0.40
09/28/04	PCD	0015 Call with N. Hazan regarding claims of banks (.1); e-mails regarding same (.1).	0.20
09/28/04	NH	0015 Email exchange w/ D. Botter re premium/ default rate issues (0.3); review Bank prepayment premium analysis from FA (0.1); emails to FAs re default rate calculation (0.2); email exchange/ calls w/ DV and PD re default rate issues (0.3).	0.90
09/28/04	NH	0015 Research re default interest rate and impact on creditors (1.2).	1.20
09/29/04	DHG	0015 Review research regarding payment of penalty interest to secured lenders.	2.00
09/29/04	DHB	0015 Telephone conference with Banks' counsel regarding prepayment issue and follow up with N. Hazan (.5); review case law regarding same (.5); office conferences with N. Hazan regarding same (.2).	1.20
09/29/04	PCD	0015 E-mails regarding bank claims issues (.2); review research regarding same (.4).	0.60
09/29/04	EDM	0015 Review documents and draft memo regarding prepayment provisions.	1.70
09/29/04	NH	0015 Call to S. Greeder re default interest rate calculation (0.1); review memos re default rate amount and premium amount (0.2); conference call w/ Lenders' counsel re premium and default rate (0.4); draft memo to Committee re premiums for prepayment/ default interest/ calls w/ EM Grady re same/ further research re same (3.8).	4.50
09/30/04	DHB	0015 Office conference with P. Dublin regarding prepayment issues (.2); work related thereto (.3).	0.50
09/30/04	PCD	0015 Review memos regarding bank claims (.4).	0.40
09/30/04	EDM	0015 Telephone conference with N. Hazan and N. Ortega regarding credit agreement prepayment penalty provisions.	0.90
09/30/04	NH	0015 Draft memo to Committee re prepayment premium/ default interest (3.5); calls re same w/ E. McGrady (.9); calls w/ FA re amount of prepayment (.4); review new memos by FAs re premiums (.9); revise memo re default interest/correct (2.1)	5.70
09/17/04	DWK	0018 Analysis of tax documents, PODs and call with Debevoise tax counsel.	2.50
09/22/04	DWK	0018 Review sub documents for Broadcast assets.	1.50
09/24/04	DWK	0018 Call with D. Botter regarding tax implications of liquidating trust for	2.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/28/04	DWK	0018 Broadcast assets (.2); analysis regarding same (1.8). Call with D. Botter regarding restructuring tax issues for Pegasus Satellite (.1); review of consolidated tax loss rules and loss preservation rules (1.9).	2.00
09/30/04	PMC	0018 Research tax law regarding Sections 381 and 332 (1.9); discuss with D. Killip (.1).	2.00
09/30/04	DHB	0018 Office conference with D. Killip regarding tax issues of Broadcast sale (.2).	0.20
09/07/04	NH	0019 Review Proposed KERP modification/ email to group (0.3); email to FA re Lodge KERP (0.1).	0.40
09/08/04	DHB	0019 Review memo regarding KERP enhancement (.2); office conference with N. Hazan regarding same (.1); conference call with advisors and Debtors regarding same and follow up (.5).	0.80
09/08/04	NH	0019 Conference call on additional KERP w/ Debtors' counsel (0.5); review summary of same prepared by Debtors in preparation for call (0.2).	0.70
09/08/04	NH	0019 Review Additional KERP motion/ summarize for Committee (0.5); discuss same w/ DB (0.1).	0.60
09/09/04	NH	0019 Email to Puntus and DB re Lodge KERP (0.1); draft statement in support of Lodge KERP (0.6).	0.70
09/10/04	LJP	0019 Review of WARN Act issues.	1.80
09/10/04	NH	0019 Review Release and Separation Agreement (0.3); review email exchange re comments on same (0.1).	0.40
09/13/04	LJP	0019 Review of Releases for ADEA compliance (.8); edit and revision of release (.4); correspondence with A. Scerbak and N. Hazan (.2); correspondence with E. Moring of Sidley & Austin (.2).	1.60
09/13/04	NH	0019 Review email exchange/ memo re separation agreement (0.2).	0.20
09/14/04	LJP	0019 Review of ADEA rider and attachment (.5); correspondence with Sidley Austin (.1).	0.60
09/14/04	DHB	0019 Review and revise Lodge KERP response (.3); office conference with N. Hazan regarding changes thereto (.1); e-mail communications related thereto (.1).	0.50
