

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**OPPOSING STATEMENT OF MATERIAL UNDISPUTED FACTS OF WILMINGTON
TRUST COMPANY TO THE STATEMENT OF MATERIAL UNDISPUTED FACTS OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS WITH ADDITIONAL
MATERIAL FACTS**

Pursuant to Rule 56 of the Federal Rules of Civil Procedure and Local Rule 56(c) of the United States District Court, District of Maine, Wilmington Trust Company (“Wilmington Trust”), by and through its undersigned counsel, submits this Opposing Statement of Material Undisputed Facts with Additional Material Facts (the “Opposing Statement of Material Undisputed Facts”) in reply to the Statement of Material Undisputed Facts filed by the Committee (the “Committee Statement of Material Undisputed Facts”) in support of its response (the “Committee Response”) to Wilmington Trust’s Motion for Partial Summary Judgment (the “Summary Judgment Motion”).¹ In support of its Opposing Statement of Material Undisputed Facts, Wilmington Trust submits: (i) the Declaration of Kristopher M. Hansen, Esq. (the “Hansen Decl.”), counsel to Wilmington Trust, as Exhibit A and (ii) certain time records of Akin Gump, counsel to the Committee, as Exhibit B. Wilmington Trust responds to individual paragraphs in the Committee Statement of Material Undisputed Facts as follows:

1. Admitted.

¹ Capitalized terms that are not otherwise defined herein shall have the meanings ascribed to such terms in the Summary Judgment Motion.

2. Admitted.

3. Qualified. The statement fails to mention that the offer of \$675 per qualified transferred subscriber was only valid if accepted by June 30, 2004 and if the offer were accepted after June 30, 2004, the \$675 per subscriber amount would be adjusted downward. See Comm. Resp., Main Case Docket No. 832, Ex. B.

4. Denied. The first sentence states a conclusion not supported by the facts. See Medina-Munoz v. R.J. Reynolds Tobacco Co., 896 F.2d 5, 8 (1st Cir. 1990) (non-moving party must show more than conclusory allegations, improbable inferences or unsupported speculation to establish genuine issues of material fact). In addition, the first sentence is only true if several other events have occurred: the DIRECTV offer would have to be (i) accepted by the Debtor, (ii) approved by the Court and (iii) consummated. In the second sentence, the quoted language is taken out of context; it implies that the Secured Lenders were assured of recovery. In fact, Mr. Hansen outlined the risk faced by the Junior Lenders when he stated in the immediately preceding sentence that “we don’t want to see the value in this case erode as we move forward through those deadlines because our lien position and our recovery position becomes less and less secure as we move forward” See Tr. of June 4, 2004 Mot. Hr’g, Main Case Docket No. 187.

5. Denied. The Committee cannot cite to its own statement in a prior motion to support a conclusion without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). In addition, the DIRECTV offer was categorically rejected by the Debtors. During the June 4, 2004 hearing, James Conlan, Esq., counsel to the Debtors, stated, “NRTC then turned around and notified us on June 2nd that it was terminating the member agreements effective August 31, that our customers and rights would be

transitioned to DIRECTV, and they made us an offer which **we flatly reject.**” See Tr. of June 4, 2004 Mot. Hr’g Main Case Docket No. 187 at 65) (emphasis added). See also Rule 56(b) Statement at ¶ 13.

6. Qualified. The Committee seeks to make a conclusion without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). The quotation of Mr. Puntus, financial advisor for the Debtors, however, is admitted.

7. Qualified. The total hours represented by the Committee for Mr. Handelsman’s time is misleading. On June 16, 2004, Mr. Handelsman spent 5.8 hours on Wilmington Trust-related matters, of which the “meeting with representatives of DTV, Committee and senior lenders” was but a subset of his tasks performed that day on behalf of Wilmington Trust. See Statement of Professional Services Rendered by Stroock & Stroock & Lavan LLP for the Period through June 30, 2004 (the “Stroock Timesheet”) at 11. In addition, the statement does not support the inference that counsel to Wilmington Trust participated in the negotiations between DIRECTV and the Committee because the Committee acknowledges in Paragraph 16 of the Committee Response that counsel to Wilmington Trust did not participate in such negotiations.

8. Qualified. The total hours represented by the Committee for Mr. Hansen’s time is misleading. On June 16, 2004, Mr. Hansen spent 6.2 hours on Wilmington Trust-related matters, of which the “creditor discussions re lit. merits and team discussions re same” was but a subset of his tasks performed that day on behalf of Wilmington Trust. See Stroock Timesheet at 11. In addition, the statement does not support the inference that counsel to Wilmington Trust participated in the negotiations between DIRECTV and the Committee because the Committee acknowledges in Paragraph 16 of the Committee Response that counsel to Wilmington Trust did not participate in such negotiations.

9. Qualified. The total hours represented by the Committee for Mr. Handelsman's time is misleading. On June 23, 2004, Mr. Handelsman spent 4.3 hours on Wilmington Trust-related matters, of which the "negotiation session with DirecTV and all creditor constituencies and meeting with steering committee members" was but a subset of his tasks performed that day on behalf of Wilmington Trust. See Stroock Timesheet at 16. In addition, the statement does not support the inference that counsel to Wilmington Trust participated in the negotiations between DIRECTV and the Committee because the Committee acknowledges in Paragraph 16 of the Committee Response that counsel to Wilmington Trust did not participate in such negotiations.

10. Qualified. The total hours represented by the Committee for Mr. Lawrence's time is misleading. On June 23, 2004, Mr. Lawrence spent 8.0 hours on Wilmington Trust-related matters, of which the preparation for and attendance at the meeting was but a subset of his tasks performed that day on behalf of Wilmington Trust. See Stroock Timesheet at 16. In addition, the statement does not support the inference that counsel to Wilmington Trust participated in the negotiations between DIRECTV and the Committee because the Committee acknowledges in Paragraph 16 of the Committee Response that counsel to Wilmington Trust did not participate in such negotiations.

11. Qualified. The time entry is admitted, but the statement does not support the inference that counsel to Wilmington Trust participated in the negotiations between DIRECTV and the Committee because the Committee acknowledges in Paragraph 16 of the Committee Response that counsel to Wilmington Trust did not participate in such negotiations.

12. Admitted.

13. Denied. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders

without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above); U.S. f/b/o Doten’s Constr., Inc. v. JMG Excavating & Constr. Co., No. 03-134-P-S., 2004 WL 2607800, at *9 n.11 (D. Me. Nov. 17, 2004) (citations by a party to statements in its unverified pleadings can only be deemed an admission by such party and cannot be used against any other party). In addition, counsel for Wilmington Trust attended an initial meeting amongst the referenced parties but denies that the offer presented by DIRECTV served “as a starting point” for negotiations or that the “DIRECTV Offer was to serve as a ‘floor’ for the parties’ negotiations” See Comm. Resp., Main Case Docket No. 832 at ¶ 9. In fact, during such initial meeting Chaim Fortgang, Esq., a representative of Silver Point Capital L.L.C., and Mr. Gary Singer, a representative of Singer Children’s Management and Affiliates, both members of the Committee, flatly rejected DIRECTV’s offer. The various parties then left the conference room in order to permit DIRECTV and the Committee to caucus separately. Shortly thereafter, the Committee and DIRECTV engaged in further direct negotiations without including the Secured Lenders or their counsel. See Hansen Decl.

14. Denied. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above); Doten’s, 2004 WL 2607800 at *9 n.11 (for the proposition set forth in paragraph 13 above). As Exhibits F through I to the Committee Response indicate, the terse responses of David Botter, Esq., counsel to the Committee, to inquiries made by counsel to Wilmington Trust contained very limited information, such as “there is not yet a bid/ask” (Exhibit F), “productive meeting” (Exhibit F) or “they want a deal and I think we will get one on Monday/Tuesday” (Exhibit I).

15. Denied. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above); Doten's, 2004 WL 2607800 at *9 n.11 (for the proposition set forth in paragraph 13 above). In addition, the commencement date regarding the Committee's efforts is inaccurate. Since the Committee was not formed until June 10, 2004, negotiations by the Committee could not have begun prior to June 10, 2004. See Notice of Appointment of Creditors' Committee, Main Case, Docket No. 134.

16. Admitted.

17. Admitted.

18. Denied. This statement contains a conclusion not supported by the facts. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). This statement is only true if several other events have occurred: the DIRECTV offer would have to be (i) accepted by the Debtor, (ii) approved by the Court and (iii) consummated. Finally, the Junior Lenders were not a party to such email.

19. Admitted.

20. Admitted.

21. Denied. Neither the Senior Lenders nor the Junior Lenders have been paid in full. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders without any supporting evidence. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above) and Doten's, 2004 WL 2607800 at *9 n.11 (for the proposition set forth in paragraph 13 above).

22. Admitted.

23. Admitted.

24. Denied. The statement quoted by the Committee does not stand for the proposition that the Junior Lenders “intended to force the parties into an immediate sale of the Satellite Assets” and is opinion rather than fact. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). As evidenced by Exhibit I to the Committee Response, which contains Mr. Hansen’s quoted statement, the Junior Lenders were merely attempting to facilitate negotiations between the Debtors and the Committee in the face of recent rulings by the Court that were detrimental to the Debtors’ litigation strategy. Finally, the Committee has misquoted Mr. Hansen’s statement. The phrase “get to DTV” should read “get with DTV.” This misquote is significant since it changes both the tone and purpose of Mr. Hansen’s statement.

