

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
OUT-OF-POCKET EXPENSES INCURRED BY BERNSTEIN, SHUR, SAWYER &
NELSON AS CO-COUNSEL TO THE DEBTORS FOR THE PERIOD BEGINNING
OCTOBER 1, 2004 AND ENDING OCTOBER 31, 2004**

Bernstein, Shur, Sawyer & Nelson (“BSSN”), co-counsel to Pegasus Satellite Television, Inc. and its affiliates, the debtors and debtors-in-possession in the above-captioned cases, submits 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 “Compensation Period”). In support of the Monthly Statement, BSSN states as follows:

1. On June 2, 2004 (the “Commencement Date”), Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Maine (the “Court”).

2. On June 24, 2004, the Court entered an order granting the employment of BSSN as co-counsel to the Debtors (the “BSSN Retention Order”).

3. On June 24, 2004, the Court entered an order pursuant to sections 105(a) and 331 of the Bankruptcy Code establishing procedures for monthly compensation and reimbursement

of expenses for professionals (the “Monthly Fee Order”). Pursuant to the Monthly Fee Order, the Court authorized a monthly payment for all professionals, subject to a 10% holdback for fees only.

4. For the Compensation Period, BSSN’s fees for providing professional services to the Debtors total \$8,783.00. In connection with services rendered, BSSN has recorded actual and necessary out-of-pocket expenses in the amount of \$625.27. Additional out-of-pocket expenses that BSSN has incurred but not yet processed due to timing may exist; such expenses will be submitted at a later date. Attached hereto as Exhibit “A” is a schedule summarizing professional services and expenses recorded during the 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 |
|--------------------------|------------|---------------------|------------|----------------|-------------|
| August 1 – August 31 ‘04 | \$8,783.00 | \$878.30 | \$7,904.70 | \$625.27 | \$8,529.97 |

6. Based upon the foregoing, pursuant to the Monthly Fee Order, BSSN requests that, in the absence of timely service on BSSN of a Notice Of Objection To Fee Statement by a recipient of this Monthly Statement, the Debtors, in accordance with the Monthly Fee Order, pay to BSSN \$8,529.97, on or after January 3, 2005.

December 14, 2004

BERNTEIN, SHUR, SAWYER & NELSON

/s/ Robert J. Keach
By: Robert J. Keach, Esq.
Shareholder
100 Middle Street, P. O. Box 9729
Portland, ME 04104-5029

EXHIBIT A

Bernstein, Shur, Sawyer & Nelson, P.A.

Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

Pegasus Satellite Communications, Inc.
c/o Ted Lodge
President & Chief Operating Officer
Pegasus Satellite Television, Inc.
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

December 14, 2004 Invoice# 3164523
Matter Number: 034902-00002
RE: Bankruptcy

| | |
|--|------------|
| Fees for Professional Services 10/04/04 Through 10/31/04 | \$8,783.00 |
| Expenses 10/04/04 Through 10/31/04 | \$625.27 |
| | ----- |
| Total This Invoice | \$9,408.27 |

| | |
|------------------------------|-------------|
| Previous Outstanding Balance | \$7,403.52 |
| | ----- |
| Total Amount Due This Matter | \$16,811.79 |

----- S E R V I C E S S U M M A R Y -----

| | | | |
|-----|-----------------|---------------------------|------------|
| LMG | LEN GULINO | 10.50 hours at \$225.00 = | \$2,362.50 |
| RJK | ROBERT J. KEACH | 6.70 hours at \$350.00 = | \$2,345.00 |
| SD | SHEILA DILIOS | 42.90 hours at \$95.00 = | \$4,075.50 |

Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.

Remittance Copy

Bernstein, Shur, Sawyer & Nelson, P.A.

Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

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Total This Invoice - Due on Receipt

\$9,408.27

A late charge of 1 1/2% per month may be imposed
for payment after 30 days.
To Ensure Proper Credit to Your Account:

Please return this Remittance Copy with your payment.

If paying by check, please mark the invoice number on your check.

If paying by Visa or Mastercard, please complete the information below.

