

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES
INCURRED BY AKIN GUMP STRAUSS HAUER & FELD LLP,
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**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. (the “Committee”) submits for review its monthly statement (the “Monthly Fee Statement”) of fees for services rendered and out-of-pocket expenses for the period November 1, 2004 to November 30, 2004 the “Compensation Period”). In support of the Monthly Statement, Akin Gump states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, (the “Bankruptcy Code”) in the Bankruptcy Court for the District of Maine (the “Bankruptcy Court”).

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., WTLH License Corp.

2. On June 24, 2004, the Bankruptcy Court entered an Order under 11 U.S.C. §§331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, the Bankruptcy Court authorized 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 13, 2004, the Bankruptcy Court entered an order (the “Retention Order”) authorizing the retention of Akin Gump as co-counsel to the Committee nunc pro tunc to June 2, 2004.

4. For the Compensation Period, Akin Gump’s fees for providing professional services to the Debtors totaled \$227,339.75. In connection with the services rendered, Akin Gump has recorded actual and necessary out-of-pocket expenses in the amount of \$13,845.04. There may exist additional out-of-pocket expenses that Akin Gump 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 attorneys and paraprofessionals (Exhibit “A”); (ii) a detailed accounting of the services rendered, itemized by name of the person who rendered the service, the date, the amount of time expended and a description of the services rendered (please note that these descriptions divide attorney time into tenths of an hour) (Exhibit “B”); and (iii) a schedule of out-of-pocket disbursements incurred in connection with the services performed (Exhibit “C”).

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amount Due
11/01/04 – 11/30/04	\$227,339.75	\$22,733.98	\$204,605.77	\$13,845.04	\$218,450.81

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 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 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, 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 Court hears and resolves such objection.

Dated: December 30, 2004

Respectfully submitted,
AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ David H. Botter

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Co-Counsel to the Official Committee of Unsecured
Creditors of Pegasus Satellite Television, et al.

EXHIBIT A

PEGASUS SATELLITE TELEVISION, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Stephen M. Baldini	Litigation	New York – 1990	44.30	\$525.00	\$23,257.50
David H. Botter	Financial Restructuring	New York – 1990	36.55	\$575.00	\$21,016.25
Tom Davidson	Telecommunications	Wisconsin – 1977	7.40	\$550.00	\$4,070.00
Daniel H. Golden	Financial Restructuring	New York – 1978	14.20	\$775.00	\$11,005.00
Russell W. Parks	Corporate	New York – 1983	26.50	\$600.00	\$15,900.00
Russell L. Reid	Financial Restructuring	Texas – 1989	31.50	\$675.00	\$21,330.00
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Philip C. Dublin	Financial Restructuring	New York – 1999	84.50	\$450.00	\$38,025.00
Erica D. McGrady	Corporate	Ohio – 1997	31.60	\$395.00	\$12,482.00
Sean O'Donnell	Litigation	New York – 1997	81.0	\$415.00	\$3,361.50
Brian G. Rosen	Real Estate	New Jersey – 1992	0.80	\$405.00	\$324.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Heidi Anderson	Telecommunications	District of Columbia – 2001	1.40	\$255.00	\$357.00
Tess Autrey Boshier	Litigation	New York – 2002	33.40	\$300.00	\$10,020.00
Nava Hazan	Financial Restructuring	New York – 2000	115.40	\$425.00	\$49,045.00
Joseph P. Kamnik	Financial Restructuring	District of Columbia – 2003	18.70	\$285.00	\$5,329.50
Karen Milne	Telecommunications	Not Yet Admitted	7.10	\$205.00	\$1,455.50
Mark E. Ricardo	Real Estate	District of Columbia – 1998	12.50	\$355.00	\$4,437.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT
Matthew Cannata	Financial Restructuring		1.90	\$155.00	\$294.50
Susana Fernandez-Herrero	Telecommunications		12.20	\$160.00	\$1,952.00
Cynthia Fitzpatrick	Financial Restructuring		1.20	\$165.00	\$198.00
Lauren Lee	Financial Restructuring		10.70	\$155.00	\$1,658.50
Peter J. Sprofera	Financial Restructuring		9.70	\$180.00	\$1,746.00
Melissa Tilney	Litigation		0.50	\$150.00	\$75.00
TOTAL			510.25		\$227,339.75

EXHIBIT B

**AKIN GUMP
STRAUSS HAUER & FELD LLP**

Attorneys at Law

PEGASUS SATELLITE TELEVISION, INC.
225 CITY LINE AVENUE
BALA CYNWYD, PA 19004

Invoice Number 883788
Invoice Date 12/23/04
Client Number 680931
Matter Number 0001

Re: COMMITTEE OF UNSECURED CREDITORS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/04 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	9.70	\$4,190.00
0003	Akin Gump Fee Application/Monthly Billing Reports	19.10	\$5,936.00
0004	Analysis of Other Professionals Fee Applications/Reports	20.50	\$5,853.50
0007	Creditors Committee Meetings	10.70	\$6,140.00
0008	Court Hearings	10.70	\$5,867.50
0011	Executory Contracts/License Agreements	10.00	\$4,442.50
0012	General Claims Analysis/Claims Objections	1.70	\$760.00
0015	Analysis of Secured Claims/Adequate Protection Issues	163.90	\$76,085.00
0018	Tax Issues	0.30	\$118.50
0019	Labor Issues/Employee Benefits	57.40	\$25,922.50
0020	Real Estate Issues/Leases	13.30	\$4,761.50
0021	Exclusivity	7.00	\$2,898.50
0022	Plan, Disclosure Statement and Plan Related Documentation	43.70	\$19,667.50
0024	Asset/Stock Transaction/Business Liquidations	107.90	\$53,493.50
0025	Travel	6.25	\$3,368.75
0026	FCC Matters	28.10	\$7,834.50
	TOTAL	510.25	\$227,339.75