25. Denied. The statement quoted by the Committee does not stand for the proposition that the Junior Lenders “concede that they pressured the Debtors to sell the Satellite Assets” and is opinion rather than fact. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). In addition, such statement is taken out of context because it needs to be read in light of the rulings by the Court detrimental to the Debtors’ litigation strategy. Finally, the Committee failed to include the succeeding sentence, which states, “[i]n fact, Wilmington Trust and the senior secured lenders shared their work product with the Committee and DIRECTV, who had precisely the same concerns as the lenders.” See Junior Lenders’ Motion Directing Payment of Prepayment Premium, Accrued Default Interest and Interest Thereon Under the Pegasus Junior Term Loan Agreement, Main Case Docket No. 622, at 5; see also Comm. Resp., Main Case Docket No. 832, Ex. I.

26. Admitted.

27. Denied. The statement seeks to make a conclusion that is not supported by the facts. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above). In addition, the quoted statement is not a fair representation of the entire correspondence since such exchange occurred in the context of the Secured Lenders seeking information on the status of negotiations between the Committee, DIRECTV and the Debtors. See Comm. Resp., Main Case Docket No. 832, Ex. F (“please let us know the outcome as soon as you can.”) (Hansen to Botter, July 1, 2004 at 11:08 a.m.); (“Is there a bid and ask or are they still in dreamland.”) (Andrew Rosenberg, Esq., counsel to the Steering Committee of Senior Secured Lenders, to Botter, July 1, 2004 at 4:38 p.m.).

28. Qualified. The quoted statement is not a fair representation of the entire correspondence since such exchange occurred in the context of the Secured Lenders seeking information on the status of negotiations between the Committee, DIRECTV and the Debtors. See Comm. Resp., Main Case Docket No. 832, Ex. G (“Any word on any front.”) (Rosenberg to Botter, July 7, 2004 at 5:29 p.m.).

29. Qualified. The quoted statement is not a fair representation of the entire correspondence since such exchange occurred in the context of the Secured Lenders seeking information on the status of negotiations between the Committee, DIRECTV and the Debtors. Id.

30. Qualified. This statement must be read in the proper context since it was made after a series of rulings by the Court that were very detrimental to the Debtors’ litigation strategy.

31. Qualified. The quoted statement is not a fair representation of the entire correspondence since such exchange occurred in the context of the Secured Lenders seeking information on the status of negotiations between the Committee, DIRECTV and the Debtors, in

light of a series of rulings by the Court that were very detrimental to the Debtors' litigation strategy. See Comm. Resp., Main Case Docket No. 832, Ex. I ("What's up?" and "Can we go through the docs tomorrow morning and see what comments we all can/can't live without in order to keep forward momentum?") (Hansen to Botter, July 8, 2004 at 6:31 p.m.).

32. Admitted.

33. Denied. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders without any supporting evidence, especially since only the Debtors can confirm such fact. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above); Doten's, 2004 WL 2607800 at *9 n.11 (for the proposition set forth in paragraph 13 above).

34. Denied. Such statement sets forth opinion rather than fact, and the Committee cannot cite to its own statement in a prior motion as an admission against the Junior Lenders without any supporting evidence, especially since only the Debtors can confirm such fact. See Medina-Munoz, 896 F.2d at 8 (for the proposition set forth in paragraph 4 above); Doten's, 2004 WL 2607800 at *9 n.11 (for the proposition set forth in paragraph 13 above).

35. Admitted.

36. Admitted.

37. Admitted.

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41. Admitted.

42. Admitted.

- 43. Admitted.
- 44. Admitted.
- 45. Admitted.
- 46. Admitted.
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- 48. Admitted.
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- 60. Admitted.
- 61. Admitted.
- 62. Admitted.
- 63. Admitted.
- 64. Admitted.
- 65. Admitted.

- 66. Admitted.
- 67. Admitted.
- 68. Admitted.
- 69. Admitted.
- 70. Admitted.
- 71. Admitted.

**WILMINGTON TRUST'S
STATEMENT OF ADDITIONAL MATERIAL FACTS**

Pursuant to Rule 56 of the Federal Rules of Civil Procedure and Local Rule 56(c), Wilmington Trust submits the following additional statement of material facts in support of the Summary Judgment Motion.

72. The time records of Akin Gump during the period from June 24, 2004 through July 30, 2004 indicate that representatives of Akin Gump and the Debtors' counsel, DIRECTV and/or its counsel participated in approximately 14 separate, in-person meetings and negotiations regarding the Global Settlement on the following dates: July 1, July 6, July 13-14, July 16, July 19-22, and July 25-29. See Exhibit B attached hereto (marked portions only); See also Statement of Fees for Services Rendered and Expenses Incurred by Akin Gump for the Period June 2, 2004 to June 30, 2004, Ex. B ("Akin's June Time Entries"), Main Case Docket No. 423; Statement of Fees for Services Rendered and Expenses Incurred by Akin Gump for the Period July 1, 2004 to July 31, 2004, Ex. B ("Akin's July Time Entries"), Main Case Docket No. 523.

73. Attorneys at Akin Gump provided updates regarding the Global Settlement to the Committee members, singly or as a group, on approximately 17 separate occasions between June 24, 2004 and July 30, 2004, including without limitation the following dates: June 25, June 29 –

30, July 2, July 8-9, July 12, July 14-16, July 21, July 23 and July 26-30. See Exhibit B (marked portions only); Akin's June Time Entries, Main Case Docket No. 423; Akin's July Time Entries, Main Case Docket No. 523.

74. Numerous teleconference calls occurred between counsel to the Committee and counsel to the Debtors and/or DIRECTV during the period from June 24, 2004 through July 30, 2004. See Exhibit B (marked portions only); Akin's June Time Entries, Main Case Docket No. 423; Akin's July Time Entries, Main Case Docket No. 523.

Dated: December 15, 2004

/s/ Gayle H. Allen

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– and –

/s/ Kristopher M. Hansen

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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**DECLARATION OF KRISTOPHER M. HANSEN
IN SUPPORT OF MOTION OF WILMINGTON
TRUST COMPANY FOR PARTIAL SUMMARY JUDGMENT**

KRISTOPHER M. HANSEN hereby declares under penalty of perjury that the following is true and correct:

1. I am a partner with the law firm of Stroock & Stroock & Lavan LLP (“Stroock”), which represents Wilmington Trust Company as administrative agent in connection with the Junior Term Loan.¹ I submit this declaration in support of Wilmington Trust’s Summary Judgment Motion. I have personal knowledge of the statements made herein and I am the attorney at Stroock with day-to-day responsibility for the representation of Wilmington Trust in connection with the above-referenced cases.

2. On June 23, 2004, I attended a settlement conference in connection with the above-referenced cases that was held at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”). My partner Lawrence Handelsman, Esq., an associate at Stroock, Brett Lawrence, Esq., and a representative of one of the Junior Lenders, Steven Gendal of Whippoorwill Associates, Inc., also attended the meeting. Present at the meeting for the Senior

¹ Capitalized terms that are not otherwise defined herein shall have the meanings ascribed to such terms in Wilmington Trust Company’s motion for partial summary judgment (the “Summary Judgment Motion”).

Lenders was Paul Gordon of Ableco Finance and his counsel, Andrew Rosenberg, Esq. and Lori Kata, Esq. of Paul Weiss. Present at the meeting for the Committee were individual representatives of the Committee, including Gary Singer, on behalf of Singer Children's Management and Affiliates, and Chaim Fortgang, Esq., on behalf of Silver Point Capital L.L.C., as well as several representatives from Committee member D. E. Shaw Laminar Portfolios, L.L.C. Daniel Golden, Esq. and David Botter, Esq., as well as other lawyers from their firm, Akin Gump Strauss Hauer & Feld LLP, were present as counsel for the Committee and Michael Kramer, Esq. and Bradley Robins, Esq. were present as representatives of Greenhill & Co., the financial advisors to the Committee. Also in attendance at the meeting were Michael Palkovic, the Chief Financial Officer of DIRECTV, Lawrence Hunter, Esq., the General Counsel of DIRECTV, Michael Baumann, Esq. of Kirkland & Ellis LLP and Richard Krasnow of Weil, Gotshal & Manges LLP as counsel to DIRECTV, and Mr. Dhruv Nurain and others from Goldman Sachs as well as representatives from CSFB as financial advisors to DIRECTV.

3. At the meeting, after exchanging initial greetings, Mr. Baumann attempted to provide the history of the Pegasus / DIRECTV California litigation by way of background for the other parties. Mr. Fortgang and Mr. Singer, however, did not permit Mr. Baumann to complete his presentation and immediately inquired whether DIRECTV was prepared to raise the offer that it had made in connection with the termination of the DBS Agreement. Thereafter, Mr. Hunter circulated the term sheet attached as Exhibit B to the Committee Response and began to discuss the terms thereof with the other parties. Mr. Fortgang and Mr. Singer, however, interrupted Mr. Hunter and postured that the Committee would take its chances supporting the Debtors' cornerstone litigation before agreeing to the terms of the offer circulated at the meeting by DIRECTV. The meeting ended shortly thereafter with the Committee and its representatives

adjourning to a conference room, while DIRECTV and its representatives, after initially leaving the premises altogether, adjourned to a separate conference room. I and the other Wilmington Trust representatives and those for the Senior Lenders adjourned to Mr. Rosenberg's office. After more than an hour, Mr. Golden entered Mr. Rosenberg's office to inform the representatives of the Secured Lenders that the Committee and DIRECTV had met separately and that they had agreed to continue to discuss a potential settlement. Neither I nor any member of my legal team nor any of my clients ever participated in settlement negotiations with respect to any terms of the Global Settlement thereafter.