09/14/04	NH	0019 Revise statement in support of Ted Lodge KERP/file same (0.2).	0.20
09/17/04	DHB	0019 Telephone conference with G. Neal regarding objection to Lodge KERP (.2); e-mail communications related thereto (2); review and consider same (.5).	0.90
09/18/04	NH	0019 Review Delaware Street objection to Lodge KERP (0.4); email to FA re same (0.1); email to Debtors' counsel re same (0.1).	0.60
09/20/04	DHB	0019 Work related to KERP objection (.2); e-mails with G. Neal regarding same (.2).	0.40
09/20/04	NH	0019 Email to W. Barr re hearing on KERP motion (0.1).	0.10
09/21/04	DHB	0019 Telephone conference with W. Barr regarding KERP issues (.1); e-mails related thereto (.2); conference call with Debtors regarding objection (.5); work with N. Hazan regarding hearing preparation (.3); begin hearing preparation (.5).	1.60
09/21/04	NH	0019 O/C w/ DB and W. Barr re testimony for Lodge's KERP (0.1); Email to group re conference call on same (0.1); conference call re hearing on Lodge issues w/ Debtors' counsel/ Wayne Barr and M. Puntus (0.4).	0.60
09/21/04	NH	0019 Review Delaware Street's objection to Lodge KERP/ prepare rebuttal arguments/ List W. Barr testimony issues/ prepare testimony outline (2.2).	2.20
09/22/04	DHB	0019 Review Debtors' response on Lodge (.5); review and revise joinder thereto (.4); office conferences with N. Hazan regarding witness preparation (.3) (.2) and revisions to Joinder (.1); review DTV response (.1); begin preparation for hearing (.6).	2.20
09/22/04	NH	0019 Work on testimony outline/objection of DSC's arguments and committee rebuttals re Lodge KERP (3.4); further revision of same (0.4); discuss w/ DB re same (0.3); review Response of Debtors to Delaware Street	4.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/22/04	NH	0019 objection to Lodge's KERP (0.3). Draft Joinder to Debtors' Response to Delaware Street Objection (0.4); review statement in support of Directv (0.1); revise testimony outline of W. Barr (1.8); revise Joinder of Committee to Debtors' response (0.2); organize filing of same (0.2).	2.70
09/29/04	JPk	0020 Confer with N. Hazan (email) regarding Debtors' motion to extend time to assume or reject unexpired leases of nonresidential real property.	0.10
09/29/04	NH	0020 Review motion to extend time re 365(d)(4) (0.2).	0.20
09/30/04	JPk	0020 Review Debtors' motion to extend deadline to assume/reject nonresidential real property leases and draft memorandum to Committee summarizing same.	0.80
09/08/04	DHB	0021 Review draft exclusivity motion (.4).	0.40
09/08/04	NH	0021 Review new motion to extend exclusivity (0.3); summarize same for Committee (0.3).	0.60
09/08/04	DHG	0022 Office conference D. Botter re plan related issues (.6); office conference M. Somerstein re step down negotiations (.3).	0.90
09/27/04	NH	0022 Email to Guy Neal re timing of Plan and DS (0.1).	0.10
09/02/04	RWP	0024 Review Motion regarding duopoly station revenues and review due diligence materials regarding station ownership.	3.00
09/07/04	RWP	0024 Telephone calls regarding PBT status and motion (.9); review motion (1.6).	2.50
09/07/04	DHB	0024 Office conference with R. Parks regarding PBT sale (.4); e-mail communications regarding same (.1); telephone conferences with creditors regarding same (.1); review draft PBT option motion (.4); review revised memo (.7); conference call with Debtors regarding PBT option and follow up (1.7); work related to same (.5); review Letter Agreement regarding PBT sale and e-mail to D. Golden regarding same (.6);.	3.30
09/07/04	PCD	0024 E-mails regarding broadcast asset sale issue (.5); calls regarding same (.8); confer with Akin team regarding same (.4).	1.70
09/07/04	NH	0024 Conference call w/ Debtors and Akin team re KP Prime Media motion (1.5).	1.50
09/07/04	NH	0024 Email re sale proceeds to Sidley (0.1).	0.10
09/09/04	HRA	0024 Analysis regarding pro forma transaction (.2); correspondence with T. Davidson regarding same (.1).	0.30
09/09/04	RWP	0024 Review issues lists (.5); attend meeting with Debtors by conference call re sale of Broadcast assets (1.5).	2.00
