

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES INCURRED
BY SHAW PITTMAN LLP AS SPECIAL COUNSEL TO
PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN
OF ITS SUBSIDIARIES AND AFFILIATES
FOR THE PERIOD BEGINNING OCTOBER 1, 2004
AND ENDING OCTOBER 31, 2004**

Shaw Pittman LLP ("Shaw Pittman"), special counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, submits for review its monthly statement (the "Monthly Statement") of fees and out-of-pocket expenses for the period beginning October 1, 2004 and ending October 31, 2004 (the "Fifth Compensation Period"). In support of the Monthly Statement, Shaw Pittman 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 28, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Shaw Pittman as special counsel to the Debtors 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 Bankruptcy Court authorized a 10% fee “holdback” for all professionals of the Debtors’ estates that comply with the procedures provided therein.

4. For the Fifth Compensation Period, Shaw Pittman’s fees for providing professional services to the Debtors totaled \$14,130.50. In connection with services rendered, Shaw Pittman has recorded actual and necessary out-of-pocket expenses in the amount of \$299.33. There may exist additional out-of-pocket expenses that Shaw Pittman has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded during the Fifth Compensation Period.

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

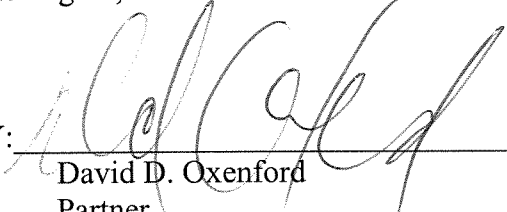
Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
October 1 – October 31, 2004	\$14,130.50	-\$1,413.05	\$12,717.45	\$299.33	\$13,016.78

6. Attached hereto as Exhibit B is a schedule of the hours billed by each professional at Shaw Pittman, and their respective hourly rates, during the Fifth 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.

SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037

BY:



David D. Oxenford
Partner

EXHIBIT A

SHAW PITTMAN LLP

Expenses for Fifth Compensation Period

Expense	Amount
Document Reproduction	\$ 39.60
Courier	35.00
Filing Fee	150.00
Local Transportation	33.00
Long Distance	25.65
Postage	2.03
Air Express Delivery	14.05
Total	\$299.33

EXHIBIT B

Fees for Fifth Compensation Period

<u>Name</u>	<u>Hours Billed</u>	<u>Hourly Rate</u>
David Oxenford	3.80	\$425.00
Brendan Holland	23.80	\$310.00
Lauren Lynch Flick	3.60	\$375.00
Kim Croley	4.40	\$145.00
Jennifer Kunkle	15.50	\$145.00
Kim Lacey	.30	\$205.00
Karen Ross	4.10	\$205.00

EXHIBIT C

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0000

Invoice No. 592582

REGARDING: PEGASUS BROADCAST TELEVISION, INC.

For Professional Services Through 10/31/2004 \$ 8,034.00

For Expenses Incurred Through 10/31/2004 \$ 97.85

TOTAL AMOUNT DUE \$ 8,131.85

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/01/04	Holland, B	Telephone conference with L. Carpenter re: DTV channel election, transition deadline and impact on Pegasus Broadcast Television stations	0.30
10/04/04	Oxenford, D	Telephone conference with counsel re: station status	0.30
10/04/04	Holland, B	Conference with D. Oxenford; Work on form of opinion letter for sale of Pegasus Broadcast Television assets	0.30
10/04/04	Croley, K	Work on monthly memorandum	0.20
10/05/04	Croley, K	Work on monthly memorandum	1.00
10/09/04	Holland, B	Review and forward FCC public notice re: DTV channel election and repacking; E-mail with L. Carpenter	0.20
10/10/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV and PSIP rules	0.20
10/11/04	Holland, B	E-mail with L. Carpenter re: DTV elections	0.10
10/12/04	Holland, B	Work on issues re: DTV channel election, repacking and changes in satellite station status; Telephone conference with L. Carpenter; E-mail with L. Carpenter; Work on monthly status memorandum	1.50
10/12/04	Croley, K	Work on monthly memorandum	0.80
10/12/04	Kunkle, J	Update chart of Pegasus FCC passwords	0.20
10/13/04	Oxenford, D	Telephone conference with attorney re: bidding interest	0.10
10/13/04	Holland, B	Telephone conference with M. Berten; Work on status of Form 316s; Work on various issues re: bankruptcy pro formas	0.30