/s/ Kristopher M. Hansen
KRISTOPHER M. HANSEN

EXHIBIT B

Date	Tkpr	Task	Hours
06/17/04	NHH	0007 Attend committee conference call.	1.50
06/22/04	PCD	0007 Calls with Committee members regarding DTV meeting (.2), confer with Akin team members regarding same (.1).	0.30
06/24/04	JPK	0007 Confer with N. Hazan regarding committee call.	0.10
06/28/04	DHG	0007 Prepare for next day Committee call (.3).	0.50
06/28/04	DHB	0007 Begin preparation for Committee call (.5).	0.50
06/28/04	NH	0007 Email to committee re: committee call (0.2); set up conference call (0.2).	0.40
06/29/04	SMB	0007 Committee conference call (.60).	0.60
06/29/04	DHG	0007 Prepare for and participate in Committee conference call re update Committee on DTV settlement negotiations; litigation meeting w/ Company (.8).	0.80
06/29/04	AQ	0007 Committee conference call.	0.40
06/29/04	DHB	0007 Committee conference call and follow up with team members (1.0).	1.00
06/29/04	DHB	0007 Prepare for committee call (.7); office conference with D. Golden regarding same (.1); various telephone conferences with Puntus regarding committee meeting (.2); work related thereto (.3).	1.30
06/29/04	EDM	0007 Participate in committee conference call.	0.70
06/29/04	NH	0007 Attend conference call with committee re: negotiation with DTV (0.8).	0.80
06/29/04	NH	0007 Work related to conference call (0.3).	0.30
06/04/04	DHB	0008 Prepare for first day hearings (2.5); attend same (3.3).	5.80
06/07/04	DHB	0008 Prepare for stay enforcement hearing (.4); telephone conference with J. Conlan regarding same (.1); attend hearing on stay motion (4.0).	4.50
06/07/04	NH	0008 Attend telephonic hearing (2.6); attend telephone hearing in the afternoon (2.9).	5.50
06/10/04	AQ	0008 Attend conference call regarding Court's ruling on Debtors' emergency motion.	0.50
06/10/04	DHB	0008 Attend telephonic hearing (.6).	0.60
06/10/04	NH	0008 Attend telephonic hearing re DTV litigation/automatic stay (0.6).	0.60
06/18/04	SMB	0008 Attend hearing re motion for TRO (4.00)	4.00
06/18/04	DHB	0008 Preparation for hearing, including review of new pleadings (3.0); attend hearing regarding TRO (3.0); telephone conferences with team members and committee members related to outcome of hearing (1.0).	7.00
06/18/04	PCD	0008 Calls regarding hearing (.4); e-mails regarding same (.2).	0.60
06/21/04	SMB	0008 Telephone call with Court regarding hearing on preliminary injunction (1.00).	1.00
06/21/04	DHB	0008 Attend telephonic hearing regarding TRO decision (.7); draft memo to Committee regarding results thereof (.4); attend discovery conference with court (.5).	1.60
06/21/04	EDM	0008 Conference call regarding hearing on TRO decision.	0.50
06/22/04	DN	0008 Attend hearing (.20); confer with S. Baldini re same (.20); e-mail to M. Tilney (.10).	0.50
06/22/04	SMB	0008 Conference call with all counsel, bankruptcy court (.50); telephone call with D. Botter regarding court call (.10).	0.60
06/23/04	NH	0008 Prepare and review binder for hearing on 6/24 (0.3).	0.30
06/23/04	IH	0008 Assist in preparations for Pegasus hearing.	3.40
06/24/04	DHG	0008 T/C D. Botter re results of Court hearings.	0.30
06/24/04	DHB	0008 Prepare for hearing, including review of pleadings and positions (1.5); attend same and follow-up conference with debtors' counsel (1.1).	2.60
06/03/04	DHB	0010 Work on first days and cash collateral motions and orders (3.5).	3.50
06/04/04	DHB	0010 Review revised draft of cash collateral order and detailed e-mail regarding comments thereto (.6).	0.60
06/04/04	NH	0010 Revise interim cash collateral order (0.3).	0.30
06/06/04	DHB	0010 E-mail correspondence regarding cash collateral order.	0.50
06/07/04	NH	0010 Review cash collateral interim order and comment re same to group (1.2).	1.20
06/17/04	DHB	0010 Review status of cash collateral comments (.4); work with N. Hazan regarding same and memo regarding comments thereto (.5); review	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/21/04	DSV	0024 provision. Research into issues surrounding sales of assets and prepare memo regarding same.	7.30
06/22/04	DSV	0024 Prepare memo (2.2) and continue research (2.1) into sale issues.	4.30
06/23/04	DSV	0024 Research into First Circuit law regarding sales issues (2.5); Additional follow up research into sales issue (1.4); Research contract termination issues (2.2).	6.10
06/24/04	DSV	0024 Begin research into various sale issues (.6).	0.60
06/25/04	JPk	0024 Research regarding ability of estate to sell assets notwithstanding contractual provision.	1.40
06/25/04	NH	0024 Research re sale of asset (363) and breach of contract (1.2).	1.20
06/25/04	DSV	0024 Research into issues surrounding sale of assets (3.5); Begin preparing memo examining sale of assets issues (2.5).	6.00
06/29/04	JPk	0024 Research regarding permissibility of debtor allowing potential buyers to perform due diligence in order to sell substantially all its assets despite fact that assets.	3.80
06/29/04	JPk	0024 Draft memorandum regarding ability of estate to sell assets notwithstanding contractual provision.	5.60
06/29/04	JPk	0024 Review and revise memorandum regarding estate's ability to sell assets despite existence of contractual provision.	0.70
06/29/04	DSV	0024 Continue preparing memoranda on various issues related to sales (2.3); Finalize and review memoranda and send to N. Hazan and P. Dublin (1.4).	3.70
06/30/04	DHG	0024 Review memo re corporate parent restructuring transaction (.6).	0.60
06/30/04	DHG	0024 T/C R. Krasnow re documentation for asset sale (.3); t/c Committee members re status of DTV negotiations (.8).	1.10
06/03/04	NH	0025 Travel to Portland, Maine (actual time - 2.8).	1.40
06/04/04	DHB	0025 Return travel to New York (actual time - 2.5).	1.25
06/04/04	NH	0025 Travel back to New York (3.0).	3.00
06/17/04	DHB	0025 Travel to Portland, Maine for hearing (actual time - 2.0).	1.00
06/18/04	SMB	0025 Travel to and from Maine for hearings (actual time - 6.0).	3.00
06/18/04	DHB	0025 Return travel to New York (actual time - 3.3).	1.65
06/21/04	SMB	0025 Travel to Chicago for meeting with Debtors (actual time - 4.0).	2.00
06/21/04	DHG	0025 Return trip to New York (actual time - 3.0).	1.50
06/21/04	DHB	0025 Non-working travel time to and from meeting in Chicago with Debtors' professionals (actual time - 4.9).	2.45
06/21/04	PCD	0025 Travel to (3.8, travel from (4.1) Chicago meeting (actual time - 7.9).	3.95
06/21/04	NH	0025 Travel to Chicago and return to New York (actual time - 10.0).	5.00
06/24/04	DHB	0025 Non-working travel time (actual time - 3.6).	1.80
06/13/04	DHB	0026 Telephone conference with T. Davidson regarding license transfers (.4).	0.40
06/16/04	PRM	0026 Emails with T. Davidson regarding developing FCC strategy for Pegasus (0.2); Met with and emails to N. Alexander regarding same (0.2).	0.40
06/22/04	PRM	0026 Attention to potential FCC ramifications of pending litigation with DTV/NRTC.	0.20
06/03/04	TWD	0027 Telephone call with D. Botter re: DBS litigation and import on Pegasus.	0.30
06/03/04	DHB	0027 Review documents regarding DTV issues (.5); conference with team members regarding DTV issues (.5).	1.00
06/04/04	SMB	0027 Reviewing memo regarding termination of agreements (.50); reviewing public filings (.40).	0.90
06/04/04	TWD	0027 Telephone calls with R. Parks re: ownership affiliation between Pegasus and NRTC and DirecTV issue.	0.40
06/04/04	NH	0027 Review District Court of California decision re litigation with DTV (0.5); review emergency motion re lift of the automatic stay (0.5).	1.00
06/06/04	DHB	0027 Work related to stay enforcement motion (.5).	0.50
06/07/04	SMB	0027 Hearing on debtors motion for violations of automatic stay (5.80); telephone call with D. Botter regarding hearing (.20); meeting with litigators regarding California litigation(.50); reviewing NRTC	8.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/23/04	JPk	0027 confidentiality agreement. Draft memorandum regarding damages to DirecTV in event of breach of confidentiality agreement (3.5); email same to P. Dublin (.1).	3.60
06/23/04	DHG	0027 Meeting w/ Baks and Direct TV re settlement negotiations (3.4); t/c's Committee members re negotiations of DTV (.8).	4.20
06/23/04	AQ	0027 Confer with D. Newman regarding motion to intervene.	0.40
06/23/04	AQ	0027 Research regarding intervention in adversary proceeding.	1.10
06/23/04	DHB	0027 Work related to potential settlement (.5).	0.50
06/23/04	DHB	0027 Prepare for and attend meeting with DTV and Banks (3.5).	3.50
06/23/04	PCD	0027 Prepare for and attend meeting at Paul Weiss regarding DTV.	3.30
06/23/04	MT	0027 Adding incoming pleadings and updating index (1); Saving documents to the P Drive for easy access (2)	3.00
06/24/04	DN	0027 Review CA docket (.5); confer with A. Qureshi and N. Hwang re motion to intervene (.8); research intervention (.5); draft memo re: proprietary information (3.8); meet with litigation team re pending issues (.7); meet with N. Hwang re motion to intervene (.5).	6.80
06/24/04	SMB	0027 Meeting with FR lawyers regarding motions to intervene, settle, case analysis (.50); meeting with A. Qureshi, D. Newman regarding motion to intervene (.30).	0.80
06/24/04	DHG	0027 T/C G. Singer re preparation for meeting w/ Direct TV (.4); t/conf B. Robbins and D. Botter re status of meeting with Direct TV (.4).	0.80
06/24/04	AQ	0027 Meet with D. Botter, S. Baldini, D. Newman regarding litigation.	0.70
06/24/04	AQ	0027 Research regarding motion to intervene.	0.80
06/24/04	AQ	0027 Confer with D. Newman re motion to intervene.	0.30