09/09/04	PCD	0024 Meeting at Sidley regarding Broadcast asset sale issues (1.6); e-mails regarding same (.2).	1.80
09/10/04	RWP	0024 Work on issues regarding sale process and FCC problems.	3.00
09/10/04	DHB	0024 Work with R. Parks, T. Davidson and P. Dublin regarding Broadcast sale (1.0).	1.00
09/13/04	TWD	0024 Reviewed D.E. Shaw offer and termsheet re FCC issue.	0.30
09/13/04	DHB	0024 Review D.E. Shaw Broadcast proposal (.4); e-mail communications regarding same (.5).	0.90
09/13/04	NH	0024 Review proposal letter and term sheet re broadcast assets (0.3).	0.30
09/14/04	DHB	0024 E-mail communications regarding diligence (.2); telephone conference with Greenhill regarding D.E. Shaw offer (.1); work related to Broadcast sale (.2).	0.50
09/14/04	EDM	0024 Review due diligence re PBT.	2.90
09/14/04	NH	0024 Email exchange/ calls re DE Shaw proposal/ committee conference call re same (0.3); email exchange re PBT due diligence (0.1).	0.40
09/15/04	RWP	0024 Review documents received regarding duopoly issues and structure.	3.50
09/15/04	EDM	0024 Conference with B. Asirifi regarding due diligence review.	0.60
09/15/04	EDM	0024 Attention to due diligence and review documentation.	2.20
09/15/04	BKA	0024 Diligence review re Asset Purchase (PSC and WSWB TV Station)	2.80
09/16/04	EDM	0024 Conference with S. Karmally and B. Asirifi regarding due diligence	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review.	
09/16/04	EDM	0024 Review PBT due diligence.	2.70
09/16/04	NH	0024 Emails to team re call on DE Shaw proposal.	0.10
09/16/04	BKA	0024 Due Diligence review re Asset Purchase Agmt (PSC and WSWB TV Station)	0.70
09/16/04	BKA	0024 Diligence review re Asset Purchase Agmt (PSC-WPME TV Station)	0.90
09/16/04	SK	0024 Confer with E. McGrady re background and status, due diligence.	0.60
09/16/04	SK	0024 Review documents including due diligence templates.	0.30
09/17/04	PCD	0024 E-mails regarding KB issues (.2); review LOI (.5).	0.70
09/17/04	EDM	0024 Review due diligence summary; conference with B. Asirifi regarding same; conference with C. Vidal regarding same.	2.70
09/17/04	BKA	0024 Diligence Review: Asset Purchase Agmt (PSC - WPME/WGFL/WLCF/WYPN TV Stations	3.50
09/17/04	SK	0024 Draft Affiliation Agreement Workform for CBS-WGFL-TV Agreement	2.50
09/19/04	CV	0024 Conduct due diligence review of Pegasus Broadcast Television, Inc. and its subsidiaries (6.8); create index of due diligence materials received to date (1.8).	8.60
09/19/04	DHB	0024 E-mail communication with Davidson and R. Parks regarding Broadcast sale (.2).	0.20
09/19/04	EDM	0024 Review time brokerage agreements and other KB Media documents.	4.30
09/20/04	CV	0024 Create index of due diligence materials received to date of Pegasus Broadcast Television, Inc. and its subsidiaries (5.2); review organizational documents of same (1.1).	6.30
09/20/04	TWD	0024 Telephone calls with R. Parks re: various options for sale to PCC or third party (.30); office conference with K. Milne re: same (.40); reviewed LMAs for PA. and Maine and purchase option (2.0); reviewed D.E. Shaw letter (.30).	3.00
09/20/04	RWP	0024 Work on issues regarding short form/long form merger.	2.50
09/20/04	DHB	0024 E-mail communications with R. Parks and T. Davidson regarding Broadcast asset issues.	0.30
09/20/04	EDM	0024 Due diligence review re sale.	1.20
09/20/04	NH	0024 Preparation for meeting/ list of issues/ review DE Shaw proposal (1.1).	1.10
09/20/04	NH	0024 Email exchange re conference call on DE Shaw proposal re Broadcast Assets/ calls re same/ emails to committee members re same (0.8).	0.80
09/20/04	BKA	0024 Due Diligence Analysis of Party Agreements	5.10
09/20/04	SK	0024 Draft summaries of Affiliation Agreements and related agreements for CBS/UPN/FOX/WB re Affiliates WDSI, WOLF, WTLH, WXFU, WSWB, WPME, WPXT	10.30
09/21/04	CV	0024 Conduct due diligence review of material agreements and organizational documents of Pegasus Broadcast Television, Inc. and its subsidiaries (6.5); draft internal due diligence report in connection with same (5.5).	12.00
09/21/04	HRA	0024 Research regarding waivers for LMA stations (2.3); phone conferences with K. Milne regarding same (.4).	2.70
