

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**ORDER GRANTING FIRST INTERIM APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF SIDLEY AUSTIN
BROWN & WOOD LLP FOR SERVICES RENDERED AND EXPENSES INCURRED
AS COUNSEL TO THE DEBTORS FOR THE INTERIM PERIOD
FROM JUNE 2, 2004 THROUGH AUGUST 31, 2004**

This matter came before the Court on the First Interim Application for Allowance of Compensation Reimbursement of Expenses of Sidley Austin Brown & Wood LLP for Services Rendered and Expenses Incurred as Counsel to the Debtors for the First Interim Period From June 2, 2004 through August 31, 2004 (the "Sidley First Interim Fee Application"), after proper notice and hearing, the Court having independently reviewed the Sidley First Interim Fee Application, the Court finding that any responses or objections to the Sidley First Interim Fee Application filed by any party-in-interest have been resolved, it is hereby

ORDERED that, pursuant to 11 U.S.C. § 331, Sidley Austin Brown & Wood LLP ("Sidley") is allowed compensation for services in the amount of \$3,840,503.00, and reimbursement of expenses in the amount of \$238,960.87 for a total of \$4,079,463.87, for the period of June 2, 2004 through August 31, 2004. The award of compensation and expenses made hereby is interim only, and Sidley's entitlement to such compensation and expenses is subject to final approval of this Court in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and this Court's local rules.

Dated:

Honorable James B. Haines, Jr.,
United States Bankruptcy Judge