

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 CAPITAL & TECHNOLOGY ADVISORS LLC, AS
FINANCIAL ADIVSOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PEGASUS SATELLITE TELEVISION, INC., *ET AL.*
FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

Capital & Technology Advisors LLC (“C&TA”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) of Pegasus Satellite Television, Inc., *et al.* (the “Debtors”), submits for review its monthly statement (this “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning November 1, 2004 and ending November 30, 2004 (the “Sixth Compensation Period”). In support of this Monthly Statement, C&TA 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 Bankruptcy Court for the District of Maine (the “Bankruptcy Court”).

2. On June 24, 2004, the Court entered an order pursuant to sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim

Compensation Order, the Bankruptcy Court authorized the filing of monthly fee statements and authorized payment of 90% of any unobjected-to fees and 100% of the expenses requested in the monthly fee statement.

3. On July 27, 2004, the Bankruptcy Court entered an order (the “C&TA Retention Order”) authorizing the retention of C&TA as financial advisor to the Committee *nunc pro tunc* to June 14, 2003, pursuant to that certain engagement letter dated as of June 14, 2004. (the “Engagement Letter”). Pursuant to the terms of the Engagement Letter, C&TA is entitled to receive a Monthly Advisory Fee of \$150,000 per month for its advisory services rendered on behalf of the Committee, as well as reimbursement of reasonable out-of-pocket expenses.

4. For the Sixth Compensation Period, C&TA fees for providing professional services to the Committee totaled \$150,000, which amount represents the Monthly Advisory Fee for the period from November 1, 2004 through November 30, 2004. C&TA recorded out-of-pocket expenses during the Sixth Compensation Period in the amount of \$379.70. There may exist additional out-of-pocket expenses that C&TA has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto are the following: (i) a schedule summarizing all time expended by C&TA professionals during the Sixth Compensation Period (Exhibit A), and (ii) a schedule of out-of-pocket disbursements incurred in connection with the services performed during the Sixst Compensation Period (Exhibit B).

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	Amount Due
11/1/04– 11/30/04	\$150,000	\$15,000	\$135,000	\$379.70	\$135,379.70

6. Pursuant to the terms of the Interim Compensation Order, responses or objections to this Monthly Fee Statement, if any, must be in writing and must be filed with the Bankruptcy Court and served on the notice parties, as specified in the Interim Compensation Order, so as to be received on or before twenty (20) days following receipt of this Monthly Fee Statement (the “Objection Deadline”).

7. Upon the expiration of the Objection Deadline, the Applicant shall certify in writing to the Debtors that no objection, or an objection has been filed with the Bankruptcy Court relative to this Monthly Fee Statement, whichever is applicable, after which the Debtors shall pay to the Applicant an amount equal to either (i) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement not subject to an objection, or (ii) ninety percent (90%) of the fees and one hundred percent (100%) of the expenses requested in this Monthly Fee Statement not subject to an objection, as appropriate, until the Bankruptcy Court hears and resolves such objection.

Dated: December 27, 2004

Respectfully Submitted,

CAPITAL & TECHNOLOGY ADVISORS LLC

/s/ Wayne Barr, Jr.

Wayne Barr, Jr.

Member

18 Corporate Woods Boulevard, Third Floor

Albany, NY 12211

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**SUMMARY OF TIME CHARGES FOR THE PERIOD
NOVEMBER 1, 2004 THROUGH AND INCLUDING NOVEMBER 30, 2004**

Listed below are the professionals who performed services during the referenced periods, their full names and the time incurred by each.

Wayne Barr, Jr. – 30 hours

Date	# of Hours	Description
11/1	3	Review KERP proposal for PBT and supplemental KERP proposal made by PST; participate in conference call with Debtors and Debtors' counsel regarding the same
11/3	1	Review contract rejection list
11/15	7	Prepare for and participate in Committee conference call to discuss exclusivity, KERP, and Wachovia Loans. Participate in conference calls with (i) Debtors/Sidley to submit counterproposal regarding PBT/PST KERP and (ii) Akin/Greenhill to discuss strategy for Spectrasite negotiations.
11/16	2	Participate in conference call with Committee advisors
11/17	3	Prepare for and participate in conference call with Debtors and Advisors to present KERP counterproposal.
11/19	2	Prepare for meeting in DC regarding SpectraSite settlement and negotiations
11/22	10	Participate in meeting at Akin Gump with Debtors and counsel regarding SpectraSite and PBT issues; travel to and from Washington, DC
11/26	2	Review status of SpectraSite negotiations; internal discussions regarding same

Eduardo Sanchez – 144 hours

Date	# of Hours	Description
11/1	8.00	Internal call to discuss KERP Proposal. KERP Analysis
11/3	8.00	Analysis of Contract Rejection Motion - Exhibit A.
11/4	8.00	Conference Call with Joe Pooler to discuss Finance related issues. Conference call with Debtors and Counsel to get additional details regarding KERP proposal for PBT / PST.
11/5	8.00	Analysis of Contract Rejection Motion - Exhibit A.
11/8	8.00	Analysis of Contract Rejection Motion - Exhibit B.
11/9	8.00	Analysis of Contract Rejection Motion - Exhibit B.
11/10	8.00	Cash Flow Forecast Analysis / KERP Analysis
11/11	8.00	Cash Flow Forecast Analysis / KERP Analysis

11/12	8.00	Cash Flow Forecast Analysis. Conference Call with Joe Pooler to discuss assumptions behind Cash Forecast
11/15	8.00	Conference Call with Committee and Advisors to discuss exclusivity, KERP, and Wachovia Loans. Conference Call with Debtors/Sidley to submit counterproposal regarding PBT/PST KERP. Conference Call with Akin/Greenhill to discuss strategy for Spectrasite negotiations.
11/16	8.00	Conference Call with Advisors to discuss exclusivity, KERP, bank litigation and Wachovia Loans. KERP Analysis
11/17	8.00	Conference Call with Debtors and Advisors to present KERP counterproposal. Conference Call with Debtors to discuss Marlborough lease rejection.
11/18	8.00	Analysis of Spectrasite settlement
11/19	8.00	Analysis of Spectrasite settlement
11/22	8.00	Meeting with Debtors and Advisors to discuss draft of Plan of Reorganization and strategy about Spectrasite settlement.
11/26	8.00	Analysis of Spectrasite settlement
11/29	8.00	Analysis of Spectrasite settlement
11/30	8.00	Analysis of Spectrasite settlement.

**CAPITAL & TECHNOLOGY ADVISORS LLC
EXPENSE SUMMARY FOR THE PERIOD NOVEMBER 1 –30, 2004**

EXPENSE CATEGORY	TOTAL EXPENSES
Travel(1)	\$379.70
TOTAL:	\$379.70

(1) Includes airfares, mileage, parking and taxi expenses.

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DISTRICT OF MAINE**

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

CERTIFICATE OF SERVICE

I, Michelle S. Pottle, being over the age of 18 and an employee of Pierce Atwood LLP, hereby certify that on December 27, 2004, I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses Incurred by Capital & Technology Advisors LLC as Financial Advisor as Co-Counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. for the Period November 1, 2004 to November 30, 2004, to be served on the parties listed on the attached service list by either (i) U.S. First Class Mail, Postage Prepaid or (ii) by verifying that such person(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, 2003, and entered in the U.S. Bankruptcy Court for the District of Maine.

Dated: Portland, Maine
December 27, 2004

/s/ Michelle S. Pottle

Michelle S. Pottle
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