09/21/04	TWD	0024 Reviewed Maine and Pennsylvania station duopoly waiver requests, reviewed option agreement and reviewed LMA for same stations (1.50); telephone call with D. Botter, R. Parks, P. Dublin, K. Milne, E. McGrady re: analysis of best approach for sale of station given FCC implications (1.00); meeting at Sidley to discuss KB default, lease agreement dispute and other issues (2.50); telephone call with D. Botter, P. Dublin and R. Parks re: next steps (.70); office conference with K. Milne to discuss summary and analysis of agreements (.30); email to T. Van Wazer with open questions re: grandfathering waiver request for Pennsylvania station, FCC Form 316 filings for DIP stations, and status of duopoly waiver requests (.50); telephone call with P. Laden re: status of duopoly waiver requests (.30).	6.80
09/21/04	DHG	0024 Review D.E. Shaw term sheet for offer on broadcast assets (.3).	0.30
09/21/04	RWP	0024 Review Subscription Agreement.	3.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/21/04	DHB	0024 Meeting with team and advisors regarding FCC Broadcast sale issues (1.1); work related thereto (.2); review K.B. Prime default notice (.2); conference call with Debtors regarding above and other open sale-related issues (1.8); office conferences with D. Golden regarding status of sale (.3); further conference call with team regarding FCC-related sale issues (.5); telephone conference with B. Robins regarding D.E. Shaw bid (.1); telephone conference with PGTV creditors regarding sale status (.2).	4.10
09/21/04	PCD	0024 Conference call with Debtors re KB issues (1.9); confer with D. Botter re same (.3); review offering memorandum (.4); conference call with Akin team re broadcast asset sale issues (1.2).	3.80
09/21/04	EDM	0024 Conference call with team regarding KB Media issues and purchase agreement.	0.80
09/21/04	EDM	0024 Meeting with T. Lodge and counsel regarding KB Media debt issues and Spectrasite Leases.	2.30
09/21/04	EDM	0024 Review due diligence re sale.	2.90
09/21/04	NH	0024 Internal call w/ CTA/ Greenhill and Akin re Broadcast Assets (1.1); conference call w/ Debtors, T. Davidson, Russ Park/ D. Botter re KB Media (0.8); review Offering Memoranda re Broadcast Assets (0.6).	2.50
09/21/04	BKA	0024 Due Diligence Analysis of Party Agreements	7.30
09/21/04	SK	0024 Revise summaries of Affiliation Agreements and related documents. Complete Due Diligence Workforms for Fox and WB Affiliation Agreements.	11.20
09/22/04	CV	0024 Conduct due diligence review of material agreements and organizational documents of Pegasus Broadcast Television, Inc. and its subsidiaries (10.5); draft internal due diligence report in connection with same (4.9).	13.40
09/22/04	TWD	0024 Email correspondence with Russ Parks re: KB DEP calculation and showing in FCC application (.30); reviewed K. Milne draft memo on various FCC issues (1.00), drafted information to memo establishing framework for analysis (1.00).	2.30
09/22/04	RWP	0024 Review issues on Committee memorandum re Broadcast Assets.	2.00
09/22/04	DHB	0024 Various office conferences and e-mails with R. Parks and P. Dublin regarding Broadcast sale issues (.6); e-mail communications with Sidley regarding same (.2); telephone conference with G. Neal regarding KB issues (.3).	1.10
09/22/04	PCD	0024 Draft memo regarding Pegasus Broadcast Asset Sale (3.9); confer with D. Botter regarding same (.2); confer with N. Hazan regarding same (.1); review outline regarding same (.3); review OM (.3); calls regarding memo (.3).	5.10
09/22/04	EDM	0024 Attention to due diligence review.	5.40
09/22/04	BKA	0024 Due Diligence Analysis of Party Agreements	1.00
09/22/04	SK	0024 Draft memorandum summarizing relevant default and prepayment penalty provisions in three credit Agreements.	6.00
09/22/04	SK	0024 Draft summaries of NFL supplemental extension agreements	0.60
09/22/04	SK	0024 Review due diligence re NFL supplemental agreements.	0.20
09/22/04	SK	0024 Summarize Shared Programming Agreement	0.40