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/13/04	Holland, B	Work on issues re: Interim Report to Bankruptcy Court	1.20
10/14/04	Oxenford, D	Telephone conference with M. Nachman re: indecency fine	0.40
10/14/04	Holland, B	Telephone conference with M. Fitzgerald; Work on status of pro forma Form 316s	0.30
10/14/04	Holland, B	Work on interim application filing for compensation and pleadings for Bankruptcy Court; E-mail with Sidley	2.50
10/15/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV channel election; Review and forward FCC NAL for Pegasus Broadcast Television Fox stations; Conference with D. Oxenford re: same; Work on monthly status memorandum	1.00
10/18/04	Holland, B	Work on issues re: DTV channel election and repacking; E-mail with L. Carpenter	0.20
10/18/04	Holland, B	Work on proposed Order for Bankruptcy Court; Telephone conference with M. McClintock re: same	1.00
10/19/04	Oxenford, D	Telephone conference with M. Nachman; E-mail re: Fox indecency issue	0.30
10/19/04	Holland, B	Work on issues re: Fox NAL and Pegasus response	0.20
10/21/04	Holland, B	Work on DTV channel elections and forms	0.40
10/22/04	Holland, B	Work on issues re: pre-certification forms and first round elections for DTV repacking and channel election	0.40
10/24/04	Oxenford, D	E-mail re: Married by America meeting	0.20

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/25/04	Holland, B	E-mail with M. Bertman; Conference with D. Oxenford; Work on status of pending Form 316s; Work on issues re: bankruptcy sale of Pegasus Broadcast Television assets; Work on various issues re: conversion to DTV and channel elections	0.50
10/26/04	Oxenford, D	E-mails re: Married by America fine	0.40
10/26/04	Holland, B	Work on issues re: Fox NAL; Work on status of Form 316 pro formas; Telephone conference with M. Bertman at the FCC; Work on issues re: DTV elections	0.90
10/27/04	Oxenford, D	E-mails re: counsel meeting on Fox fine issue	0.40
10/27/04	Croley, K	Work on DTV status charts and technical charts for Form 381	1.20
10/27/04	Kunkle, J	Research status of digital television facilities for B. Holland; Reseach 1993 assignments of WDBD/WDSI/WSWB to Pegasus for Purchase Agreement	3.60
10/28/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV channel election and repacking; Review FCC databases and drafts of Form 381s; Work on issues re: Fox response to indecency NAL	2.40
10/28/04	Croley, K	Work on DTV technical charts for Form 381	0.50
10/28/04	Kunkle, J	Research 1993 assignment applications for WDBD/WDSI/WSWB at FCC for B. Holland	2.20
10/29/04	Holland, B	Attend meeting with Fox re: indecency NAL and proposed response; Work on issues re: same; Work on issues re: DTV transition; Prepare and file monthly Bankruptcy application	4.60
Total Hours			<hr/> 30.30

PEGASUS COMMUNICATIONS CORPORATION
39717-0000
PAGE 5

November 19, 2004
Invoice No: 592582

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>		<u>Amount</u>
Oxenford, D	425.00	2.10	\$	892.50
Holland, B	310.00	18.50	\$	5,735.00
Croley, K	145.00	3.70	\$	536.50
Kunkle, J	145.00	6.00	\$	870.00
Total for Professional Services		30.30	\$	8,034.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Air Express Delivery	\$ 14.05
Local Transportation	\$ 33.00
Document Reproduction	\$ 31.00
Long Distance Telephone	\$ 19.80
Total For Expenses	\$ 97.85