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/01/04	DHG	0002 Office conference with D. Botter and P. Dublin re status of broadcast asset sale and bank interest litigation.	0.60
11/01/04	DHB	0002 Office conference with P. Dublin and D. Golden regarding status of case (.6).	0.60
11/01/04	CTF	0002 Retrieve court docket.	0.10
11/03/04	CTF	0002 Retrieve court docket.	0.10
11/04/04	DHB	0002 E-mail communications with UST regarding status of case (.1); review new notice of appointment (.1).	0.20
11/04/04	NH	0002 Email re notice of appointment to Committee (0.1).	0.10
11/05/04	DHB	0002 Review Agenda letter (.1); office conference with N. Hazan regarding matters set forth thereon (.2); work with P. Dublin regarding finalizing orders and issues regarding same (.2) (.2).	0.70
11/05/04	CTF	0002 Retrieve court docket.	0.10
11/08/04	CTF	0002 Retrieve court docket.	0.10
11/09/04	NH	0002 Respond to creditor's request (0.1).	0.10
11/10/04	CTF	0002 Retrieve court docket.	0.10
11/10/04	NH	0002 Respond to calls from committee member (0.1).	0.10
11/11/04	NH	0002 Respond to various requests of committee members (0.2).	0.20
11/12/04	CTF	0002 Retrieve court docket.	0.10
11/12/04	NH	0002 Email to Committee re KERP, KB assumption/ Committee call (0.5).	0.50
11/15/04	DHB	0002 Office conferences with P. Dublin and preparation for Committee call (.2); e-mail communications regarding same (.2).	0.40
11/15/04	CTF	0002 Retrieve court docket.	0.10
11/15/04	NH	0002 Correct calendar of upcoming motions and applications (0.3); review Sandell's email re pending matters (0.1).	0.40
11/15/04	LL	0002 Update to do list (.7); discuss same with N. Hazan (.2); call debtors' counsel to verify information for list (.2); retrieve documents re: objection (.3).	1.40
11/16/04	DHB	0002 Telephone conference with L. Nyhan and Guy Neal regarding case matters (.5).	0.50
11/16/04	PCD	0002 Call with Sidley regarding pending matters (exclusivity, spectra, plan) (.6).	0.60
11/19/04	DHB	0002 Office conference with P. Dublin regarding open issues (.2); e-mail communications regarding results of Omnibus hearing (.2).	0.40
11/19/04	CTF	0002 Retrieve court docket.	0.10
11/22/04	CTF	0002 Retrieve court docket.	0.10
11/23/04	DHB	0002 Telephone conferences with creditors regarding status of case (.3) (.3).	0.60
11/23/04	PCD	0002 Call with Sandell regarding pending matters (plan, broadcast assets sale, NRTC, etc.) (.9).	0.90
11/23/04	CTF	0002 Retrieve court docket.	0.10
11/23/04	NH	0002 Emails/calls from Sandell re request for documents.	0.20
11/24/04	CTF	0002 Retrieve court docket.	0.10
11/29/04	CTF	0002 Retrieve court docket.	0.10
11/01/04	PJS	0003 Review documents re fee statement.	1.90
11/03/04	PJS	0003 Review documents re monthly fee statement.	2.10
11/03/04	NH	0003 Start review of invoice for the month of October (2.3).	2.30
11/04/04	NH	0003 Finalize review of invoice for October (0.7).	0.70
11/05/04	NH	0003 Prepare summary of interim fee applications (2.7); discuss postponement of hearing w/ various counsel (0.4).	3.10
11/10/04	NH	0003 Review docket re Akin fees/ draft CNO for September (0.3).	0.30
11/11/04	PJS	0003 Review and prepare documents re October fee statement.	2.30
11/17/04	PJS	0003 Review and prepare documents re fee statement.	1.70
11/19/04	NH	0003 Finalize CNO for September fee statement (0.2).	0.20
11/20/04	DHB	0003 Review UST fee application objection (.2); e-mails with P. Dublin, N. Hazan and P. Sprofera regarding same (.1).	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/20/04	NH	0003 Review limited objection of U.S. Trustee to interim fee application (0.2); emails re same to team (0.3).	0.50
11/22/04	DHB	0003 Review and revise October bill (1.0).	1.00
11/22/04	NH	0003 Discuss UST objection to fees with PS (0.1); emails to team re same (0.4); email to local counsel re filing of CNO for September fees after review and finalization (0.1).	0.60
11/23/04	PJS	0003 Review and prepare documents re fee statement.	1.70
11/23/04	NH	0003 Call/email re CNO for September fees.	0.10
11/24/04	NH	0003 Emails re order on interim fee application (0.2); emails re fee statement for October (0.1).	0.30
11/05/04	PCD	0004 E-mails regarding fee applications (.1); confer with D. Botter regarding same (.2).	0.30
11/05/04	LL	0004 Work with N. Hazan on fee app summaries (.5). Update fee chart (.2). Summarize interim fee applications (2.7).	3.40
11/08/04	NH	0004 Review/ correct summaries of first interim fee applications (4.8).	4.80
11/08/04	MC	0004 Summarize Fee Summaries of various Professionals.	1.90
11/08/04	LL	0004 Summarize various professionals interim fee applications (4.8); discuss with N. Hazan (.3).	5.10
11/09/04	DHB	0004 Review and revise memo to Committee regarding fee applications (.5).	0.50
11/10/04	DHB	0004 Review and revise changes to fee app memo (.3); office conferences with N. Hazan regarding King & Spaulding fee application and changes to memo (.2).	0.50
11/10/04	NH	0004 Finalize memo re summary of first interim fee applications/ emails to DB re same (0.7); discuss same w/ DB (0.1); research re retention fee for each professional (0.3); review K&S fee application (0.3); revise memo to committee re first interim fee applications (0.4).	1.80
11/10/04	LL	0004 Research and create chart analyzing fees requested re: retention and fee applications.	0.80
11/11/04	NH	0004 Call from P. Caruso re K&S fees (0.1)	0.10
11/17/04	PCD	0004 confer with Botter re KS fees (.1); calls with KS re same (.2)	0.30
11/17/04	NH	0004 Start draft of objection to King & Spaulding fee application (0.8).	0.80
11/19/04	NH	0004 Review revised order for King and Spaulding re fees (0.1).	0.10