06/24/04	AQ	0027 Review and analyze pleadings in DTV litigation.	0.60
06/24/04	AQ	0027 Confer with P. Dublin re: Motion to Intervene.	0.20
06/24/04	DHB	0027 Review research memos regarding settlement issues and office conference with P. Dublin regarding same (.5); telephone conference with B. Robbins and D. Golden regarding settlement discussions (.5).	1.00
06/24/04	NH	0027 Draft background section of motion to intervene (1.8).	1.80
06/24/04	MT	0027 Getting docket of CA pleadings and flagging documents to be ordered from CA Pleadings (1.2)	1.20
06/24/04	NHH	0027 Met with Deborah Newman concerning Pegasus Assignment on motion to intervene.	0.50
06/25/04	SMB	0027 Meeting with A. Qureshi, reviewing research regarding fraudulent conveyance claim (.80); reviewing research regarding aiding and abetting breach of fiduciary duties.	1.60
06/25/04	DHG	0027 Extended t/conf G. Singer, C. Fortgang, B. Robbins, M. Kramer re status of negotiations w/ Direc TV (.7); extended t/c R. Krasnow re Direc TV negotiations (.6); t/conf R. Krasnow, Direc TV counsel re ongoing negotiations (.5); review NRTC affidavit re NRTC patron certificates (1.2); t/c's Committee members re ongoing negotiations (.7); o/c D. Botter re certificate issues (.6).	4.30
06/25/04	DHB	0027 Work related to settlement issues (1.5); analysis of NRTC documents and various office conferences with team regarding case law (2.5); telephone conferences with DTV regarding discussions (.5); work related thereto (.8); telephone conference with Conlan regarding same (.5); detailed e-mail to team following call (.4).	6.20
06/25/04	NH	0027 Review withdrawal of contempt motion and notice of appeal filed by Debtors (0.1).	0.10
06/25/04	MT	0027 Organizing and coordinating with J. Gonzalez for documents to be ordered (.9); Putting together binder for A. Qureshi with specific documents from ME pleadings (2); Putting together binder for D. Newman with certain ME pleadings (1)	3.90
06/25/04	NHH	0027 Preparing Memorandum of Law for Pegasus Communications.	4.00
06/26/04	SMB	0027 Correspondence with Botter, committee regarding meeting with DTV (.50); reviewing transcript of court hearing on TRO, fee approvals	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/26/04	DHB	0027 (1.00). E-mail communications regarding DTV talks and applicable case law (.5).	0.00
06/27/04	DN	0027 Draft memo re: litigation (1.5).	1.50
06/27/04	DHB	0027 Review case law regarding settlement (.4); review California orders (1.5); conference call with Conlan and Yancey regarding coop issues (.5).	2.40
06/28/04	DN	0027 Read 1st day affidavit (.5); confer with N. Hazan and A. Qureshi (.5); draft motion to intervene (8.5).	9.50
06/28/04	AQ	0027 Draft and revise motion to intervene.	2.50
06/28/04	AQ	0027 Confer with D. Newman re motion to intervene.	0.20
06/28/04	AQ	0027 Confer with N. Hazan re motion to intervene.	0.20
06/28/04	AQ	0027 Review and analyze hearing transcripts and DTV litigation pleadings.	1.50
06/28/04	DHB	0027 Office conferences with D. Newman and N. Hazan regarding intervention pleadings (.2).	0.20
06/28/04	PCD	0027 Review and revise draft motion to intervene (1.9); e-mails regarding same (.2).	2.10
06/28/04	NH	0027 Call with EMC Grady/D. Newman/D. Botter re: motion to intervene in adversary proceedings (0.1); revise/correct motion to intervene (2.5).	2.60
06/28/04	MT	0027 Saving and indexing pleadings onto the P Drive so that they can stored and printed	3.50
06/28/04	NHH	0027 Legal research re intervention motion.	4.50
06/28/04	NHH	0027 Meeting with Deborah Newman to discuss research results re motion to intervene.	0.20
06/29/04	DN	0027 Confer with A. Qureshi (.7); edit research motion to intervene (2.7); review to do list (.1); discuss motion to intervene with T. Autrey; e-mail to A. Rossman re: same; research and review motion (.3); confer with M. Tilney re: CA pleadings (.3).	4.10
06/29/04	DHG	0027 T/C R. Krasnow re settlement documentation (.3); t/c B. Robins re Echostar discussions (.3).	0.60
06/29/04	AQ	0027 Edit draft intervention brief.	0.50
06/29/04	AQ	0027 Confer with D. Newman re: motion to intervene.	0.20
06/29/04	AQ	0027 Review and analyze memos and case law regarding potential recovery of NRTC patronage certificates.	1.80
06/29/04	AQ	0027 Draft e-mail to S. Baldini and D. Newman regarding litigation issues.	0.20
06/29/04	AQ	0027 Meet with D. Golden and D. Botter regarding litigation issues.	0.20
06/29/04	DHB	0027 Conference call with Bank lawyers regarding status (.4); work related to settlement proposals (.4).	0.80
06/29/04	NH	0027 Revise motion to intervene in adversary proceedings (2.2).	2.20
06/29/04	MT	0027 Putting together index of all the CA pleadings we ordered (1); Identifying, pulling, copying Orders from pleadings to be put into binders and conferring with D. Newman (.7); Putting together binders and making index of orders for binders (1.3)	3.00
06/29/04	NHH	0027 Legal Research re intervention motion.	2.00
06/30/04	AQ	0027 Edit draft motion to intervene.	0.30
06/30/04	AQ	0027 Confer with D. Newman regarding motion to intervene.	0.20
06/30/04	DHB	0027 Telephone conference with C. Fortgang regarding coop issues (.3); telephone conference with R. Krasnow regarding status (.5); office conferences with P. Dublin and D. Golden regarding status of discussions (.4); telephone conference with G. Singer regarding same (.1); office conference with R. Parks regarding documents related to settlement (.3).	1.60
06/30/04	DHB	0027 Office conference with S. Baldini regarding status pf litigation (.1).	0.10
06/30/04	NH	0027 Draft insert to motion to intervene re: various issuances of notes and rank of notes (0.5).	0.50
06/30/04	MT	0027 Finalizing set of pleadings binders with CA Orders (.4); Organizing and ordering CA pleadings to match with the index (.9)	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		accordingly (0.7).	
07/19/04	DSV	0006 Review documents related to retention of professionals.	0.20
07/20/04	DHB	0006 Review PWC order and office conference with N. Hazan regarding same (.3).	0.30
07/20/04	NH	0006 Discuss order re PWC retention w/ DB (0.1); revise same and email exchange re revised version (0.3).	0.40
07/26/04	DHG	0006 Telephone call S. Lampe re negotiations on MB retention applications (.4); telephone call M. Puntus re same (.4); telephone call J. Manheimer re same (.3).	1.10
07/26/04	DHB	0006 Telephone conference with Puntus regarding fees (.2); telephone conference with P. Dublin (.1) and G. Singer regarding same (.1); continue conferences and work related thereto (.2) (.3) (.4); office conference with N Hazan regarding order on MB (.1); e-mails regarding same (.1).	1.50
07/26/04	PCD	0006 Calls regarding MB fee.	0.20
07/26/04	NH	0006 Draft email to Committee re: Miller Buckfire's success fee (.5); Review proposed order re: Miller Buckfire's retention (.7); Review Application / engagement letter of Miller Buckfire (.4).	1.60
07/27/04	DHG	0006 Negotiations with M. Puntus re MB fee arrangement (1.2); telephone calls C. Fortgang, G. Singer, S. Lampe re same (1.3); review of comps (.6).	3.10
07/27/04	NH	0006 Memo to DG re: CTA and Greenhill Transaction Fees (1.5).	1.50
07/28/04	NH	0006 Call from W. Barr re: fee statement model (.1).	0.10
07/29/04	NH	0006 Review revised order re: Miller Buckfire retention / email to DB re: comments (.5); Review Engagement Letter of Miller Buckfire / email / calls from DB re: addition of success fees (.6).	1.10
07/30/04	NH	0006 Review Miller Buckfire's proposed retention order/email to DB re double dipping (0.2).	0.20
07/01/04	SMB	0007 Meeting with creditors committee, debtors (3.0).	3.00
07/01/04	DHG	0007 Prepare for and attend Committee meeting w/ Company re DirecTV offer and settlement negotiations (4.5).	4.50
07/01/04	DHB	0007 Prepare for, attend meeting with committee and company and follow-up (4.5).	4.50
07/01/04	NH	0007 Attend meeting between Committee and Debtors re litigation/sale (4.0).	4.00
07/01/04	NHH	0007 Attend committee meeting.	2.00
07/14/04	RWP	0007 Committee meeting by telephone re: DTV negotiation.	3.50
07/22/04	NH	0007 Conference call w/ sub Committee re KERP (0.7).	0.70
07/23/04	DHG	0007 Participate in extended Committee conference call re status of negotiations with DIRECTV and PCC re sale and global settlement.	1.10
07/23/04	RWP	0007 Participate in Creditors' Committee call re global settlement.	1.00
07/23/04	DHB	0007 Prepare for conference call, including various office conferences with R. Parks regarding deal terms (1.4); Committee conference call (.8).	2.20
07/23/04	NH	0007 Committee call re KERP proposal (.6); Committee call re update on negotiations w/DTV and the Debtors (.7).	1.30
07/23/04	DSV	0007 Participate in committee conference call.	0.60
07/27/04	DHG	0007 Prepare for and participate in Committee conference call re update on DTV transaction, negotiations with PCC, MB fee arrangement, S. Plains transaction.	1.70
07/27/04	NH	0007 Committee call re: status of negotiations w/DTV / KERP / South Plains (1.4); Email re: status on Miller Buckfire to D. Botter / Committee position after Committee call (.1).	1.50
07/27/04	DSV	0007 Participate in committee conference call to discuss status of discussions with parties interested in purchasing assets.	1.30
07/28/04	SMB	0007 Telephone call with creditors committee (1.00)	1.00
07/28/04	DHG	0007 Prepare for and participate in Committee conference call re MB retention arrangements, KERP, DTV transaction.	1.40
07/28/04	DHB	0007 Prepare for (.4) and attend committee conference call (.6).	1.00