For Professional Services Through 10/31/2004	\$ 8,034.00
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For Expenses Incurred Through 10/31/2004	\$ 97.85
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TOTAL AMOUNT DUE	\$ 8,131.85
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Please wire funds to:

Shaw Pittman LLP
Account 5004305471
ABA 255071981
Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
Invoice reference: ID: 39717-0000 Invoice No. 592582

Please send your check with this remittance page to:

Shaw Pittman LLP
c/o Accounts Receivable
2300 N Street, N.W.
Washington, D.C. 20037-1128

Please provide the following invoice reference on your check:
ID: 39717-0000 Invoice No. 592582

Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0002

Invoice No. 592584

REGARDING: WDSI LICENSE CORP.

For Professional Services Through 10/31/2004	\$ 1,396.50
For Expenses Incurred Through 10/31/2004	\$ 1.91
TOTAL CURRENT BILLING	\$ 1,398.41
Previously Billed and Uncollected Through 11/19/2004	\$ 8,935.56
TOTAL AMOUNT DUE	\$ 10,333.97

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/07/04	Lynch-Flick, L	Reminders re: children's programming report	0.10
10/08/04	Lynch-Flick, L	Review and revision of children's programming report; E-mail re: same	0.50
10/11/04	Lynch-Flick, L	Review and revision of WPDP children's programming report; E-mails re: same	1.00
10/12/04	Lynch-Flick, L	Final review of children's programming reports	0.80
10/12/04	Lacey, K	Telephone conference with Paula at WDSI re: children's programming report; Telephone call with L. Lynch Flick re: same	0.30
10/12/04	Kunkle, J	Work on children's programming reports	1.20
10/13/04	Lynch-Flick, L	Follow-up e-mail re: correction of children's programming report	0.20
10/27/04	Holland, B	Work on issues re: DTV channel election and replication deadlines; Review FCC Order re: same; E-mail with FCC re: same	0.40
10/28/04	Holland, B	Work on issues re: surrender of out of core NTSC station for WDSI	0.20
Total Hours			<hr/> 4.70

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>		<u>Amount</u>
Lynch-Flick, L	375.00	2.60	\$	975.00
Holland, B	310.00	0.60	\$	186.00
Lacey, K	205.00	0.30	\$	61.50
Kunkle, J	145.00	1.20	\$	174.00
Total for Professional Services		<hr/> 4.70	\$	<hr/> 1,396.50

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ 0.40
Long Distance Telephone	\$ 0.45
Postage	\$ 1.06
Total For Expenses	\$ 1.91

For Professional Services Through 10/31/2004 \$ 1,396.50

For Expenses Incurred Through 10/31/2004 \$ 1.91

TOTAL FEES AND EXPENSES \$ **1,398.41**

PREVIOUS STATEMENTS OUTSTANDING

Invoice No.	580779	July 28, 2004	\$ 21.70
Invoice No.	583771	August 27, 2004	\$ 28.20
Invoice No.	585848	September 21, 2004	\$ 4,132.50
Invoice No.	589440	October 26, 2004	\$ 4,753.16
Total For Outstanding Statements			\$ 8,935.56

TOTAL AMOUNT DUE \$ **10,333.97**

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

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Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
Invoice reference: ID: 39717-0002 Invoice No. 592584

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Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0003

Invoice No. 592585

REGARDING: WOLF LICENSE CORP.