11/24/04	NH	0004 Review proposed order re Sidley fees (0.1).	0.10
11/15/04	NH	0007 Prepare for committee call (0.3).	0.30
11/16/04	DHG	0007 Prepare for and participate in Committee call re bank interest litigation, KERP, exclusivity.	2.30
11/16/04	RWP	0007 Participate on Committee call on Wachovia; exclusivity; KERP.	1.20
11/16/04	DHB	0007 Review all matters in preparation for Committee call (1.2); telephone conferences with Committee members regarding same, prepare for committee call (1.0); attend same (1.3).	3.50
11/16/04	PCD	0007 Committee call regarding KERP, Wachovia, exclusivity, bank litigation (1.1); prepare for same (.4); pre-call with Sandell (.5); meet with D. Golden and D. Botter regarding committee call (.1).	2.10
11/16/04	NH	0007 Committee call re KERP, Wachovia Loan, Bank Litigation (1.3).	1.30
11/04/04	NH	0008 Review Agenda for November 8 hearing (0.1); calls from Debtors' counsel re agenda and hearing/ status conference (0.1).	0.20
11/05/04	PCD	0008 E-mails regarding 11/8 hearing agenda (.1); confer with D. Botter regarding same (.1).	0.20
11/05/04	NH	0008 Review Agenda for hearing/ emails re same (0.1).	0.10
11/05/04	RLR	0008 Review revised agenda for 11/08/04 hearings (.2).	0.20
11/08/04	RLR	0008 Prepare for and participate in status conference on secured lenders' motions for prepayment premiums and default interest (4.8).	4.80
11/10/04	PCD	0008 Participate in telephonic hearing regarding retention of liquidator.	0.50
11/10/04	NH	0008 Attend hearing telephonically re Great American's retention (0.2).	0.20
11/15/04	PCD	0008 Confer with Golden regarding 11/19 hearing (.2); review motions regarding same (.4); e-mails regarding agenda (.2).	0.80
11/15/04	NH	0008 Review Agenda for 11/19 hearing/ email re same to group (0.2).	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/17/04	PCD	0008 telephonic hearing re Marlborough auction (.7)	0.70
11/17/04	NH	0008 Emails re participation to telephonic hearing (0.2); attend same (0.5); review emails re settlement w/ Felton Street (0.1).	0.80
11/19/04	PCD	0008 Attend hearing on Wachovia Loans (.6).	0.60
11/19/04	NH	0008 Review agenda for hearing on 11/26/email to team (0.2); attend hearing re Wachovia Loan (0.5).	0.70
11/22/04	NH	0008 Review Amended Agenda for 11/24 hearing (0.1).	0.10
11/24/04	NH	0008 Attend telephonic Hearing re fees and KERP (0.6).	0.60
11/01/04	PCD	0011 E-mails regarding contract rejection motion (.2); review order regarding same (.1); review notice letter regarding same (.1); confer with N. Hazan regarding same (.2).	0.60
11/01/04	NH	0011 Start review of JK summaries of motion to reject leases (0.1).	0.10
11/01/04	NH	0011 Review revised rejection letter (0.1); email to E. Sanchez re rejection of executory contract (0.1); email to Debtors' counsel re notice to committee (0.1); review revised order re rejection of executory contract (0.2); emails re extension of objection deadline (0.2).	0.70
11/02/04	PCD	0011 Revise lease rejection memo (.2); confer with N. Hazan regarding same (.1); confer with D. Botter regarding same (.1).	0.40
11/02/04	NH	0011 Review email exchange re motion to reject contract and lease (0.1); revise summary/ recommendation re same (1.4); call E. Sanchez re same (0.2).	1.70
11/03/04	DHB	0011 Review and revise motion summary regarding rejection of leases (.3); office conference with N. Hazan regarding same (.1).	0.40
11/03/04	PCD	0011 Review rejection motion summary (.2); e-mails regarding same (.1); calls with CTA regarding rejections (.2); confer with N. Hazan regarding same (.2).	0.70
11/03/04	NH	0011 Call to E. Sanchez re Debtors' information on rejected leases and contracts (0.2); review objection to motion to reject leases (0.1); revise motion summary re same (0.5); revise proposed order re motion to reject leases (0.3); review comments to motion summary (0.2); further revision to same/ email to committee (0.1).	1.40
11/04/04	DHB	0011 Review Lease Rejection order (.2); office conference with N. Hazan regarding same (.1).	0.30
11/04/04	PCD	0011 E-mails regarding rejection motion analysis (.1).	0.10
11/04/04	NH	0011 Call from P. Caruso re rejected contracts (0.2); email to PD re same (0.1); review memo relating to exhibit A to the motion on rejection of contract and leases/ description (0.3).	0.60
11/05/04	PCD	0011 Calls regarding rejection motion (.4).	0.40
11/05/04	NH	0011 Review email exchange re order on rejection of lease/ call to P. Caruso re same (0.2); emails exchange/ calls w/ P. Caruso/ P. Dublin and Joe Pooler/ calls w/ E. Sanchez re rejection of Malborough lease (0.5).	0.70
11/06/04	PCD	0011 Review Spectrasite documents (.4); e-mails regarding same (.2).	0.60
11/11/04	NH	0011 Review rejected contracts (Exhibit B)/ rejection damages (0.2).	0.20
11/12/04	PCD	0011 E-mails regarding lease rejections (.2); confer with N. Hazan regarding same (.1).	0.30
11/12/04	NH	0011 Review email re Lenexa call center/ send to FA/ emails to Debtors' counsel/ emails to FAs (0.3); review letter re rejection of Lenexa lease (0.1).	0.40
11/17/04	PCD	0011 review spectrasite materials (.3); calls re same (.1)	0.40
11/02/04	PCD	0012 E-mails regarding meeting regarding claims (.1); confer with N. Hazan regarding same (.1); confer with D. Botter regarding same (.1).	0.30
11/04/04	PCD	0012 E-mails regarding claims meeting (.1).	0.10
11/15/04	PCD	0012 Review Spectrasite proof of claim summary (.7); call with R. Parks regarding same (.2).	0.90
11/22/04	NH	0012 Review motion and order re Gatelinx (0.2).	0.20
11/29/04	PCD	0012 E-mails regarding claims meeting (.1); confer with N. Hazan regarding	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/01/04	SMB	0015 same (.1).	4.60