Date	Tkpr	Task	Hours
07/28/04	EDM	0007 Committee conference call.	0.60
07/28/04	NH	0007 Committee call re: KERP / PCC / DirecTV transaction (.7).	0.70
07/29/04	DHG	0007 Participate in Committee conference call re status of DTV transaction and step down issues.	0.80
07/29/04	NH	0007 Committee call re: final open issues on DTV transaction (.4).	0.40
07/29/04	DSV	0007 Participate in Committee conference call re DTV transaction.	0.50
07/08/04	DHG	0008 O/C D. Botter re report on results of Bankruptcy Court hearing.	0.30
07/08/04	DHB	0008 Prepare for and attend telephonic hearing (1.3); follow-up discussions with team (.5); review and revise e-mail to committee regarding hearing (.5).	2.30
07/08/04	NH	0008 Attend hearing telephonically (1.0); summarize hearing results for Committee (1.3).	2.30
07/08/04	DSV	0008 Review materials pertaining to settlement discussions and recent hearings.	0.30
07/21/04	NH	0008 Review Agenda for 7/22 hearing (0.1).	0.10
07/26/04	NH	0008 Review revised notice of hearing (.1).	0.10
07/28/04	DHB	0008 Prepare for and attend omnibus hearing.	1.00
07/28/04	NH	0008 Attend telephonic hearing (.9).	0.90
07/30/04	DHB	0008 Prepare for and attend Chambers conference call with J. Haines (.4); follow up call with P. Dublin (.1).	0.50
07/30/04	NH	0008 Attend Status Conference re status on negotiation (0.3).	0.30
07/21/04	PCD	0010 Research regarding prepayment premiums (2.2); calls regarding same (.4).	2.60
07/06/04	NH	0011 Conference call w/Debtors and FA re Services Agreement (0.6); discuss same w/CTA and Greenhill (0.2); call to Paul Caruso re same (0.1); discuss same w/DB (0.1); exchange email re same w/PC (0.2).	1.20
07/07/04	JPk	0011 Review and summarize Debtors' motion to extend time to assume or reject non-residential real property leases.	0.60
07/07/04	NH	0011 Revise services agreement order (0.8).	0.80
07/08/04	NH	0011 Work on draft order re services agreement (0.3).	0.30
07/08/04	APM	0011 Draft summary of material terms and conditions of Pegasus Satellite Communications, Inc. indentures.	2.50
07/13/04	JPk	0011 Confer with N. Hazan regarding summary to Committee of Debtors' Motion to Deposit Certain Post-Petition amounts into Court Registry.	0.10
07/13/04	NH	0011 Review Debtors' motion re escrow account for post petition period (0.3).	0.30
07/14/04	JPk	0011 Review and summarize Debtors' Motion to Deposit into Court Registry certain Post-Petition amounts (.8); confer with N. Hazan regarding same (.1).	0.90
07/14/04	NH	0011 Draft summary to Committee re services agreement (1.6); revise order re services agreement (0.4); email to CTA re same (0.1); email exchange re services agreement modification w/P. Caruso (0.2).	2.30
07/14/04	NH	0011 Review summary of Debtors' motion regarding deposit in registry of the Court of post petition amounts due under the member agreement (1.1).	1.10
07/15/04	PCD	0011 Calls regarding prepayment issues (.2); e-mails regarding same (.1); review memo regarding same (.4).	0.70
07/15/04	PCD	0011 Review memo regarding support services (.3).	0.30
07/15/04	NH	0011 Call to C. Ortega re memo on service agreement (0.1); calls re caps on monthly amount for services agreement with C. Ortega (0.2).	0.30
07/16/04	NH	0011 Email to P. Caruso re Service Agreement Order (0.1).	0.10
07/19/04	NH	0011 Review revised order re services agreement/emails to D. Botter and Paul Caruso re same (0.3).	0.30
07/21/04	SMB	0011 Review application to pay money into escrow (.40)	0.40
07/21/04	NH	0011 Review final order re services agreement/email to D. Botter re same (0.1).	0.10
07/01/04	CV	0013 Conduct due diligence review of corporate documents.	5.90
07/01/04	APM	0013 Review indentures of Pegasus Satellite Communications, Inc. for the purpose of due diligence.	2.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/01/04	NH	0024 (.2); e-mail comments to Ms. Luo (.2). Review/correct memo re mechanisms to compel a sale without debtors' consent (3.0).	3.00
07/02/04	JPK	0024 Confer with N. Hazan regarding 363 sale issue.	0.10
07/02/04	EDM	0024 Review Asset Purchase Agreement and Bid Procedures (2.2); draft summary regarding same (.7).	2.90
07/02/04	NH	0024 Redraft memo re various mechanisms to implement sale over Debtor's consent (2.2); call to JK re memo on subscriber interest (0.1).	2.30
07/03/04	EDM	0024 Review and revise Asset Purchase Agreement and Bid Procedures.	1.70
07/03/04	EDM	0024 Draft summary regarding same.	1.60
07/03/04	EDM	0024 Correspondence with R. Parks regarding same.	0.70
07/05/04	RWP	0024 Review email correspondence regarding outstanding structure issues, summary of asset purchase agreement and bidding procedures.	1.00
07/05/04	DHB	0024 Review APA (2.2); e-mail to team regarding issues (.2) (.2); review global settlement agreement (1.2); review auction procedures (.5).	4.10
07/05/04	PCD	0024 Review draft APA (2.8); e-mails regarding same (.3); review draft settlement agreement (1.4); e-mails regarding same (.1); review draft auction procedures (.9).	5.50
07/06/04	SMB	0024 Reviewing, revising APA (.70); reviewing, revising auction procedures (.60).	1.30
07/06/04	DHG	0024 Attend meeting w/ Pegasus and advisors re DTV transaction and settlement negotiations (3.5); o/c D. Botter re open deal terms (.4); t/c R. Parks re deal terms (.4); o/c D. Botter re same (.6).	4.90
07/06/04	RWP	0024 Email correspondence regarding structure and status of negotiations.	0.50
07/06/04	DHB	0024 Office conference with D. Golden regarding deal terms (.3); office conference with E. McGrady and P. Dublin regarding analysis of same (.5); telephone conference with R. Krasnow regarding settlement (.4); prepare for, attend and follow-up meeting with Debtors and professionals (3.5); follow-up meetings with P. Dublin (.4); office conference with D. Golden regarding status (.2).	5.30
07/06/04	PCD	0024 Review and revise APA (2.2); calls regarding same (.8); confer with D. Botter regarding same (.3); review and revise bid procedures (.7); call with S. Baldini regarding same (.1); confer with D. Botter regarding same (.1); review and revise settlement agreement (.8); call with S. Baldini regarding same (.2); confer with D. Botter regarding same (.1); e-mails with Committee regarding DTV documents (.2); confer with D. Golden regarding status of DTV discussions (.2); confer with D. Botter regarding same (.2).	5.90
07/06/04	EDM	0024 Revise Asset Purchase Agreement; correspondence with D. Botter, P. Dublin and R. Parks regarding same (.5); conference call regarding shared services (.5).	2.70
07/06/04	NH	0024 Review Global Settlement Agreement (0.4); review/correct memo re various sale mechanisms (2.5).	2.90
07/07/04	SMB	0024 Reviewing bid procedures agreement (.40).	0.40
07/07/04	DHG	0024 O/C D. Botter re status of discussions w/ DTV (.3); t/c R. Hahn re PCC settlement issues (.7); t/c R. Krasnow re DTV issues (.6).	1.60
07/07/04	DHB	0024 Telephone conference with counsel to PCC regarding status of discussions (.3); telephone conference with Banks regarding same (.5); e-mail to Debtors regarding PCC issues (.1); review and make revisions to auction procedures (.5); office conference with P. Dublin regarding same (.1); review and make revisions to APA and settlement documents and work with P. Dublin and E. McGrady regarding same (2.5); office conference with D. Golden regarding same (.2); telephone conference with N. Hazan regarding same (.3).	4.50
07/07/04	PCD	0024 Revise APA (.9); revise settlement agreement (.6); revise bid procedures (.4); confer with D. Botter regarding DTV documents (.5); calls regarding same (.8); e-mails regarding same (.3); review motion	4.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		regarding transaction (.6); review secured lender comments to DTV documents (.3).	
07/07/04	EDM	0024 Revise Asset Purchase Agreement and Bid Procedures.	4.20
07/08/04	DHG	0024 Review term sheet from PCC/PSC re settlement w/ DIRECTV (.7); t/c w/ Committee members re ongoing discussion w/ DIRECTV and PCC (.7); t/c R. Krasnow re same (.4).	1.80
07/08/04	RWP	0024 Review DTV Asset Purchase Agreement and Settlement drafts.	4.00
07/08/04	DHB	0024 Begin review of motion to compel (1.2); various telephone conferences with committee members (.3) (.4) (.4) (.3) (.3) (.3) (.3); DTV counsel (.3) (.4); Puntus (.3); D. Golden (.9); regarding settlement discussions; work with R. Parks regarding documents (.4); office conference with P. Dublin and E. McGrady regarding summary of same (.2); continue work related to DTV negotiations (1.2); review Debtors' proposed settlement term sheet (.7); telephone conference with D. Golden regarding same (.1).	7.50
07/08/04	PCD	0024 Review and revise settlement documents (3.8); e-mails regarding same (.4); confer with D. Botter regarding same (.2).	4.40
07/08/04	EDM	0024 Research regarding ownership of DTV Equipment and 2002 Loan transaction.	3.60
07/08/04	EDM	0024 Conference with R. Parks regarding APA.	0.70
07/08/04	NH	0024 Review Bidding procedures/settlement/APA and comments thereto made by AG (1.3); email to Committee re term sheet for plan sent by the Debtors (0.1); start review term sheet (0.6).	2.00
07/09/04	SMB	0024 Reviewing APA and auction procedures (.90).	0.90
07/09/04	DHG	0024 Review summaries of term sheet for DTV acquisition (1.5); review "bid"-ask documents (1.8); o/c D. Botter re same (.4).	3.90
07/09/04	RWP	0024 Review DTV contract issues list vs. asset purchase agreement.	1.00
07/09/04	AWS	0024 Phone calls with E. McGrady re HSR issues and draft agreement (.4); review draft agreement (1.5).	1.90
07/09/04	BES	0024 Calls re E. McGrady re purchase agreement (.4); review of related materials (.6).	1.00
07/09/04	DHB	0024 Telephone conferences with committee members regarding proposed debtor settlement (.2) (.2) (.4) (.4) (.2); telephone conferences with Banks regarding same (.2) (.3); telephone conference with B. Robbins regarding debtors' settlement proposal (.3) (.2); telephone conference with R. Krasnow regarding settlement issues (.5); office conference with R. Parks regarding same (.2); review and revise summary of "bid-ask" on documents (1.5); office conferences with D. Golden regarding status (.2) (.2); work with N. Hazan regarding summary of debtors proposal (1.2).	6.20
07/09/04	EDM	0024 Draft summary of Asset Purchase Agreement.	1.90
07/09/04	NH	0024 Work on draft summary of term sheet (2 versions) (6.0); revise summary as per DB's comments sent to Committee (1.0).	7.00
07/10/04	BES	0024 Review of asset purchase agreement and related materials.	2.00
07/10/04	DHB	0024 E-mail communications regarding settlement discussions.	0.50
07/10/04	PCD	0024 E-mails regarding APA and sale procedures issues (.3); research regarding same (.5).	0.80
07/10/04	EDM	0024 Draft summary of Asset Purchase Agreement.	4.10
07/11/04	BES	0024 Review of asset purchase agreement and related materials.	4.00
07/11/04	DHB	0024 Review and revise summary of DTV APA (.5).	0.50
07/11/04	PCD	0024 Review and revise summary of bid procedures (.9); review and revise summary of settlement agreement (1.1); e-mails regarding same (.1); call with D. Botter regarding same (.1); review and revise APA summary (.8); e-mails regarding same (.1).	3.10
07/12/04	PBF	0024 Review Asset Purchase Agreement (1.9) and discussion with E. McGrady (.2).	2.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/12/04	RWP	0024 Review Certificates of Designation, retroactive board resolutions and Delaware Section 170 regarding declaration of dividends retroactively.	2.50
07/12/04	AWS	0024 Phone calls with E. McGrady re HSR issues and draft agreement (.2); review draft agreement (2.2).	2.40
07/12/04	DHB	0024 E-mail and telephone conference communications with committee members regarding DTV negotiations and meetings.	1.50
07/12/04	NH	0024 Review summary of APA (0.2); review AGSHF's comments to plan discussion term sheet (0.2).	0.40
07/13/04	DHG	0024 Prepare for and attend all day meeting w/ DTV, PSC, PCC re proposed acquisition by DTV (8.5); o/c D. Botter re open issues (.4).	8.90
07/13/04	RWP	0024 Review Settlement Agreement draft, issues lists and first day affidavits.	3.00
07/13/04	RWP	0024 Meeting with David Botter to discuss open corporate issues.	0.50
07/13/04	RWP	0024 Attend negotiating session in NYC with DTV.	6.00
07/13/04	DHB	0024 Prepare for and attend meeting with all parties regarding DTV purchase (8.5); office conference with D. Golden as follow-up (.3).	8.80
07/13/04	PCD	0024 Attend meeting regarding DTV transaction (8.4).	8.40
07/14/04	DHG	0024 Office conference P. Dublin re results of meeting with DIRECTV and Debtors re potential acquisition of subs by DIRECTV (.6); telephone call G. Singer re same (.4).	1.00
07/14/04	RWP	0024 Review broadcast structure and timing issues on Broadcast 363 auction.	1.50
07/14/04	RWP	0024 Review NRTC bylaws.	1.00
07/14/04	DHB	0024 Telephone conference with R. Krasnow regarding open issues and structure (.5); telephone conferences with B. Robins regarding same and meeting (.1) (.1); telephone conferences with committee members regarding same (.2) (.3) (.3); prepare for and attend meeting with DTV and Debtors (5.5); follow-up regarding same (.5).	7.40
07/14/04	PCD	0024 Meeting at Sidley regarding DTV sale/settlement (4.6), confer with D. Golden regarding same (.1), confer with D. Botter regarding same (.1), calls to Committee members regarding same (.1).	4.90
07/15/04	DHG	0024 Telephone calls G. Singer re ongoing negotiations with DIRECTV (.7); telephone call Chaim Fortgang re same (.8); office conference D. Botter re status of negotiations with DIRECTV (.4); telephone call R. Parks re same (.3); continued review of DIRECTV documents (2.2); telephone calls R. Krasnow, M. Puntus and L. Nyhan re upcoming meeting with DIRECTV re finalization of term sheet (.9); draft memo to Committee re status of DIRECTV negotiations (.4).	5.70
07/15/04	RWP	0024 Review DTV Stock Purchase Agreement and issues list.	3.00
07/15/04	DHB	0024 Telephone conference with E. Weistelner regarding deal (.2); telephone conference with L. Nyhan regarding economic terms (.1); telephone conference with G. Singer regarding same (.2); telephone conferences with R. Krasnow regarding status (.4); office conference with R. Parks regarding deal points (.5); office conference with D. Golden regarding same (.4); continuing discussions with all parties regarding terms and process (.4) (.3) (.4).	2.90
07/15/04	PCD	0024 Calls regarding settlement issues (.8); e-mails regarding same (.4); confer with Akin team regarding same (.3).	1.50
07/16/04	DHG	0024 Attend meeting w/ DTV, Pegasus, Committee re settlement and terms (2.3); t/cs Committee members re same (.9); t/c R. Krasnow re same (.4).	3.60
07/16/04	RWP	0024 Attend settlement confirmation meeting by telephone.	2.50
07/16/04	DHB	0024 Attend meeting with Pegasus and DTV regarding settlement and deal terms.	2.30
07/16/04	PCD	0024 Attend meeting at Weil regarding DTV settlement (2.3), calls regarding same (.4); e-mails regarding same (.5); research regarding same (.2); review settlement documents (.4).	3.80
07/16/04	EDM	0024 Conference call regarding term sheet for Directv purchase of Pegasus assets (1.2); telephone conference with R. Parks regarding same (.3).	1.50
07/16/04	NH	0024 Review term sheet for transaction (0.4).	0.40