Card Number _____ Exp. Date _____

Signature _____ Amount _____

REQUIRED PRIVACY ACT NOTICE

Bernstein, Shur, Sawyer & Nelson does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

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December 14, 2004 Invoice# 3164523
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RE: Bankruptcy

01 Asset Analysis and Recovery

| Date | ATTY | Hours | |
|----------|------|-------|--|
| 10/08/04 | LMG | 0.30 | Review Order Granting Second Consented to Motion to Revise the Briefing Schedule Contained in the September 17, 2004 stipulation and order permitting payment of amounts to senior secured lenders, revolving lenders and junior secured lenders and reserving rights with respect to payment of prepayment premiums and default interest. |
| | | ----- | |
| Total 01 | | 0.30 | |

02 Asset Disposition

| Date | ATTY | Hours | |
|----------|------|-------|--|
| 10/04/04 | RJK | 0.20 | Review e-mail exchange regarding Premium Motion |
| 10/04/04 | RJK | 0.30 | Review Motion regarding briefing schedule (Premium Motion); e-mail regarding same |
| 10/04/04 | LMG | 0.30 | Review Consent Motion To Revise The Briefing Schedule Contained In The September 17, 2004 Stipulation And Order Permitting Payment Of Amounts To Senior Secured Lenders, Revolving Lenders And Junior Secured Lenders And Reserving Rights With Respect To Payment Of Prepayment Premiums And Default Interest Filed by Wilmington Trust Co. |
| 10/05/04 | SD | 0.20 | Review of order regarding secured lenders; docket court related deadlines. |
| 10/07/04 | LMG | 0.50 | Review Second Motion Consent To Revise The Briefing Schedule Contained In The September 17, 2004 Stipulation And Order Permitting Payment Of Amounts To Senior Secured Lenders, Revolving Lenders And Junior Secured Lenders And Reserving Rights With Respect To Payment Of Prepayment Premiums And Default Interest |

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| | | | |
|----------|-----|------|---|
| 10/12/04 | LMG | 0.30 | Filed by Wilmington Trust Co. Order Granting Second Consented to Motion to Revise the Review Briefing Schedule Contained in the September 17, 2004 stipulation and order permitting payment of amounts to senior secured lenders, revolving lenders and junior secured lenders and reserving rights with respect to payment of prepayment premiums and default interest. |
| 10/13/04 | LMG | 0.30 | Review Order Granting Extension of Time to Assume or Reject Unexpired Leases of Nonresidential Property. |
| 10/13/04 | RJK | 0.20 | Review orders re extension to assume or reject leases; e-mail to Paul Caruso regarding same |
| 10/15/04 | LMG | 0.30 | Review Motion Unopposed Precautionary Motion of the Steering Committee of Senior Secured Creditors For Leave to File Motion in Excess of Page Limit Filed by The Steering Committee of Senior Secured Creditors. |
| 10/16/04 | LMG | 0.30 | Review Proposed Order Filed by Wilmington Trust Co |
| 10/17/04 | LMG | 0.30 | Review Order Granting Unopposed Motion of the Steering Committee of Senior Secured Creditors for Leave to File a Motion in Excess of Page Limit. |
| 10/22/04 | SD | 0.50 | Review of pleadings and deadlines regarding extension of time to reject leases; telephone call from Laura Franzon regarding e-filings of motion to reject leases. |
| 10/25/04 | SD | 1.50 | Attention to e-filing motion to reject contracts. |
| 10/25/04 | RJK | 0.20 | Review e-mails regarding scheduling motion to reject contracts |