11/01/04	DHG	0015 Meeting with S. O'Donnell (.40); meeting with T. Autrey (.40); telephone call with D. Botter (.20); reviewing, revising discovery requests (.80); reviewing pleadings regarding default interests (2.80).	1.00
11/01/04	DHB	0015 Office conference D. Botter, R. Reid re bank interest litigation (.3); telephone call K. Hansen re same (.7).	1.30
11/01/04	SEO	0015 Office conference with D. Golden and R. Reid regarding bank litigation (.3); conference call with banks regarding discovery (.6); follow up with R. Reid regarding same (.1); review document list (.2); office conference with S. Baldini regarding same (.1).	1.50
11/01/04	PCD	0015 Meetings with S. Baldini and T. Autrey re bank litigation; review pleadings.	0.60
11/01/04	NH	0015 E-mails regarding discovery issues for bank litigation (.2); review draft requests (.4).	0.30
11/01/04	THA	0015 Review draft document request (.3).	7.70
11/01/04	RLR	0015 Draft document requests (2.8); review senior and junior lenders' motions (2.3); conf with S. Baldini and conf with S. O'Donnell (1.5); emails with team (.1); review Committee's Objection to Lenders Motion (1.0).	1.50
11/02/04	SMB	0015 Communicate with working group regarding document request for secured lender litigation (0.20); conference with Danny Golden and David Botter regarding litigation strategy (0.50); review document request prepared by Tess Autrey-Bosher re same (0.40); telephone conference with Mr. Botter and the secured lenders' counsel (0.40).	1.80
11/02/04	SEO	0015 Reviewing pleadings regarding pre-payment penalties (1.50); telephone call with D. Botter (.30).	2.50
11/02/04	PCD	0015 Review/outline pleadings.	1.20
11/02/04	THA	0015 Calls regarding bank lit (.8); review documents regarding same (.4).	0.40
11/02/04	RLR	0015 Review emails regarding bank litigation (.4).	0.50
11/03/04	SMB	0015 Review data forwarded by Brad Robins bearing on the secured lender litigation.	1.20
11/03/04	PCD	0015 Reviewing expert reports regarding default interest (.90); meeting with S. O'Donnell (.30).	0.10
11/03/04	THA	0015 E-mails regarding bank litigation (.1).	0.40
11/03/04	RLR	0015 Emails with team regarding bank litigation (.4).	2.90
11/04/04	SMB	0015 Telephone conference with Kris Hansen regarding discovery issues (0.40); communicate with Andy Rosenberg regarding same (0.20); report substance of discussions to working group (0.30); communicate with David Botter re same (0.20); review governing case law (1.80).	2.40
11/04/04	RLR	0015 Meeting with S. O'Donnell (.40); telephone call with D. Botter (.20); reviewing research regarding comparable loan companies (.90); reviewing research regarding prepayment fees (.90).	3.00
11/05/04	DHB	0015 Communicate with Kris Hansen regarding discovery and the length of the junior secured lenders' reply (0.30); review governing case law (2.70).	0.70
11/05/04	RLR	0015 E-mail communications regarding bank litigation status (.2); office conferences with R. Reid regarding same (.3); telephone conferences with committee members regarding settlement possibilities (.2).	0.30
11/07/04	DHB	0015 Review deposition requests of the secured lenders (.3).	0.20
11/07/04	RLR	0015 Begin review of Banks' responses.	3.50
11/08/04	SMB	0015 Review replies filed by the secured lenders seeking prepayment premiums and default interest.	3.40
11/08/04	DHB	0015 Meeting with S. O'Donnell (.40); reviewing reply briefs regarding motion for default interest (2.00); reviewing research regarding actual damages (1.00).	1.30
		0015 E-mail communications related to Bank hearing (.2); continue review of Banks' replies (1.0); e-mail communications with R. Reid regarding above (.1).	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/08/04	SEO	0015 Review Reply papers.	0.50
11/08/04	PCD	0015 Review bank replies (2.2); confer with Akin team members regarding same (.4); review committee objection (.7).	3.30
11/08/04	THA	0015 Review new correspondence; review pleadings; team meeting to discuss discovery. (5.3)	5.30
11/08/04	RLR	0015 Communicate with David Botter regarding conference and regarding sur-replies (0.20).	0.20
11/09/04	SMB	0015 Meeting with R. Reid, P. Dublin re bank litigation (1.00); reviewing expert reports (1.00).	2.00
11/09/04	SEO	0015 Outline pleadings re bank litigation.	2.80
11/09/04	THA	0015 Review new pleadings re bank litigation (1.3).	1.30
11/09/04	RLR	0015 Draft summary of litigation issues for the working group in the secured lender dispute (0.50); review governing case law (3.50).	4.00
11/10/04	JPK	0015 Confer with N. Hazan regarding Bank's reply to Committee objection to payment of prepayment penalties and default interest.	0.30
11/10/04	SMB	0015 Meeting with R. Reid, P. Dublin, N. Hazan (1.00); reviewing reply briefs (2.50); meeting with T. Autrey (.30); reviewing expert reports (.50).	4.30
11/10/04	DHG	0015 Began review of cases for bank interest litigation.	2.00
11/10/04	DHB	0015 Office conference with P. Dublin regarding Bank objection process (.2).	0.20
11/10/04	PCD	0015 Meeting with litigators regarding bank litigation (.5); review replies filed by banks (1.1).	1.60
11/10/04	NH	0015 Internal meeting re prepayment/ default/ lenders' motion (0.5); review cases on prepayment issues (2.5).	3.00
11/10/04	RLR	0015 Communicate with David Botter regarding issues in the secured lender litigation (0.50); conduct conference with working group to discuss same (0.50).	1.00
11/11/04	SMB	0015 Reviewing research regarding standing (.80); draft memo regarding legal outline (.90); revising discovery requests (.50); meeting with T. Autrey re same (.20).	2.40