Date	Tkpr	Task	Hours
07/17/04	PCD	0024 Review revised APA (1.2); e-mails regarding same (.2); calls regarding same (.1).	1.50
07/17/04	PCD	0024 Review revised settlement agreement (.8); e-mails regarding same (.1)).	0.90
07/18/04	DHG	0024 Began review of DIRECTV acquisition/settlement documentation.	4.50
07/18/04	RWP	0024 Review redrafts of asset purchase, settlement and cooperation agreements.	6.50
07/18/04	DHB	0024 Review new APA draft, new settlement agreement draft and cooperation agreement (2.5); e-mail communications related thereto (.3).	2.80
07/18/04	PCD	0024 Review settlement documents (1.7); e-mails regarding same (.2).	1.90
07/18/04	PCD	0024 Review APA (.7).	0.70
07/18/04	EDM	0024 Review Asset Purchase Agreement, Cooperation Agreement and Settlement Agreement.	3.20
07/19/04	DHG	0024 Attend meeting with representatives of Ecostar and subcommittee re Echostar's acquisition of subscribers (1.5); continued review of DIRECTV acquisition/settlement documentation (3.3); office conference Botter, Parks, McGrady re comments on DIRECTV documentation (.7).	5.50
07/19/04	RWP	0024 Attend negotiating sessions with DTV.	9.00
07/19/04	RWP	0024 Complete review of documents in preparation of negotiation session in NYC.	2.50
07/19/04	DHB	0024 Meet with team regarding transaction documents (3.4); meet with Debtors and PCC professionals and follow-up meeting with team regarding transaction documents (5.3).	8.70
07/19/04	PCD	0024 Meeting at Sidley regarding transaction documents (3.6); meetings with Akin team regarding same (1.9); review transaction documents (.8), e-mails regarding meetings and status (.1).	6.40
07/19/04	EDM	0024 Meeting with Pegasus Debtors and counsel regarding purchase agreements and meeting with Akin working group regarding same.	4.50
07/20/04	DHG	0024 Office conference D. Botter re status of negotiations over DIRECTV documentation (.4); continued review of documentation (1.2).	1.60
07/20/04	RWP	0024 Participate in negotiation sessions with DTV.	11.50
07/20/04	RWP	0024 Work on Hart-Scott-Rodino (HSR) issues, including emails (.6) and telephone calls with Anthony Swisher (.4).	1.00
07/20/04	AWS	0024 Phone calls with Russ Parks re HSR issues (.4); confer with Charles Biggio re same (.3).	0.70
07/20/04	DHB	0024 Continue work on transaction documents and meet with team regarding same (2.3); meet with DTV and Debtors regarding open issues (5.2); office conference with D. Golden regarding follow-up (.2).	7.70
07/20/04	PCD	0024 Review and revise transaction documents (2.6), conference call with debtors regarding same (1.4), meeting at Weil regarding same (5.7), e-mails regarding same (.2).	10.90
07/20/04	EDM	0024 Meeting with DTV, Debtors and advisors to review open issues regarding Asset Purchase Agreement, Cooperation Agreement and Settlement Agreement.	6.50
07/20/04	EDM	0024 Draft Issues List and review open items (3.3); draft Patronage Certificate language (1.2).	4.50
07/21/04	DHG	0024 Office conference D. Botter re status of DIRECTV documentation negotiations.	0.40
07/21/04	RWP	0024 Participate in negotiation sessions with DTV.	7.00
07/21/04	RWP	0024 Review revised drafts of asset purchase, settlement and cooperation agreements.	3.50
07/21/04	BES	0024 Review of WARN issues.	1.20
07/21/04	DHB	0024 Office conference with D. Golden regarding status of DTV negotiations (.1); telephone conference with C. Fortgang regarding same (.2); continue review of new drafts of documents (1.2); meet with DTV and Debtors regarding same (6.8).	8.30
07/21/04	JRD	0024 Draft and revise due diligence request relating to broadcast business and assets.	3.80