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| | | | |
|----------|-----|------|---|
| 10/25/04 | RJK | 1.00 | Review Paul Caruso e-mail regarding effective date for contract rejection; review Thinking Machines cases; response to Paul Caruso regarding same |
| 10/25/04 | RJK | 0.50 | Review motion to reject contracts; all exhibits thereto; proposed order; Notice of Hearing; Motion for expedited hearing regarding motion to reject, order |
| 10/25/04 | RJK | 1.00 | Review Motion of Steering Committee for Allowance of Default Interest, etc. (with exhibits) |
| 10/25/04 | RJK | 0.50 | Review Wilmington Trust Motion for Payment of Prepayment Premium, etc. (with exhibits) |
| 10/26/04 | SD | 0.70 | Revisions to notice of motion rejecting certain leases; docket court related deadlines; |
| 10/26/04 | LMG | 0.40 | Review and discuss Motion to Expedite Hearing Filed by Pegasus Satellite Television, Inc. (related document(s):[664] Motion to Assume/Reject, filed by Debtor Pegasus Satellite Television, Inc. |
| 10/26/04 | LMG | 0.30 | Review Motion to Assume/Reject Certain Unexpired Leases and Executory Contracts and Notice Procedures for Fixing the Rejection Effective Date of Certain Unexpired Leases and Executory Contracts. |
| 10/27/04 | LMG | 0.30 | Review Motion for Entry of an Order Permitting the Official Committee of Unsecured Creditors to File an Objection to (I) Motion of the Steering Committee of the Secured Lenders for an Order Pursuant to Section 506(B) of the Bankruptcy Code for Allowance and Payment of (A) Default Interest |

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| | | | |
|----------|-----|----------------|--|
| | | | and (B) Prepayment Amounts, and (II) Motion of the Junior Lenders for an Order Directing Payment of Prepayment Premium, Accrued Default Interest and Interest Thereon Under the Pegasus Junior Term Loan Agreement in Excess of Fifteen Pages Filed by Official Committee of Unsecured Creditors. |
| 10/28/04 | RJK | 0.20 | Review motion of creditor's committee and order regarding overlength brief (Premium Motion) |
| 10/28/04 | LMG | 0.30 | Review Order Permitting the Official Committee of Unsecured Creditors to File an Objection to (I) Motion of the Steering Committee of the Secured Lenders for an Order Pursuant to Section 506(B) of the Bankruptcy Code for Allowance and Payment of (A) Default Interest and (B) Prepayment Amounts. |
| 10/29/04 | SD | 1.50 | Review of e-mails; attention to e-filing of Trumbull certificates of service regarding expedited motion regarding rejection of leases; attention to e-filing certificate of no objection for Sidley Austin August Fee Statement; attention to formatting and compiling Herbein Monthly Fee Statement for September |
| 10/30/04 | LMG | 0.80 | Review Objection of the Official Committee of Unsecured Creditors' to (I) Motion of the Steering Committee of the Secured Lenders for an Order Pursuant to Section 506(b) of the Bankruptcy Code for Allowance and Payment. |
| Total 02 | | ----- 12.90 | |

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04 Case Administration

| Date | ATTY | Hours | |
|----------|------|-------|---|
| 10/08/04 | LMG | 0.50 | Review status of case. |
| 10/12/04 | LMG | 0.30 | Review Notice of Agenda of Matters Scheduled for Hearing on October 14, 2004 @ 10:30 a.m. Filed by Pegasus Satellite Television, Inc. |
| 10/20/04 | LMG | 1.00 | Discussions with co-counsel current status; review various orders and motions. |
| 10/23/04 | LMG | 0.40 | Review new filings. |
| | | ----- | |
| Total 04 | | 2.20 | |

07 Fee/Employment Applications

| Date | ATTY | Hours | |
|----------|------|-------|---|
| 10/04/04 | LMG | 0.20 | Review Certificate of No Objection regarding Monthly Fee Statement-Docket No. 540 Filed by Sidley Austin Brown & Wood. |
| 10/06/04 | SD | 0.10 | Attention for forms of fee applications to Sidley Austin |
| 10/06/04 | SD | 0.10 | Telephone call from David Quigley at Pegasus; forward BSSN Certificate of No Objection for June and July to Mr. Quigley. |
| 10/07/04 | RJK | 0.70 | Review creditor committee's request for reimbursement of members; expenses (0.1); review section 365(d)(4) motion (0.2); review KPMG application and exhibits (0.4) |
| 10/12/04 | LMG | 0.30 | Review Order Granting Application to Employ KPMG LLP as Taxation Planning Advisors. |
| 10/13/04 | RJK | 0.10 | Review Orders regarding KPMG application |
| 10/13/04 | SD | 0.20 | Review of various e-mails regarding fee applications; monthly fee statements, etc. |