For Professional Services Through 10/31/2004	\$ 761.50
TOTAL CURRENT BILLING	\$ 761.50
Previously Billed and Uncollected Through 11/19/2004	\$ 624.35
TOTAL AMOUNT DUE	\$ 1,385.85

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/05/04	Kunkle, J	Work on children's programming reports	0.40
10/06/04	Lynch-Flick, L	Review and revision of children's programming report; Draft e-mail re: same	0.20
10/06/04	Kunkle, J	Work on children's programming reports for WOLF and W52CE	1.20
10/07/04	Kunkle, J	Work on children's programming reports	0.60
10/12/04	Oxenford, D	E-mail to M. Nachman re: indecency fine; Review of decision	0.50
10/15/04	Holland, B	E-mail with L. Carpenter; Work on proposed grant of modification for W52CE	0.30
10/21/04	Holland, B	E-mail with J. Frazier at the FCC; Work on status of pending construction permit for W52CE	0.20
Total Hours			<u>3.40</u>

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.20	\$ 75.00
Oxenford, D	425.00	0.50	\$ 212.50
Holland, B	310.00	0.50	\$ 155.00
Kunkle, J	145.00	2.20	\$ 319.00
Total for Professional Services		<u>3.40</u>	<u>\$ 761.50</u>

For Professional Services Through 10/31/2004	\$ 761.50
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TOTAL FEES AND EXPENSES	<u>\$ 761.50</u>
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PEGASUS COMMUNICATIONS CORPORATION
39717-0003
PAGE 3

November 19, 2004
Invoice No: 592585

PREVIOUS STATEMENTS OUTSTANDING

Invoice No.	580780	July 28, 2004	\$	34.10
Invoice No.	583772	August 27, 2004	\$	14.75
Invoice No.	585849	September 21, 2004	\$	385.30
Invoice No.	589441	October 26, 2004	\$	190.20
Total For Outstanding Statements			\$	624.35
TOTAL AMOUNT DUE			\$	<u>1,385.85</u>

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

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Account 5004305471
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Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
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Washington, D.C. 20037-1128

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A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0004

Invoice No. 592586

REGARDING: WILF, INC.

For Professional Services Through 10/31/2004	\$ 1,130.00
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For Expenses Incurred Through 10/31/2004	\$ <u>0.45</u>
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TOTAL AMOUNT DUE	\$ <u>1,130.45</u>
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ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/05/04	Kunkle, J	Work on children's programming reports	0.20
10/06/04	Kunkle, J	Work on children's programming report for WILF	0.80
10/07/04	Kunkle, J	Work on children's programming report	0.60
10/12/04	Oxenford, D	Conference with B. Holland re: satellite status; Telephone conference with FCC re: primary station change	0.60
10/12/04	Holland, B	Conference with D. Oxenford; E-mail with L. Carpenter; Work on issues re: satellite station status	0.20
10/18/04	Holland, B	Work on issues re: satellite status and pre-election certification of WILF	0.50
10/22/04	Oxenford, D	Conference with B. Holland re: DTV	0.20
10/22/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV channel election and flask cutting	0.50
10/24/04	Holland, B	Work on issues re: DTV transition; Draft statement re: WILF satellite status for Form 381	0.40
10/25/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV transition	0.20
Total Hours			<hr/> 4.20

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	0.80	\$ 340.00
Holland, B	310.00	1.80	\$ 558.00
Kunkle, J	145.00	1.60	\$ 232.00
Total for Professional Services		<hr/> 4.20	<hr/> \$ 1,130.00

PEGASUS COMMUNICATIONS CORPORATION
39717-0004
PAGE 3

November 19, 2004
Invoice No: 592586

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Long Distance Telephone	\$ 0.45
Total For Expenses	<u>\$ 0.45</u>

For Professional Services Through 10/31/2004	\$ 1,130.00
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For Expenses Incurred Through 10/31/2004	<u>\$ 0.45</u>
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TOTAL AMOUNT DUE	<u><u>\$ 1,130.45</u></u>
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Please wire funds to:

Shaw Pittman LLP
Account 5004305471
ABA 255071981
Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
Invoice reference: ID: 39717-0004 Invoice No. 592586

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2300 N Street, N.W.
Washington, D.C. 20037-1128

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ID: 39717-0004 Invoice No. 592586

Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0006

Invoice No. 592587

REGARDING: WTLH License Corp.