Date	Tkpr	Task	Hours
07/21/04	PCD	0024 Meetings regarding settlement agreement (4.1); review documents re settlement (2.6); e-mails regarding settlement issues (.1).	6.80
07/21/04	EDM	0024 Meeting with Debtors, Directv and advisors to discuss Asset Purchase Agreement, Cooperation Agreement and Settlement Agreement.	6.00
07/21/04	EDM	0024 Review Cooperation Agreement (2.7); draft Patronage Certificate discrimination language (.9); draft letter of credit (.4).	4.00
07/22/04	DHG	0024 Continued review of DIRECTV/PCC documentation.	3.00
07/22/04	RWP	0024 Attend negotiation sessions with DTV.	9.00
07/22/04	RWP	0024 Review revised Cooperation Agreement draft.	1.50
07/22/04	DHB	0024 Continue review of DTV documents (1.5); meet with all parties regarding same (6.5).	8.00
07/22/04	JRD	0024 Further draft and revise due diligence request relating to broadcast business and assets.	3.20
07/22/04	PCD	0024 Review and revise settlement documents (2.9); attend meeting at Weil (5.4); confer with D. Golden and D. Botter regarding status (.2); calls with E. McGrady regarding documents (.1).	8.60
07/22/04	EDM	0024 Draft Letter of Credit (.9); review PCC due diligence request (.8).	1.70
07/22/04	EDM	0024 Meeting with Debtors, Directv and advisors to discuss Asset Purchase Agreement, Cooperation Agreement and Settlement Agreement.	9.00
07/22/04	NH	0024 Review various documents sent by Debtors re South Plains limited partnership (0.4).	0.40
07/23/04	SMB	0024 Telephone call with creditors committee regarding settlement negotiations (.80); reviewing settlement agreement.	1.20
07/23/04	DHG	0024 Review latest drafts of DIRECTV and PCC documentation.	2.00
07/23/04	RWP	0024 Review drafts of the Lock Up Agreement, Term Sheet, Settlement Agreement and KERP memorandum.	5.50
07/23/04	DHB	0024 Continue work regarding DTV documents (1.5); review of Debtors' term sheet (.3) (.4); office conferences with P. Dublin and D. Golden regarding same (.2) (.2); telephone conference with A. Rosenberg regarding status (.3); review and revise summary of Debtors' term sheet (.4); telephone conference with R. Hahn regarding same (.4); telephone conference with Handelsman regarding status (.3); telephone conference with Krasnow regarding same (.3); telephone conference with S. Lampe regarding same and PCC issues (.3).	4.60
07/23/04	PCD	0024 Confer with D. Botter regarding settlement issues (.4); e-mails regarding same (.3); review open issues list (.2); review revised language for settlement agreement (.4); e-mails regarding south plains (.2).	1.50
07/23/04	EDM	0024 Revise Letter of Credit (2.2); draft issues list (.8).	3.00
07/23/04	EDM	0024 Committee conference call regarding update on Directv deal and PBT auction.	0.70
07/23/04	NH	0024 Review term sheet, lock up agreement, bidding procedures re: proposed transaction (.7); Research re Lock up agreement validity (1.2); Email exchange with FA re South Plains issue (.1); Review documents/email re South Plains transaction (.6); Call from W. Barr re same (.1).	2.70
07/24/04	RWP	0024 Review redrafts of documents for negotiating session.	6.50
07/24/04	PCD	0024 Review revised apa (1.2).	1.20
07/25/04	RWP	0024 Participate in negotiating session in New York City.	12.50
07/25/04	RWP	0024 Document review for negotiating session.	3.50
07/25/04	DHB	0024 Review latest draft of DTV documents (1.6); meet with DTV and Debtors regarding same (13.0).	14.60
07/25/04	PCD	0024 Review transaction documents (3.4); attend meeting at Weil regarding same (7.4).	10.80
07/25/04	EDM	0024 Attend and participate in negotiation session regarding DirecTV asset purchase agreement.	13.00
07/26/04	SMB	0024 Reviewing memo regarding South Plains transaction (.50)	0.50
07/26/04	DHG	0024 Office conference D. Botter re status of DIRECTV negotiations.	0.60
07/26/04	RWP	0024 Participate in negotiating session in New York City.	18.00