11/11/04	PCD	0015 E-mails regarding bank litigation (.2); calls regarding same (.2).	0.40
11/11/04	NH	0015 Review cases re default interest (1.8).	1.80
11/11/04	RLR	0015 Communicate with Kris Hansen regarding telephone conference with litigators working on the prepayment premium/default interest dispute (.3); communicate with David Botter regarding summary of dispute for the committee (.1).	0.40
11/12/04	JPK	0015 Confer with N. Hazan regarding Bank's reply to Committee objection to payment of prepayment penalties and default interest.	0.20
11/12/04	SMB	0015 Revising discovery regarding bank litigation (1.80); reviewing correspondence regarding interest litigation (.60); draft discovery requests (.70); draft correspondence regarding discovery (.90); telephone call with R. Reid (.30).	4.30
11/12/04	NH	0015 Draft memo to Committee re update on litigation with Banks (1.8); revise same (0.2)	2.00
11/12/04	RLR	0015 Telephone conference with Kris Hansen regarding discovery and November 15 conference call (0.20); review and revise summary of secured lender litigation to be distributed to the committee (0.60); communicate with Steve Baldini regarding conference call (0.20).	1.00
11/15/04	SMB	0015 Meeting with R. Reid (.70); reviewing document requests (.90); reviewing discovery regarding new production (.80).	2.40
11/15/04	DHG	0015 Review of bank litigation pleadings in preparation for conference call with Committee (2.0); office conference P. Dublin re same (.3).	2.30
11/15/04	PCD	0015 Revise memo regarding bank litigation (.3); confer with N. Hazan regarding same (.1); e-mails regarding same (.2); review correspondence regarding same (.2).	0.80
11/15/04	NH	0015 Finalize memo to committee re bank litigation (0.3); review document request (0.2); call B. Robins re deposition/ email re same to RR (0.1).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/15/04	RLR	0015 Communicate with Kris Hansen regarding conference call (.2); conference with Steve Baldini regarding same (.1); telephone conference with Mr. Hansen and his litigation team (.4); communicate with Nava Hazan regarding deposition dates for Brad Robins (.1); draft and circulate to working group a letter to lenders' counsel outlining documents to be produced (.7).	1.20
11/15/04	MT	0015 Organize documents re discovery requests.	0.50
11/16/04	JPK	0015 Confer with N. Hazan regarding Bank Interest litigation.	0.10
11/16/04	SMB	0015 Draft, revise discovery requests (1.00); telephone call with R. Reid (.20); telephone call with S. O'Donnell (.20); revising memo regarding argument outline (.90).	2.30
11/16/04	PCD	0015 Review status memo regarding bank litigation (.2).	0.20
11/16/04	NH	0015 Review Banks' replies to committees objection (2.3); discuss same w/ J. Kamnick (0.2); call from BR/ email to RR re deposition (0.1); review committee's objection (1.1).	3.70
11/16/04	RLR	0015 Communicate with David Botter regarding substance of conference call with the committee and the secured lender litigation.	0.30
11/17/04	SMB	0015 Telephone call with S. O'Donnell (.40); reviewing discovery demand (.50); reviewing research regarding standing (.90); reviewing expert reports (1.50); reviewing research regarding qualification of experts (1.50).	4.80
11/18/04	JPK	0015 Continue draft of surreply for bank interest litigation.	3.80
11/18/04	SEO	0015 Document review re bank litigation.	0.40
11/18/04	NH	0015 Review cases re prepayment issues/ default issues (2.5).	2.50
11/19/04	JPK	0015 Continue work on draft of Surreply to Reply of Secured Lenders to Committee objection of payment of prepayment penalties and default interest.	7.00
11/19/04	SMB	0015 Meeting with S. O'Donell (.30); telephone call with R. Reid (.20); review pleadings re bank litigation (.50).	1.00
11/19/04	SEO	0015 Emails and assemble documents re bank litigation.	0.20
11/19/04	RLR	0015 Analyze strengths and weaknesses of the committee's position in the secured lender litigation.	1.50
11/21/04	RLR	0015 Communicate with secured lenders' counsel regarding deposition dates for Brad Robins and regarding the stipulation of undisputed facts (0.30); communicate with David Botter regarding scheduling (0.10); communicate with Steve Baldini regarding critical assessment of secured lender litigation (0.10).	0.50
11/22/04	JPK	0015 Confer with N. Hazan regarding status of Committee Surreply to Secured Lenders reply of Committee objection to payment of prepayment penalties and default interest.	0.10
11/22/04	JPK	0015 Continue work on Surreply to Secured Lenders' reply to Committee objection to payment of prepayment penalties and default interest.	5.60
11/22/04	SMB	0015 Meeting with S. O'Donnell (.30); reviewing, revising memo regarding default interest litigation (1.50); telephone call with R. Reid (.20).	2.00
11/22/04	SEO	0015 Review file re Bank litigation.	0.20
11/22/04	NH	0015 Review outline re sur reply/analyze/discuss with JK (1.1).	1.10
11/22/04	THA	0015 Review new correspondence re bank litigation (.4).	0.40
11/22/04	RLR	0015 Critically analyze strengths and weaknesses of the committee's position in the secured lender litigation.	1.50
11/23/04	SMB	0015 Telephone call with R. Reid regarding claims (.40); telephone call (x2) with D. Botter regarding settlement (.30).	0.70
11/23/04	RLR	0015 Analyze strengths and weaknesses of committee's position in the secured lender litigation (1.00); conference with Steve Baldini regarding same (0.30).	1.30
11/28/04	NH	0015 Review motion for summary judgment of Wilmington Trust Company (2.1); review stipulation of fact sent by senior lenders (0.4).	2.50
