

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**ORDER GRANTING FIRST INTERIM QUARTERLY AND
FINAL FEE APPLICATION FOR SERVICES RENDERED BY
KING & SPALDING LLP AS SPECIAL CORPORATE AND TRANSACTIONAL
COUNSEL TO PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN
OF ITS SUBSIDIARIES AND AFFILIATES FOR THE
PERIOD BEGINNING JUNE 2, 2004 AND ENDING SEPTEMBER 30, 2004**

Upon the first interim quarterly and final fee application for an allowance of final compensation for services rendered and reimbursement of actual and necessary expenses incurred for the period June 2, 2004 through September 30, 2004 (the “Fee Application”)¹ of King & Spalding LLP (“K&S”), as Special Corporate and Transactional Counsel to Pegasus Satellite Television, Inc. and certain of its debtor subsidiaries and affiliates (collectively, the “Debtors”), for final allowance of compensation for services rendered in the amount of \$33,309.50 and reimbursement of reasonable, actual and necessary expenses incurred in the amount of \$238.75 for the period June 2, 2004 through September 30, 2004 (the “Compensation Period”); the Court having been advised that K&S, at the request of the Official Committee of Unsecured Creditors, has agreed to reduce its request for a final allowance of compensation for services rendered to \$21,094.65; and the Court having reviewed the Fee Application, finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and opportunity for a hearing to consider the Fee Application; and upon the record and

¹ Defined terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the First Interim Quarterly and Final Fee Application.

after due deliberation thereon; and due and proper notice of the Fee Application having been given; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED:

1. The Fee Application is GRANTED, as modified herein.
2. K&S is allowed (a) interim allowance of (1) reasonable compensation for services rendered by K&S during the First Quarterly Compensation Period in the amount of \$21,094.65 and (2) reimbursement for actual and necessary expenses incurred during the First Quarterly Compensation Period in the amount of \$230.65; and (b) final allowance of (1) reasonable compensation for services rendered by K&S during the Compensation Period in the amount of \$21,094.65 and (2) reimbursement for actual and necessary expenses incurred during the Compensation Period in the amount of \$238.75.
3. The Debtors are authorized and directed to pay to K&S all of the foregoing amounts not yet paid.
4. This Court shall retain exclusive jurisdiction over any matter arising out of or related to this Order or the Fee Application.

Dated: November 24, 2004

/s/ James B. Haines, Jr.
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

District/off: 0100-2
Case: 04-20878User: lstocker
Form ID: pdf901Page 1 of 4
Total Served: 104

Date Rcvd: Nov 26, 2004

The following entities were served by first class mail on Nov 28, 2004.

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The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****
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op Capital Management Associates, Inc.
intp Carsey Warner Distribution, LLC
cr City of DeLeon, a municipal corporation, DeLeon Independent School District
cr Connecticut Dept. of Revenue Services
cr County of Lynn
cr County of Henderson, Trinity Valley Community Coll
cr County of Van Zandt
cr County of Wilbarger, Vernon Independent School Dis
cr Crown Castle South, LLC
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TOTALS: 68, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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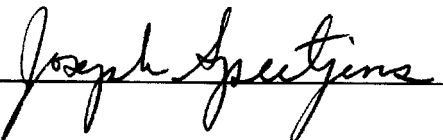
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I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 28, 2004

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.