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|----------|-----|------|--|
| 10/13/04 | SD | 0.20 | Telephone call from Adrian Frankum regarding application for fees; e-mail to Mr. Frankum a form of application for fees. |
| 10/13/04 | RJK | 0.00 | Review Orders regarding KPMG application (0.1) and regarding extension to assume or reject leases (0.1); e-mail to Paul Caruso regarding same (0.1) |
| 10/14/04 | LMG | 0.20 | Review August Monthly Fee Statement Filed by Herbein & Company, Inc. |
| 10/14/04 | LMG | 0.20 | Review Certificate of No Objection for July Monthly Fee Statement Filed by Miller Buckfire Lewis Ying & Co., LLC. |
| 10/14/04 | SD | 0.50 | Draft certificate of service; attention to e-filing of Herbein monthly fee statement. |
| 10/14/04 | SD | 0.10 | Filing of Certificate of no objection for Miller Buckfire July monthly fee statement. |
| 10/15/04 | SD | 0.10 | Review of e-mails from Matthew McClintock and PWC and King & Spalding regarding fees and monthly fee statements. |
| 10/15/04 | SD | 1.60 | Attention to filing of various fee statements, etc. Update for PWC. |
| 10/15/04 | SD | 0.20 | E-filing of Sidley fee app. |
| 10/15/04 | LMG | 0.50 | First Application for Compensation and Reimbursement of Expenses for Sidley Austin Brown & Wood LLP, Attorney, period: 6/2/2004 to 8/31/2004, fee: \$3,840,503.00, expenses: \$267,612.24. |
| 10/15/04 | LMG | 0.30 | Review August Monthly Fee Statement Filed by FTI Consulting, Inc. |
| 10/15/04 | RJK | 0.50 | Review various e-mails and filings regarding Sidley Austin and FTI fee applications; response. |

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December 14, 2004 Invoice# 3164523
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| | | | |
|----------|-----|------|---|
| 10/17/04 | SD | 0.50 | Review of e-mails; review of application for fees for King & Spalding and Shaw Pittman. |
| 10/17/04 | LMG | 0.30 | Review Proposed Order Filed by Herbein & Company, Inc. |
| 10/17/04 | LMG | 0.20 | Review Proposed Order Filed by Shaw Pittman LLP. |
| 10/18/04 | SD | 0.30 | Attention to e-filing of King & Spalding 1st fee application. |
| 10/18/04 | SD | 0.80 | Attention to e-filing of Shaw Pittman and Herbein applications for fees; e-mail regarding need for orders. |
| 10/18/04 | SD | 0.30 | Review of various e-mails and transmittal of various e-mails regarding September monthly fee statement of King & Spalding. |
| 10/18/04 | SD | 0.50 | Draft certificate of service; review of certificate of no objection; attention to filing of certificate of no objection for BSSN fees for August. |
| 10/18/04 | SD | 0.40 | Attention to filing of proposed order of fee application for Herbein and Shaw Pittman. |
| 10/18/04 | SD | 4.60 | Drafting of BSSN first fee application; break out of attorney time chart; draft of cover pages. |
| 10/19/04 | SD | 0.60 | Various e-mails to Mr. Freitag and Mr. McClintock regarding Kekst fee application; attention to e-filing Kekst fee application. |
| 10/19/04 | SD | 0.40 | Draft of order regarding BSSN fees. |
| 10/19/04 | SD | 0.50 | Drafting of notice of hearing with respect to applications for compensation. |
| 10/19/04 | SD | 0.40 | Draft of Certificate of Service with respect to applications for compensation filed. |
| 10/19/04 | SD | 2.60 | Revisions and continue draft of BSSN fee application. |