11/28/04	THA	0015 Review motion for partial summary judgment and stipulation of facts.	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/29/04	SMB	0015 (1.3) Reviewing, revising stipulation of facts (1.80); with with D. Botter, R. Reid regarding summary judgment motion (.50); meeting with S. O'Donnell, T. Autrey regarding summary judgment (.50).	2.80
11/29/04	PCD	0015 Meet with Akin team regarding bank lit (.4); review pleadings regarding same (.4).	0.80
11/29/04	NH	0015 Meeting w/ team re litigation w/ secured lenders; status and next step (0.4).	0.40
11/29/04	THA	0015 Conference call with team (.4); review Jr. Lenders' motion for partial summary judgment (1.8); review stipulations of fact (1.2); review Junior Lenders' Rule 56(b) supporting statement of material undisputed facts (2.4).	5.80
11/30/04	SMB	0015 Meeting with with T. Autrey regarding summary judgment motion (.50); telephone call with R. Reid regarding summary judgment (.40); reviewing correspondence/pleadings regarding opposition papers (1.00).	1.90
11/30/04	THA	0015 Conference with S. O'Donnell (.5); conference with S. Baldini (.5); conference with S. Baldini and R. Reid (.4); emails with N. Hazan (.2); telephone call with G. Ruge (.2); review motion for partial summary judgment and Rule 56(b) supporting statement of material undisputed facts (3.8); research and review case law regarding voluntariness requirement of prepayment penalties (5.2).	10.80
11/16/04	EDM	0018 Telephone conference with D. Killip regarding NOL contribution to non-PCC buyer (.1); telephone conference with R. Parks regarding same (.2).	0.30
11/01/04	DHB	0019 E-mail communications regarding KERP discussions (.1); office conference with N. Hazan regarding same (.1) (.2); review KERP materials (.3); conference call with Debtors' counsel regarding same (.6).	1.30
11/01/04	PCD	0019 E-mails regarding PST KERP (.2); confer with D. Botter regarding same (.3); call with CTA regarding same (.3); calls with Debtors regarding same (.2).	1.00
11/01/04	NH	0019 Review additional KERP proposal/ review first and second order re KERP/ review additional information from Debtors' counsel/ review emails from CTA re same (1.1); call re KERP w/ CTA and Akin team (0.6).	1.70
11/05/04	PCD	0019 Review KERP memo (.6); calls regarding same (.2).	0.80
11/07/04	DHB	0019 Review and revise memo regarding additional KERP.	0.20
11/08/04	NH	0019 Revise/ correct KERP memo from FA (2.8); calls w/ PD and ES re KERP memo (0.2).	3.00
11/09/04	DHG	0019 Review KERP motion.	0.70
11/09/04	DHB	0019 Office conferences with P. Dublin regarding status of KERP discussion (.4); review and revise memo regarding same (.3).	0.70
11/09/04	NH	0019 Review latest draft of KERP memorandum (0.5); review KERP motion filed by debtors (0.5); summarize same/ integrate memo by CTA (3.2).	4.20
11/10/04	DHB	0019 Review and revise memo to Committee regarding additional KERP.	0.50
11/10/04	PCD	0019 Review KERP motion (.6); review and revise memo regarding KERP (.8); confer with N. Hazan regarding same (.3); confer with D. Botter regarding same (.1).	1.80
11/10/04	NH	0019 Finalize summary of KERP motion and FA recommendation (1.2); revise summary of KERP memo to committee (1.8); further revision to memo (0.8).	3.80
11/11/04	DHB	0019 Office conference with P. Dublin regarding changes to KERP memo (.2).	0.20
11/11/04	PCD	0019 Review and revise KERP memo (1.2); review motion regarding same (.7); confer with N. Hazan regarding KERP (.3); confer with D. Botter regarding same (.2); calls with CTA regarding same (.3).	2.70
11/11/04	NH	0019 Start draft of KERP objection/ review various documents from FA and Debtors re previous KERP plans and new proposal (4.5).	4.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/12/04	DHB	0019 Review and revise new version of KERP memo (.5); office conferences with P. Dublin regarding same (.2).	0.70
11/12/04	PCD	0019 Revise KERP memo (.9); calls with CTA regarding same (.4); calls with debtors regarding KERP (.4); confer with D. Botter regarding same (.2); confer with N. Hazan regarding same (.3).	2.20
11/12/04	NH	0019 Review final version of KERP memo (0.2)	0.20
11/12/04	NH	0019 Draft KERP objection (1.7).	1.70
11/15/04	PCD	0019 E-mail regarding KERP (.1); calls regarding same (.2); review memo regarding same (.1).	0.40
11/15/04	NH	0019 Call to ES re negotiations for KERP (0.2); draft objection to KERP (4.4).	4.60
11/16/04	DHB	0019 Office conference with P. Dublin regarding KERP discussions (.2).	0.20
11/16/04	PCD	0019 Review KERP memo (.3); call with debtors regarding KERP (.8); calls with CTA regarding same (.3); confer with N. Hazan regarding same (.2); confer with D. Botter regarding same (.2).	1.80
11/16/04	NH	0019 Finalize KERP objection (1.0).	1.00
11/16/04	NH	0019 Conference call w/ FA and Debtors' counsel re KERP negotiations (1.0); call w/ W. Barr and Phil Dublin re same (0.1).	1.10
11/17/04	DHB	0019 Office conferences with P. Dublin regarding KERP negotiations (.3).	0.30
11/17/04	PCD	0019 Review and revise kerp memo (.8); confer with N. Hazan re same (.2); calls with Barr re same (.3); calls with Sanchez re same (.1); confer with D. Botter re same (.1); call with Debtors re KERP (.7)	2.20
11/17/04	NH	0019 Continue draft of objection to KERP (0.8) ; conference call re KERP w/ Debtors and Debtors' counsel (0.7); revise memo to committee re KERP counter-proposal (1.4).	2.90
11/18/04	DHB	0019 Review and revise KERP memo (.4); office conference with N. Hazan regarding changes thereto (.2).	0.60
11/18/04	PCD	0019 Revise KERP memo (.6); e-mails with D. Botter regarding same (.2); confer with D. Botter regarding same (.1); confer with N. Hazan regarding same (.2); calls with debtors regarding KERP (.2).	1.30