09/22/04	SK	0024 Complete Due Diligence Workforms for Fox and WB Affiliation Agreements	1.50
09/23/04	HRA	0024 Due diligence regarding FCC bankruptcy filings (.6); review memorandum regarding purchase/duopoly options (.3).	0.90
09/23/04	TWD	0024 Email to and from T. Van Wazer re: details on triopoly in Tallahassee (.30); office conference with K. Milne to discuss FCC issues and analysis for memo (.50).	0.80
09/23/04	RWP	0024 Review and comment on Committee memorandum on Broadcast Assets.	1.80
09/23/04	PCD	0024 Revise memo regarding broadcast sale (2.7); calls with E. McGrady regarding same (.4); e-mails regarding same (.2), review loan documents (.3).	3.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/23/04	EDM	0024 Review and revise Memo regarding PBT sale, KB Media issues, duopoly approval issues (5.2); conference with P. Dublin regarding same (.4).	5.60
09/23/04	BKA	0024 Due Diligence Review of Party Agreement	0.90
09/23/04	KLM	0024 Meeting with T. Davidson (.7); draft memorandum re KB Media issue (5.4).	6.10
09/23/04	SK	0024 Revise Shared Programming Agreement.	0.20
09/24/04	HRA	0024 Research regarding LMA grandfathering (.8); conference with K. Milne regarding same (.2); review and revise memorandum regarding broadcast assets (.3); correspondence with T. Davidson regarding same (.2).	1.50
09/24/04	TWD	0024 Reviewed P. Dublin memo on KB default (3.); reviewed memo to modify discussion of FCC implications (1.6); email correspondence with T. Van Wazer re: Tallahassee triopoly and basis for Creditor Committee FCC concerns (.6).	2.50
09/24/04	RWP	0024 Work on Committee memorandum issues re Broadcast Assets.	1.50
09/24/04	DHB	0024 E-mail communications regarding KB issues (.2); telephone conference with G. McGuire regarding status (.2); review Broadcast Asset OM (1.0); e-mail communications regarding same (.1).	1.60
09/24/04	EDM	0024 Review and revise Memo regarding PBT sale, KB media issues, duopoly approval issues (2.8); conference with P. Dublin regarding same (.2).	3.00
09/24/04	KLM	0024 Review regulatory portion of KB/broadcast asset sale memo.	0.25
09/27/04	HRA	0024 Assistance regarding LMA analysis (.4) ; revise memorandum regarding FCC approval process (.8).	1.20
09/27/04	TWD	0024 Revised memo to Creditors Committee describing FCC options for sale of KB and Pegasus television assets (3.00); telephone calls with R. Parks re: ownership structure of WFXU (.30); reviewed FCC ownership reports and assignment applications from WFXU to ascertain ownership (.40); reviewed FCC duopoly waiver decision for WFXU (.20); office conferences with K. Milne re: revisions to Creditors Committee memo (.30); office conference with H. Anderson re: same (.30); office conference with S. Fernandez-Herrero re: WFXU ownership (.30).	4.80
09/27/04	DHG	0024 Began review of Akin Gump memo on issues relating to sale of Broadcast assets.	1.00
09/27/04	RWP	0024 Review Creditors Committee memorandum and comment thereon re KB issue.	1.50
09/27/04	SF	0024 Westlaw research re: duopoly waiver decision for WTHL/WFXU (1.7); research FCC applications to obtain ownership structure (1.2).	2.90
09/27/04	DHB	0024 Telephone conference with counsel to lender to KB and Debtor regarding forbearance (.1) (.4); office conferences with team regarding issues (.3) (.1) (.1); review and revise memo regarding Broadcast Asset status and work with P. Dublin regarding same (.8).	1.80
09/27/04	PCD	0024 Calls regarding KB and sale issues (1.3); confer with D. Botter regarding same (.9); review and revise Broadcast Asset sale memo (1.9); calls with R. Parks regarding same (.4); calls with T. Davidson regarding same (.2).	4.70
09/27/04	KLM	0024 Review FCC portion of Broadcast Asset Memorandum (.75); office conference with T. Davidson re: revising Broadcast Asset Memorandum (.30); draft memorandum on FCC issues related to PSC LMAs (5.25).	6.30
09/28/04	HRA	0024 Review and revise broadcast asset memorandum.	0.90
09/28/04	TWD	0024 Office conference with K. Milne to discuss revisions to FCC memo on purchase options (.30).	0.30
09/28/04	DHG	0024 Continued review of proposed sale of Broadcast assets and underlying legal issues.	1.10