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| | | | |
|----------|-----|-------|--|
| 10/19/04 | RJK | 0.50 | Review and revise Bernstein Shur Sawyer & Nelson Fee Application |
| 10/19/04 | RJK | 0.30 | Attention to Bernstein, Shur Sawyer & Nelson fee application; Notice of Hearing (fee applications) |
| 10/20/04 | IMG | 0.30 | Review Notice of Hearing Filed by Bernstein, Shur, Sawyer & Nelson, FTI Consulting, Inc., Herbein & Company, Inc., Kekst and Company Incorporated, King & Spalding, LLP, Shaw Pittman LLP, Sidley Austin Brown & Wood. |
| 10/21/04 | SD | 0.70 | Attention to e-filing of certificate of service regarding applications for compensation filed for various professionals; review of service list data; confirmation of dates filed for each application. |
| 10/21/04 | SD | 0.40 | Draft of BSSN monthly fee statement for September time. |
| 10/25/04 | SD | 0.90 | Attention to filing of BSSN monthly fee statement and Fee Statement of King & Spalding; draft certificates of service. |
| 10/25/04 | SD | 0.80 | Review of proforma and changes to task coding in prepration of filing BSSN September monthly fee statement. |
| 10/25/04 | RJK | 0.10 | Review updated Botter affidavit (additional disclosure) |
| 10/26/04 | SD | 0.30 | Draft certificate of service; e-filing of Certificate of No Objection for August Fees of King & Spalding, Shaw Pittman and Kekst; e-mail to L. Hoeflich regarding same. |
| Total 07 | | 22.80 | |

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| Date | ATTY | Hours | |
|-----------|--------------|-------|--|
| 10/23/04 | LMG | 0.30 | Review 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 14, 2004 and Ending August 31, 2004 Filed by Greenhill & Co., LLC. |
| 10/25/04 | RJK | 0.20 | Review 1st Fee Application for Greenhill & Co. (0.1); Review 1st Fee Statement (Greenhill & Co.) (0.1) |
| | | ----- | |
| Total 08 | | 0.50 | |
| 14 | Other | | |
| Date | ATTY | Hours | |
| 10/04/04 | RJK | 0.20 | Telephone call from Paul Caruso regarding Premium Motion; e-mail to Gayle Allen regarding same |
| 10/05/04 | SD | 0.10 | Telephone call with court regarding hearing date availability. |
| 10/05/04 | SD | 0.10 | Telephone call to court regarding possible hearing dates other than omnibus hearing dates. |
| 10/06/04 | SD | 0.10 | Review of package from Sara Navab at Trumbull Group; e-mails to/from Sara Navab. |
| 10/07/04 | SD | 0.20 | Telephone call from court regarding changes in Omnibus Hearing dates; update calendar; e-mail to Paul Caruso with changes. |
| 10/07/04 | SD | 0.10 | Review of pleadings; docket court related deadlines. |

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| | | | |
|----------|----|------|--|
| 10/07/04 | SD | 1.20 | Update service list information; attention to e-filings of Trumbull Certificates of Service; telephone call from Verrill & Dana regarding service list information. |
| 10/10/04 | SD | 1.00 | Conflict check |
| 10/11/04 | SD | 1.00 | Conflict check. |
| 10/13/04 | SD | 1.00 | Conflict check. |
| 10/13/04 | SD | 0.50 | Telephone call to/from Court regarding hearing dates on KB Prime matter; e-mail to Mr. Caruso regarding hearing dates; Confirm with court that 10/14 hearings are off; e-mail to Mr. Manheimer regarding hearings. |
| 10/14/04 | SD | 0.50 | Telephone call from Mr. Caruso regarding hearing date availability for the week of October 25; telephone call to court to obtain |
| 10/14/04 | SD | 1.00 | Conflict Check |
| 10/15/04 | SD | 0.10 | Review of e-filings; docket court related deadlines. |
| 10/15/04 | SD | 0.10 | Telephone call to court regarding status of transcripts. |
| 10/15/04 | SD | 0.10 | Telephone call from Mary Ellen Scott regarding hearing on fees for 11/8. |
| 10/17/04 | SD | 2.00 | Conflict check. |
| 10/18/04 | SD | 0.10 | Review of E-filings; docket court related deadlines. |
| 10/18/04 | SD | 1.50 | Conflict check. |
| 10/19/04 | SD | 1.50 | Conflict check. |
| 10/20/04 | SD | 0.20 | Review of billing information; e-mail to Mr. Quigley regarding overpayment and return of same. |
| 10/20/04 | SD | 0.40 | Attention to transcripts forwarded to Sidley Austin. |