11/18/04	NH	0019 Call from DB re KERP/ change memo/ send to committee (0.2); call from Tad Davidson re same (0.2).	0.40
11/19/04	PCD	0019 E-mails regarding KERP (.3); call with D. Botter regarding same (.1); call with N. Hazan regarding same (.1); confer with G. Neal regarding same (.1).	0.60
11/19/04	NH	0019 Review email re KERP from Alan Ginsberg/discuss w/ E. Sanchez/call to Alan Ginsberg (0.6); call with ES and C. Ortega re offering memorandum (0.1); call/email to PD re KERP (0.1); call to Ellen Moring re same (0.1).	0.90
11/22/04	PCD	0019 E-mails regarding KERP (.2).	0.20
11/22/04	NH	0019 Review proposed KERP order and memorandum to Committee re KERP/revise/calls to ES re same (2.1); calls with E. Moring/ES and debtors re KERP modification (0.4).	2.50
11/23/04	DHB	0019 Review and revise KERP order (.4); office conferences with P. Dublin and N. Hazan regarding same (.2); work with Debtors regarding changes to KERP order (.4).	1.00
11/23/04	PCD	0019 E-mails regarding KERP (.2); review and revise draft order (.7); confer with N. Hazan regarding same (.1); confer with D. Botter regarding same (.1), call with Moring regarding same (.4).	1.50
11/23/04	NH	0019 Call to Ellen Moring re KERP (0.1); revise KERP order and discuss same with PD (0.9); review final comments to KERP order (0.1).	1.10
11/24/04	PCD	0019 Review revised KERP order (.3); calls with Mooring regarding same (.2); call with D. Botter regarding same (.1).	0.60
11/24/04	NH	0019 Review final form of order re KERP (0.3).	0.30
11/16/04	BGR	0020 Review lease issues (.3) and discuss with M. Ricardo (.2).	0.50
11/16/04	MER	0020 Meeting with B. Rosen to discuss lease review due diligence (.2); review Summary of Broadcasting TV Assets and site leases (1.6); review site	3.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		leases and draft lease summaries (1.4).	
11/17/04	MER	0020 Review site leases and draft lease summaries.	3.60
11/18/04	MER	0020 Review leases and draft lease summaries.	3.50
11/19/04	MER	0020 Finish drafting lease summaries (.8); meeting with B. Rosen to discuss lease review due diligence (.2).	1.00
11/22/04	BGR	0020 Review site leases with M. Ricardo (.2); telephone call with E. McGrady regarding same (.1).	0.30
11/22/04	MER	0020 Revise lease review summaries to incorporate certain comments of B. Rosen.	0.90
11/03/04	PCD	0021 E-mails regarding exclusivity (.1); confer with D. Botter regarding same (.1).	0.20
11/04/04	PCD	0021 E-mails regarding exclusivity (.1); confer with D. Botter regarding same (.1).	0.00
11/04/04	NH	0021 Review motion to extend exclusive periods (0.4); summary of same (0.2).	0.60
11/05/04	JPK	0021 Confer with N. Hazan regarding Debtors' current motion to extend exclusivity periods (.1); review docket for Debtors' last motion to extend exclusivity periods (.2).	0.30
11/08/04	JPK	0021 Review and summarize for Committee Debtors' motion to extend exclusivity periods.	1.00
11/08/04	JPK	0021 Review and revise Debtors' motion to extend exclusivity (.2); send summary of same to N. Hazan (.1).	0.30
11/09/04	DHB	0021 Review and revise memo regarding Exclusive Periods (.2).	0.20
11/09/04	NH	0021 Finalize summary of motion to extend exclusive periods (1.1); revise exclusivity motion summary/ discuss w/ PD (0.4).	1.50
11/10/04	NH	0021 Finalize summary of motion to extend exclusivity periods/ email re same to committee (0.4).	0.40
11/15/04	PCD	0021 E-mails regarding exclusivity (.1); voicemails regarding same (.1).	0.20
11/18/04	PCD	0021 Review and revise exclusivity order (.3); calls regarding same (.2); e-mails regarding same (.1); confer with D. Botter regarding same (.1).	0.70
11/18/04	NH	0021 Review objection to extension of exclusive periods (0.3); email to team re same (0.1).	0.40
11/20/04	NH	0021 Review bridge order re exclusivity periods (0.1).	0.10
11/21/04	DHB	0021 Review exclusivity order (.2); e-mail to P. Dublin regarding same (.1).	0.30
11/23/04	DHB	0021 Review exclusivity order (.2); office conferences with P. Dublin regarding same (.2).	0.20
11/23/04	PCD	0021 Review exclusivity order (.1); call with Mooring regarding same (.1); confer with D. Botter regarding same (.1).	0.30
11/29/04	PCD	0021 E-mails regarding exclusivity (.1); calls regarding same (.2).	0.30
11/02/04	DHB	0022 Conference call with debtors' counsel regarding plan and status (.4); office conference with N. Hazan regarding liquidating trust agreement (.1); office conference with P. Dublin regarding same (.2).	0.70
11/02/04	NH	0022 Draft liquidating trust agreement (5.3).	5.30
11/05/04	NH	0022 Revise liquidation trust agreement (1.2).	1.20
11/08/04	PCD	0022 Review and revise liquidating trust agreement (1.6); confer with N. Hazan regarding same (.2); confer with D. Botter regarding same (.1).	1.90
11/08/04	NH	0022 Review/ revise liquidating trust agreement (1.2).	1.20
11/12/04	PCD	0022 Review trust agreement (.7).	0.70
11/16/04	DHG	0022 Review liquidating trust agreement.	2.00
11/16/04	PCD	0022 Revise liquidating trust agreement (1.4); confer with D. Botter regarding same (.1), e-mails regarding same (.1); confer with N. Hazan regarding same (.1).	1.70
11/23/04	NH	0022 Review disclosure statement and plan of reorganization and comment on same.	3.20
11/28/04	PCD	0022 Review plan (2.8); revise disclosure statement (1.9).	4.70
11/28/04	NH	0022 Continue review of Disclosure Statement/ plan.	1.70
11/29/04	PCD	0022 Confer with D. Botter and N. Hazan regarding plan (.8); e-mails	2.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		regarding same (.2); review same (1.6).	
11/29/04	NH	0022 Review DS and plan/ comment on same (7.3); meeting w/ team re comments to plan (0.4); review DB's and PD's comments to same (1.3).	9.00