09/28/04	BGR	0024 Review SpectraSite Master Site Agreement and individual Site Agreements for WOLF, WFXU, WILF, WDSI, WPME, WPXT, WSWB and WTLH (1.6); draft and revise lease summaries (.7).	2.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/28/04	NH	0024 Review memo to Committee re Broadcast Assets issues (0.4).	0.40
09/28/04	KLM	0024 Revise FCC regulatory memorandum (.60); office conference with H. Anderson re: FCC regulatory memorandum (.25); revise FCC regulatory memorandum (.50).	1.35
09/29/04	HRA	0024 Analysis regarding media ownership rules and stay.	0.20
09/29/04	TWD	0024 Reviewed Tallahassee JSA (.40); reviewed Tallahassee, TBA (.40); reviewed memo containing FCC analysis of various purchase options (1.00).	1.80
09/29/04	DHG	0024 Continued review of background information relating to sale of Broadcast assets.	1.70
09/29/04	RWP	0024 Review Offering Memorandum.	1.50
09/29/04	BGR	0024 Review SpectraSite Master Site Agreement and individual Site Agreements for WOLF, WFXU, WILF, WDSI, WPME, WPXT, WSWB and WTLH (3.3); draft and revise lease summaries (.9).	4.20
09/29/04	DHB	0024 Telephone conference with B. Ellis-Monro regarding KB issues (.2); review issues in memo re Braodcast Assets (.4).	0.60
09/30/04	TWD	0024 Creditors Committee call to discuss Wachovia Bank situation and Stalking Horse bid (.50); telephone call with R. Parks and D. Botter to discuss options to address Wachovia Bank default given FCC implications (.30); email to T. Van Wazer re: entity holdings TBA for WFXU (.30); emails with R. Parks re: same (.30); telephone call with P. Dooley re: approach for dealing with WFXU economics (.30); email traffic to and from T. Van Wazer re: FCC Form 316 filings for debtor station (.20); reviewed and revised summary of TBAs and option agreement (.30); transmitted same to P. Dooley (.10).	2.30
09/30/04	RWP	0024 Review PBT asset issues regarding Time Brokerage Agreements and Pegasus Communications' rights.	1.50
09/30/04	DHB	0024 Work with R. Parks and P. Dublin regarding Broadcast Asset issues (.5) (.1) (.2); telephone conference with L. Nyhan regarding same (.2); office conference with R. Parks and T. Davidson regarding FCC issues (.5).	1.50
09/30/04	PCD	0024 Calls regarding broadcast sale (.3); confer with D. Botter regarding same (.3); review memo regarding same (.2).	0.80
09/30/04	KLM	0024 Revise FCC regulatory memorandum to include Florida station arrangements (.50); draft email explaining status of TBAs (.50).	5.50
09/03/04	NH	0025 Travel to Portland, ME (4.0). Travel back to New York (including extensive delays) (4.0) (actual time 8.0).	4.00
09/22/04	DHB	0025 Travel to Portland (extensive delays at LAG) (actual time - 4.0).	2.00
09/23/04	DHB	0025 Non-working travel (extensive delays due to aircraft malfunction) (actual time - 4.5).	2.25

Total Hours

545.25

EXHIBIT C

PEGASUS SATELLITE TELEVISION, INC.
DISBURSEMENT SUMMARY
SEPTEMBER 1, 2004 THROUGH SEPTEMBER 30, 2004

COURIER SERVICE/POSTAGE	\$54.13
LONG DISTANCE TELEPHONE/CONFERENCE CALLS	\$2,187.46
DUPLICATING/OUTSIDE DUPLICATING	\$480.85
FACSIMILE	\$7.25
MEALS	\$1,009.38
SECRETARIAL OVERTIME	\$37.37
TRANSCRIPTS	\$2,836.18
MISCELLANEOUS	\$204.00
TRAVEL EXPENSES	\$13,489.32
COMPUTERIZED RESEARCH/CORPORATE SERVICE FEES	\$5,742.38
TOTAL	\$26,048.32

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

I, Michelle S. Pottle, being over the age of 18 and an employee of Pierce Atwood LLP, hereby certify that on November 3, 2004, I caused the Statement of Fees for Services Rendered and Out-of-Pocket 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. for the Period September 1, 2004 to September 30, 2004, to be served on the parties listed on the attached service list by either (i) U.S. First Class Mail, Postage Prepaid or (ii) 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.

/s/ Michelle S. Pottle
Michelle S. Pottle
Legal Assistant
Pierce Atwood LLP
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Portland, ME 04101
(207) 791-1100 (Phone)

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