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|----------|-----|-------|---|
| 10/20/04 | SD | 0.10 | Review of e-filings; docket court related deadlines. |
| 10/21/04 | SD | 0.10 | Telephone call from Court; e-mail to Mr. Caruso regarding updated hearing times. |
| 10/21/04 | SD | 0.10 | Telephone call from Mary Ellen regarding hearing dates availability; e-mail to Paul Caruso regarding same. |
| 10/21/04 | LMG | 0.80 | Deal with Calendaring and timing issues. |
| 10/22/04 | SD | 0.30 | E-mail from Eileen McDonnell regarding missing pages of 8/25 transcript; review of pacer for e-filed version; e-mail to Eileen; telephone call to court regarding missing pages; telephone call to Typewrights to obtain missing pages; follow-up e-mail with Eileen McDonnell. |
| 10/24/04 | SD | 1.50 | Conflict Check. |
| 10/25/04 | SD | 0.10 | Review of e-filings listing to update service list. |
| 10/26/04 | SD | 1.20 | Review of ECF deadlines against calendared deadlines.; update as needed |
| 10/26/04 | SD | 1.00 | Conflict Check |
| 10/27/04 | SD | 0.10 | Review of e-filings; docket court related deadlines. |
| 10/27/04 | SD | 0.10 | Update service list and service list data. |
| 10/29/04 | SD | 2.00 | Conflict check |
| 10/31/04 | SD | 1.00 | Conflict check. |
| ----- | | | |
| Total 14 | | 21.40 | |

ATTORNEY / PARALEGAL SUMMARY

Bernstein, Shur, Sawyer & Nelson, P.A.

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| | Attorney | Hours | Rate | Amount |
|-----------|------------------------------------|-------|--------|----------|
| | LEN GULINO | 0.30 | 225.00 | 67.50 |
| | | ----- | | ----- |
| | Total 01 | 0.30 | | 67.50 |
| 02 | Asset Disposition | | | |
| | Attorney | Hours | Rate | Amount |
| | LEN GULINO | 4.40 | 225.00 | 990.00 |
| | ROBERT J. KEACH | 4.10 | 350.00 | 1,435.00 |
| | SHEILA DILIOS | 4.40 | 95.00 | 418.00 |
| | | ----- | | ----- |
| | Total 02 | 12.90 | | 2,843.00 |
| 04 | Case Administration | | | |
| | Attorney | Hours | Rate | Amount |
| | LEN GULINO | 2.20 | 225.00 | 495.00 |
| | | ----- | | ----- |
| | Total 04 | 2.20 | | 495.00 |
| 07 | Fee/Employment Applications | | | |
| | Attorney | Hours | Rate | Amount |
| | LEN GULINO | 2.50 | 225.00 | 562.50 |
| | ROBERT J. KEACH | 2.20 | 350.00 | 770.00 |
| | SHEILA DILIOS | 18.10 | 95.00 | 1,719.50 |
| | | ----- | | ----- |
| | Total 07 | 22.80 | | 3,052.00 |
| 08 | Fee/Employment Objections | | | |
| | Attorney | Hours | Rate | Amount |
| | LEN GULINO | 0.30 | 225.00 | 67.50 |
| | ROBERT J. KEACH | 0.20 | 350.00 | 70.00 |
| | | ----- | | ----- |
| | Total 08 | 0.50 | | 137.50 |

Bernstein, Shur, Sawyer & Nelson, P.A.