Date	Tkpr	Task	Hours
07/26/04	DHB	0024 Office conference with R. Parks regarding DTV negotiations (.2) (.3); telephone conferences with committee members regarding same (.3); continue work regarding negotiations and various telephone conferences regarding same (1.7); (1.0); review and revise South Plains memo (.5); review of new drafts of documents and work with R. Parks regarding same (4.5).	8.50
07/26/04	PCD	0024 Review revised drafts of transaction documents (.6); e-mails regarding same (.2); calls with D. Botter regarding same (.2).	0.80
07/26/04	EDM	0024 Review and revise Settlement Agreement and letter of credit and conference calls with working group regarding same.	5.50
07/26/04	NH	0024 Review hearing transcripts re: Delaware cases on post petition lock up agreements validity (2.5).	2.50
07/26/04	NH	0024 Review memo of FA re: South Plains (.5); Email/calls with FA re: new purchase price proposal on same (.2); Draft memo to Committee re: same (1.1); Revise memo re: same (.2); Review email re: basis for increase in purchase price by Debtors on South Plains transaction (.1).	2.10
07/26/04	HL	0024 Revise and distribute DTV/Pegasus APA	9.40
07/26/04	IH	0024 Perform research re lock-up agreements.	0.70
07/27/04	DHG	0024 Attend meetings with representatives of Debtors, PCC, DTV re negotiations over asset sale/global settlement.	2.00
07/27/04	RWP	0024 Participate in negotiating session in New York City.	12.00
07/27/04	RWP	0024 Review redrafts of documents in preparation for negotiating session.	4.00
07/27/04	DHB	0024 Continue negotiations with DTV, PCC and Debtors regarding all documents (6.5); follow up conferences with D. Golden and R. Parks (.5).	7.00
07/27/04	PCD	0024 Review and revise Global Settlement Agreement (1.4); e-mails regarding same (.4).	1.80
07/27/04	NH	0024 Review revised term sheet / revised bidding procedure / revised timetable (.3).	0.30
07/27/04	NH	0024 Discuss w/local counsel lock up agreements validity (.3); Call to E. Sanchez re: South Plains transaction / position of committee (.1); Review and comment on lock up agreement, as revised (1.4); Further research re: lock up validity in 1st Circuit (1.0).	2.80
07/27/04	HL	0024 Revise the APA, the Cooperation Agreement and other transaction documents and participate in the negotiation of the transaction	11.90
07/28/04	SMB	0024 Reviewing, revising settlement agreement and releases (1.80); reviewing termsheet (.30); reviewing bidding procedures (.30).	2.40
07/28/04	CEB	0024 Telephone conference with Swisher re HSR (.2); analyze HSR issue re contract (.3).	0.50
07/28/04	DHG	0024 Office conference D. Botter re open issues on DTV transaction.	0.70
07/28/04	RWP	0024 Review redrafts of documents in preparation for negotiating session.	5.00
07/28/04	RWP	0024 Participate in negotiating session in New York City.	13.50
07/28/04	CMG	0024 Telephone call with Mr. Parks on terms of Letter of Credit (.2); review Letter of Credit and e-mail comments to Mr. Parks (.8).	1.00
07/28/04	DHB	0024 Continue negotiations over all DTV documents (8.5); review all new drafts (3.0); telephone conference with A. Rosenberg regarding status of same (.3); telephone conference with Krasnow regarding open issues (.2); office conferences with D. Golden regarding same (.4).	12.40
07/28/04	PCD	0024 E-mails regarding status of negotiations.	0.20
07/28/04	EDM	0024 Review revised Asset Purchase Agreement, Settlement Agreement and Cooperation Agreement.	3.10
07/28/04	NH	0024 Memo to Committee re: term sheet / bidding procedures / timetable / lock up (1.2).	1.20
07/28/04	HL	0024 Participate in the negotiation and revision of the APA and the Cooperation Agreement.	15.70
07/29/04	SMB	0024 Telephone call with Creditors committee regarding settlement (.80).	0.80
07/29/04	DHG	0024 Extended telephone call D. Botter re step down issues (.6); telephone	2.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		call G. Singer re same (.3); telephone call E. Weisfelner re same (.4); conference call with Hahn, Botter, Krasnow, Puntus and Weisfelner re enforcement of step down issues (.7); telephone call B. Robins re status of step down negotiations (.4); draft memo to Committee re step down issues and legal enforcement of same (.4).	
07/29/04	RWP	0024 Review redrafts of documents in preparation for negotiating session.	4.00
07/29/04	RWP	0024 Participate in negotiating session in New York City.	14.00
07/29/04	DHB	0024 Continue review, negotiation and finalization of all DTV acquisition documents.	12.50
07/29/04	EDM	0024 Review revised agreements.	2.70
07/29/04	NH	0024 Review email / Step Down Agreement (.3).	0.30
07/29/04	HL	0024 Participate in the negotiation and drafting of the APA and Cooperation Agreement.	12.20
07/29/04	DSV	0024 Review revised settlement documents (.3); Review stepdown documents (.2).	0.50
07/30/04	DHG	0024 T/C's B. Robins re "step-down" analysis and negotiations between seniors and subs (.6); extended t/c E. Weisfelner re senior/subs negotiations (.7); t/c D. Botter re senior/subnegotiations (.6); t/c Committee members re final DTV documentation (.8).	2.70
07/30/04	DHB	0024 Telephone conference with Nyhan regarding DTV approval process (.2); telephone conference with G. Singer regarding same (.1); e-mail communication with team members regarding same (.2); office conference with D. Golden regarding senior subissue (.3); follow up with J. Manheimer (.3); and G. McGuire regarding same (.3).	1.40
07/30/04	HL	0024 Attend to various post-signing matters	2.50
07/31/04	DHB	0024 Review draft settlement/sale motion and comment thereto (1.2); conference call with counsel regarding same (1.5); e-mail communications regarding same (.3).	3.00
07/31/04	PCD	0024 Review global settlement motion (1.8); e-mails regarding same (.2); call with Debtors, DTV, PCC regarding same (1.1).	3.10
07/13/04	NH	0025 Travel to Portland from New York (4.0); travel back to New York, including substantial delays due to weather conditions (6.1) (actual time - 10.10).	5.05
07/19/04	EDM	0025 Travel to NYC for Directv meetings (actual time - 3.0).	1.50
07/23/04	EDM	0025 Travel to DC (actual time - 4.5).	2.25
07/25/04	EDM	0025 Travel to NYC for negotiation session (actual time - 3.0).	1.50
06/10/04	DN	0027 Read pleadings related to Pegasus and Directv litigation.	1.20
06/11/04	DN	0027 Read pleading related to Pegasus and Directv litigation.	3.60
06/15/04	DN	0027 Read and summarize complaint filed by Pegasus against Directv and attend meeting with litigation and FR teams.	3.80
06/23/04	DN	0027 Draft motion to intervene in Directv and Pegasus litigation before the Bankruptcy Court.	3.00
06/25/04	DN	0027 Draft memo re: subscriber list sale (.8); review CA docket, confer with M. Tilney re: same (.6); confer with D. Golden re: case (.2); review pleadings (2).	2.60
06/30/04	DN	0027 Edit motion to intervene and review CA pleadings.	3.40
07/01/04	DN	0027 Draft motion to intervene in Directv and Pegasus litigation before the Bankruptcy Court.	1.80
07/01/04	SMB	0027 Meeting with D. Newman re litigation (.30); reviewing research regarding patronage accounts (1.50); reviewing research regarding fraudulent conveyance claims (.80); reviewing transcripts of hearing (1.30).	3.90
07/01/04	DHB	0027 Review research memos regarding alternatives regarding settlement of DTV claim (1.0); work related thereto (.6); telephone conference with Conlan regarding same (.3); telephone conference with R. Krasnow regarding same (.3).	2.20
07/02/04	SMB	0027 Telephone call with D. Botter regarding intercompany transfer (.20);	5.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		telephone call with A. Qureshi regarding transfer (.20); reviewing documents regarding fraudulent conveyance issues (2.30); reviewing research regarding fraudulent conveyance analysis (3.20).	
07/02/04	DHG	0027 T/conf G. Singer and D. Botter re ongoing PSC/PCC/DTV discussions (.4); O/C D. Botter re same (.3); t/c's Committee members re same (.6).	1.30
07/02/04	AQ	0027 Meet with S. Baldini regarding litigation issues.	0.30
07/02/04	DHB	0027 Telephone conference with G. Singer regarding status of discussions (.4); office conference with D. Golden regarding same (.1); work related thereto (.5); telephone conference with S. Knowles regarding NRTC issues (.3).	1.30
07/05/04	SMB	0027 Reviewing, revising settlement agreement (1.80); telephone call (x3) with D. Botter regarding settlement (.40); reviewing production from debtors regarding intercompany transfers (1.20); reviewing research regarding fraudulent conveyances.	4.90
07/06/04	SMB	0027 Reviewing documents regarding intercompany transfer (1.00); reviewing, revising settlement agreement (.80); telephone call with P. Dublin regarding settlement agreement (.40); telephone call with C. Ortega regarding intercompany transfers (.30); telephone call with Debtors, FAs regarding balance sheet analysis (.80); meeting with D. Newman regarding fraudulent conveyance analysis.	3.90
07/06/04	DHG	0027 Review fraudulent conveyance issues (2.3).	2.30
07/06/04	AQ	0027 Review and analyze documents received from Debtors regarding inter-company transfers.	1.80
07/07/04	SMB	0027 Reviewing research regarding fraudulent transfers (2.80); telephone call with Greenhill (x4) regarding fraudulent transfer analysis (.30); meeting with A. Qureshi regarding fraudulent transfers (.40); reviewing public filings regarding fraudulent transfer analysis (1.80); reviewing emergency motion for expedited trial (.90); reviewing correspondence regarding expert retention (.40); reviewing asset purchase agreement and settlement agreement (1.50).	8.10
07/07/04	DHG	0027 Continue fraudulent conveyance review (2.1).	2.10
07/07/04	AQ	0027 Meet with D. Newman regarding inter-company transfers.	0.50
07/07/04	AQ	0027 Conference call with D. Newman and E. McGrady regarding inter-company transfers.	0.30
07/07/04	AQ	0027 Conference call with C. Ortega at Greenhill and D. Newman regarding solvency analysis.	0.40
07/07/04	AQ	0027 Review and analyze documents produced by Debtor regarding inter-company transfers.	1.40
07/07/04	NH	0027 Review docket re adversary proceeding (0.2); review joint motion to settle and compel the sale of assets (0.9).	1.10
07/08/04	SMB	0027 Review amended complaint (1.00); review plan term sheet (.50); meeting with D. Botter regarding 7/8 hearing (.50); telephone call with court regarding emergency motion (1.00); review motion to escrow amounts due (.50); telephone call (x2) with T. Lodge regarding analysis of patent suit (.40); review pleadings regarding patent litigation (1.80).	5.70
07/08/04	NH	0027 Review Amended Complaint filed by Pegasus (0.9); review Emergency motion of debtors for scheduling order and objection to Direct TV and NRTC to same (0.7).	1.60
07/08/04	MT	0027 Retrieve pleadings for A. Qureshi and S. Baldini re litigation.	0.60
07/09/04	SMB	0027 Review amended complaint (.90); reviewing motion to place money in escrow (.80); review, revised termsheet (.80); telephone call with D. Botter (x2) regarding motion papers (.40).	3.90
07/09/04	DHG	0027 Review amended complaint by Pegasus (1.0).	1.00
07/13/04	SMB	0027 Review amended complaint regarding claims related to patronage, margin (.80); review pleadings regarding claims against NRTC and scope of releases (.90).	1.70
07/14/04	SMB	0027 Telephone call with P. Dublin (.20); reviewing amended complaint	1.30