

**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)

CERTIFICATE OF NO OBJECTION REGARDING STATEMENT OF FEES FOR SERVICES
RENDERED AND OUT-OF-POCKET EXPENSES INCURRED BY GREENHILL & CO.,
LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PEGASUS SATELLITE TELEVISION, INC., ET AL. FOR THE PERIOD
BEGINNING JUNE 1, 2004 AND ENDING AUGUST 31, 2004
[DOCKET NO. 656]

The undersigned, on behalf of Greenhill & Co., LLC (“Greenhill”) hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the Statement of Fees for Services Rendered and Out-of-Pocket Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for Period Beginning June 1, 2004 and Ending August 31, 2004 (the “Greenhill Monthly Statement”) [Docket No. 656], which was filed on October 22, 2004. The undersigned further certifies that he has caused the Court’s docket in this case to be reviewed and no answer, objection or other responsive pleading to the Greenhill Monthly Statement appears thereon. Pursuant to this Court’s Order Under 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement Expenses for Professionals (the “Interim Procedures Order”) [Docket No. 217] entered on June 24, 2004, objections to the Greenhill Monthly Fee Statement were to be filed and served twenty (20) days after the filing and service of the Greenhill Monthly Fee Statement. That response deadline was November 12, 2004.

Pursuant to the Interim Procedures Order, Greenhill is entitled to payment of \$346,500.00 which represents 90% of the fees (\$385,000.00) and \$10,182.74 which represents 100% of the expenses, requested in the Greenhill Monthly Statement for the period June 1, 2004 through August 31, 2004, upon

the filing of this Certificate and without the need for entry of a separate Court order approving the Greenhill Monthly Statement. The Debtors are authorized to pay Greenhill the sum of \$356,682.74.

Dated: Portland, Maine
November 19, 2004

/s/ Bradley A. Robins
Bradley A. Robins
Managing Director
300 Park Avenue, 23rd Floor
New York, NY 10022
(212) 389-1567 (Phone)
(212) 389-1767 (Facsimile)