Pegasus Satellite Communications, Inc.
c/o Ted Lodge
President & Chief Operating Officer
Pegasus Satellite Television, Inc.
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

December 14, 2004 Invoice# 3164523
Matter Number: 034902-00002
RE: Bankruptcy

| 14 | Other | Hours | Rate | Amount |
|----|-----------------|-------|--------|----------|
| | Attorney | | | |
| | LEN GULINO | 0.80 | 225.00 | 180.00 |
| | ROBERT J. KEACH | 0.20 | 350.00 | 70.00 |
| | SHEILA DILIOS | 20.40 | 95.00 | 1,938.00 |
| | | ----- | | ----- |
| | Total 14 | 21.40 | | 2,188.00 |

TOTAL FEES \$8,783.00

| | |
|--|--------|
| PHOTOCOPY | 54.30 |
| PHONE CALL(S) | 166.56 |
| POSTAGE | 19.98 |
| MEALS - PAID TO: ANTHONY'S | 145.79 |
| PHONE - PAID TO: PREMIERE CONFERENCING | 230.00 |
| MESSENGER EXPENSE - PAID TO: GENERAL COURIER | 3.33 |
| MESSENGER EXPENSE - PAID TO: GENERAL COURIER | 5.31 |

TOTAL EXPENSES \$625.27

TOTAL FEES PLUS EXPENSES \$9,408.27

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 October December 14, 2004 I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses as Co-Counsel to the Debtors 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.

December 14, 2004

/s/ Sheila R. Dilios _____
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street, P.O. Box 9729
Portland, ME 04104-5029

SERVICE VIA “ECF FILING”

- **Gayle H. Allen**
gallen@verrilldana.com; bankr@verrilldana.com; ebriggeman@verrilldana.com
- **Fred W. Bopp, III,**
fbopp@perkinsthompson.com; malexander@perkinsthompson.com
- **Eric K. Bradford**
Eric.K.Bradford@USDOJ.gov
- **Robert S. Brady**
bankruptcy@yest.com
- **Roger A. Clement, Jr.**
rclement@verrilldana.com; bankr@verrilldana.com
- **Randy J. Creswell**
rcreswell@perkinsthompson.com; cpaine@perkinsthompson.com
- **Daniel Cummings**
dcummings@nhdlaw.com
- **Daniel R. Felkel**
dfelkel@thplaw.com; hmitchell-moore@thplaw.com
- **David J. Gaier**
dgaier@mccarter.com
- **Alan Eric Gamza**
agamza@mosessinger.com; cdanielson@mosessinger.com
- **Jay S. Geller**
jgeller@maine.rr.com
- **Steven A. Ginther**
mebecf@dor.mo.gov
- **Leonard M. Gulino**
lgulino@bssn.com; sdilios@bssn.com
- **Nava Hazan**
nhazan@akingump.com; pdublin@akingump.com; aqureshi@akingump.com;
djnewman@akingump.com; mtilney@akingump.com
- **Bruce B. Hochman**
bhochman@lambertcoffin.com; cyoung@lambertcoffin.com
- **Regan M. Horney**
rhorney@brannlaw.com
- **Kim Y. Jefferson**
ICBRCAL@state.tn.us

- **Jeffrey L. Jonas**
jjonas@brownrudnick.com
- **Robert J. Keach**
rkeach@bssn.com; sdilios@bssn.com
- **Jacob A. Manheimer**
jmanheimer@pierceatwood.com; mpottle@pierceatwood.com
- **Benjamin E. Marcus**
bmarcusecf@dwmlaw.com
- **George J. Marcus**
bankruptcy@mcm-law.com; dgerry@mcm-law.com
- **John P. McVeigh**
jmcveigh@preti.com
- **Ellen Moring**
emoring@sidley.com; pcaruso@sidley.com; jknowles@sidley.com; emcdonnell@sidley.com; jmargulies@sidley.com
- **Guy S. Neal**
gneal@sidley.com
- **Timothy H. Norton**
tnorton@krz.com
- **Richard J. O'Brien**
robrien@lcwlaw.com; bmclure@lcwlaw.com
- **Jennifer H. Pincus**
jpincus@perkinsthompson.com
- **Peter Michael Reed**
sragdale@mvalaw.com
- **F. Bruce Sleeper**
bankruptcy@jbgf.com
- **Office of the US Trustee**
ustpretion01.po.ecf@usdogj.gov