For Professional Services Through 10/31/2004	\$ 1,080.00
For Expenses Incurred Through 10/31/2004	\$ 5.35
TOTAL CURRENT BILLING	\$ 1,085.35
Previously Billed and Uncollected Through 11/19/2004	\$ 5,340.75
TOTAL AMOUNT DUE	\$ 6,426.10

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/01/04	Oxenford, D	Review and revision of license renewal; Conference with B. Holland	0.40
10/01/04	Holland, B	Telephone conference with L. Conroy; E-mail with M. Nachman; E-mail with D. Hinterschied; Work on EEO reports; Prepare and file Forms 303-S, 396, etc.	0.80
10/07/04	Lynch-Flick, L	Reminders re: children's programming report	0.10
10/07/04	Holland, B	E-mail with L. Carpenter re: RF showings for WTLH license renewal	0.10
10/08/04	Lynch-Flick, L	Review and revision of children's programming report; E-mail re: same	0.50
10/08/04	Kunkle, J	Work on children's programming report	0.70
10/11/04	Kunkle, J	Work on children's programming reports	2.10
Total Hours			<hr/> 4.70

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.60	\$ 225.00
Oxenford, D	425.00	0.40	\$ 170.00
Holland, B	310.00	0.90	\$ 279.00
Kunkle, J	145.00	2.80	\$ 406.00
Total for Professional Services		<hr/> 4.70	<hr/> \$ 1,080.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ 0.40
Long Distance Telephone	\$ 4.95
Total For Expenses	<hr/> \$ 5.35

PEGASUS COMMUNICATIONS CORPORATION
39717-0006
PAGE 3

November 19, 2004
Invoice No: 592587

For Professional Services Through 10/31/2004	\$	1,080.00
For Expenses Incurred Through 10/31/2004	\$	5.35
TOTAL FEES AND EXPENSES	\$	<u>1,085.35</u>

PREVIOUS STATEMENTS OUTSTANDING

Invoice No.	580778	July 28, 2004	\$	46.85
Invoice No.	583773	August 27, 2004	\$	54.80
Invoice No.	585850	September 21, 2004	\$	407.80
Invoice No.	589443	October 26, 2004	\$	<u>4,831.30</u>
Total For Outstanding Statements			\$	5,340.75

TOTAL AMOUNT DUE	\$	<u><u>6,426.10</u></u>
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Please wire funds to:

Shaw Pittman LLP
Account 5004305471
ABA 255071981
Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
Invoice reference: ID: 39717-0006 Invoice No. 592587

Please send your check with this remittance page to:

Shaw Pittman LLP
c/o Accounts Receivable
2300 N Street, N.W.
Washington, D.C. 20037-1128

Please provide the following invoice reference on your check:
ID: 39717-0006 Invoice No. 592587

Shaw Pittman LLP FEIN: 53-0233137

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Scott Blank, Esq.
Pegasus Communications Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004

November 19, 2004
ID: 39717-0012

Invoice No. 592589

REGARDING: HMW, Inc.

For Professional Services Through 10/31/2004	\$ 1,728.50
For Expenses Incurred Through 10/31/2004	\$ 193.77
TOTAL CURRENT BILLING	\$ 1,922.27
Previously Billed and Uncollected Through 11/19/2004	\$ 385.44
TOTAL AMOUNT DUE	\$ 2,307.71

ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/01/04	Holland, B	Work on STA for WPXT-NTSC; E-mail with L. Carpenter	0.30
10/01/04	Ross, K	Conference with B. Holland re: STA	0.40
10/04/04	Ross, K	Work on STA	2.60
10/05/04	Holland, B	Work on issues re: WPXT reduced power operations and potential need for STA	0.20
10/05/04	Ross, K	Work on STA	0.40
10/05/04	Kunkle, J	Work on children's programming reports	0.20
10/06/04	Lynch-Flick, L	Review and revision of children's programming report; Draft e-mail re: same	0.20
10/06/04	Holland, B	Work on STA for WPXT-TV; Conference with K. Ross re: same	0.30
10/06/04	Ross, K	Conference with B. Holland re: STA	0.20
10/06/04	Kunkle, J	Work on children's programming report for WPXT	0.90
10/07/04	Ross, K	Revise and finalize STA for WPXT	0.50
10/07/04	Kunkle, J	Work on children's programming report	0.60
10/18/04	Holland, B	Work on issues re: WPXT-DT STA; E-mail with L. Carpenter	0.20
10/19/04	Holland, B	Conference with K. Croley; Work on reissuance of WPXT-DT STA	0.20
10/19/04	Croley, K	Research re: STA for WPXT; Telephone call with N. Tam of FCC re: correction to same	0.70
10/28/04	Holland, B	Review and forward reissued STA for WPXT-DT; E-mail with L. Carpenter	0.30
Total Hours			8.20

PEGASUS COMMUNICATIONS CORPORATION
39717-0012
PAGE 3

November 19, 2004
Invoice No: 592589

TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.20	\$ 75.00
Holland, B	310.00	1.50	\$ 465.00
Ross, K	205.00	4.10	\$ 840.50
Croley, K	145.00	0.70	\$ 101.50
Kunkle, J	145.00	1.70	\$ 246.50
Total for Professional Services		8.20	\$ 1,728.50

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Filing Fee	\$ 150.00
Courier	\$ 35.00
Document Reproduction	\$ 7.80
Postage	\$ 0.97
Total For Expenses	\$ 193.77

For Professional Services Through 10/31/2004	\$ 1,728.50
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For Expenses Incurred Through 10/31/2004	\$ 193.77
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TOTAL FEES AND EXPENSES	\$ 1,922.27
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PREVIOUS STATEMENTS OUTSTANDING

Invoice No.	580781	July 28, 2004	\$ 25.15
Invoice No.	583765	August 27, 2004	\$ 33.45
Invoice No.	585851	September 21, 2004	\$ 201.64
Invoice No.	589445	October 26, 2004	\$ 125.20
Total For Outstanding Statements			\$ 385.44

TOTAL AMOUNT DUE	\$ 2,307.71
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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

Employer Identification Number
53-0233137

Please wire funds to:

Shaw Pittman LLP
Account 5004305471
ABA 255071981
Chevy Chase Bank
7501 Wisconsin Avenue, 12th Floor
Bethesda, Maryland 20814
Invoice reference: ID: 39717-0012 Invoice No. 592589

Please send your check with this remittance page to:

Shaw Pittman LLP
c/o Accounts Receivable
2300 N Street, N.W.
Washington, D.C. 20037-1128

Please provide the following invoice reference on your check:
ID: 39717-0012 Invoice No. 592589

Shaw Pittman LLP FEIN: 53-0233137

CERTIFICATE OF SERVICE

I, Rhea Lytle, a secretary with the law firm of Shaw Pittman LLP, hereby certify that copies of the foregoing “*Statement Of Fees For Services Rendered And Expenses Incurred By Shaw Pittman LLP As Special Counsel To Pegasus Satellite Television, Inc. And Certain Of Its Subsidiaries And Affiliates For The Period Beginning October 1, 2004 And Ending October 31, 2004*” were mailed on this 30th day of November 2004 to the following:

Scott Blank, Senior Vice President
Joseph Pooler, Chief Financial Officer
Pegasus Satellite Television, Inc.
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004


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United States Trustee for the District of Maine
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Room 303
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David Botter, Esq.
Akin Gump Strauss Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022



Rhea Lytle

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

CERTIFICATE OF SERVICE

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on November 30, 2004 I caused the Statement of Fees for Services Rendered and Expenses Incurred by Shaw Pittman LLP as Special Counsel to Pegasus Satellite Television, Inc. and Certain of its Subsidiaries and Affiliates for the Period Beginning October 1, 2004 and Ending October 31, 2004 to be served on the parties listed by verifying that such persons(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, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

November 30, 2004

/s/ Sheila R. Dilios
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON
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