11/30/04	NH	0022 Continue review of plan of reorganization/ comment on same (3.2); review initial Global mark-up (0.8); conference call w/ Debtors' counsel re plan (1.6); revise plan as per comments/ discussion on conference call (2.2).	7.80
11/01/04	DHB	0024 Office conference with R. Parks regarding PBT sale (.1); telephone conference with L. Nyhan regarding same (.2); telephone conferences with G. Macguire and R. Parks regarding status of PCC sale (.4) (.4) (.2); telephone conference with G. Neal regarding same (.1); begin review of option arrangement (.5).	1.90
11/01/04	PCD	0024 Confer with D. Golden and D. Botter regarding Broadcast Assets sale and related issues (.3); review KB agreements summaries (.8); call with E. McGrady regarding same (.1), call with L. Nyhan regarding Broadcast Assets sale status (.1); call with G. Neal regarding same (.1); review documents regarding structure (.2).	1.60
11/02/04	RWP	0024 Review of FCC issues regarding buying Wachovia debt, KB Asset Purchase Agreement and Option assignment issues.	2.50
11/02/04	DHB	0024 Telephone conference with B. Robins regarding PCC sale issues (.2); attend conference call on PCC financing (.4); follow up with R. Parks and B. Robins (.3); review and revise Fortress confidentiality agreement (.5); office conference with R. Parks regarding same (.1); office conferences with R. Parks and Davidson regarding PCC transaction, issues (.5); work with R. Parks and E. McGrady regarding same (.3).	2.30
11/02/04	PCD	0024 Draft non disclosure agreement (.8); confer with D. Botter regarding same (.2); call with R. Parks regarding same (.1); calls with Sidley regarding Broadcast Assets sale (.3); confer with D. Botter regarding same (.1); e-mails regarding Great American (.2); confer with N. Hazan regarding same (.1); confer with D. Botter regarding same (.1).	1.90
11/02/04	EDM	0024 Review asset purchase agreements under Option Agreement in connection with review of whether to purchase Wachovia loan.	1.70
11/02/04	NH	0024 Review revised consulting agreement w/ Great American (0.3).	0.30
11/03/04	DHB	0024 E-mail to Ted Lodge regarding Subscription Agreement (.1); e-mail communications regarding confidentiality agreement (.3); office conference with P. Dublin regarding same (.1).	0.50
11/03/04	PCD	0024 Revise non disclosure agreement (.2); calls regarding same (.1); confer with D. Botter regarding same (.2); calls regarding Broadcast Assets sale (.7).	1.20
11/03/04	EDM	0024 Review and revise offering memorandum and subscription agreement.	2.70
11/04/04	PCD	0024 Review liquidator motion (.3); review revised contract (.4); confer with N. Hazan regarding same (.2).	0.90
11/04/04	NH	0024 Review Debtors' motion re employment of liquidator (0.6); review revised consultant agreement for liquidator/ email to PD re same (0.2).	0.80
11/05/04	DHB	0024 E-mail correspondence regarding financing and confidentiality (.2); office conferences with P. Dublin regarding same (.2).	0.40
11/05/04	PCD	0024 Review Great American consulting agreement (.4); confer with N. Hazan regarding same (.3); calls regarding same (.2).	0.90
11/08/04	PCD	0024 E-mails regarding broadcast asset sale (.2); calls regarding commitment letter (.3); confer with D. Botter regarding sale issues (.7); review subscription agreement (.6).	1.80
11/08/04	EDM	0024 Review and revise Subscription Agreement incorporating comments from internal working group.	2.50
11/08/04	EDM	0024 Conference with R. Parks regarding same.	0.70
11/08/04	EDM	0024 Review Fortress Debt/Equity Commitment letter.	0.50
11/08/04	EDM	0024 Conference with R. Parks and D. Botter regarding same.	0.50
11/09/04	DHG	0024 Review latest draft of stock purchase agreement.	2.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/09/04	RWP	0024 Review and revise Stock Purchase Agreement (3.0); review and comment on Fortress commitment letter (1.5).	4.50
11/09/04	DHB	0024 Various e-mails and telephone conferences with team regarding PCC issues (.2) (.2); work with R. Parks and E. McGrady regarding subscription agreement (.5); review PCC commitment letter (.4).	1.30
11/09/04	PCD	0024 Revise non disclosure agreement (.1); e-mails regarding same (.1); confer with D. Botter regarding same (.1); conference call with Akin team regarding subscription agreement (.2); review sub agreement (.2); calls with E. McGrady regarding same (.3); e-mails regarding commitment letter (.1); review same (.7).	1.80
11/09/04	PCD	0024 Review liquidator motion (.7); review revised contract (.4); confer with N. Hazan regarding same (.3).	1.40
11/09/04	EDM	0024 Draft Subscription Agreement.	3.00
11/09/04	EDM	0024 Conference call with D. Botter, P. Dublin and R. Parks regarding Subscription Agreement comments and Wachovia escrow/KB arrangements.	0.60
11/09/04	EDM	0024 Research regarding impact of Option Agreements and Asset Purchase agreements on Wachovia loan buyout and the corresponding purchase price adjustment for the Subscription Agreement.	2.60
11/09/04	NH	0024 Review memo to Committee re Liquidation/ review revised agreement w/ The Great American Group/ calls with Paul Caruso re same (1.1).	1.10
11/10/04	RWP	0024 Review latest draft of Stock Purchase Agreement.	2.00
11/10/04	DHB	0024 E-mail communications with R. Parks and Davidson regarding FCC concerns on PCC transaction (.2); office conferences with R. Parks and P. Dublin regarding PCC sale issues (.2) (.2).	0.60
11/10/04	PCD	0024 Review draft motion regarding Wachovia/kb (.7); e-mails regarding same (.2); confer with D. Botter regarding same (.1); begin memo regarding same (.2).	1.20
11/10/04	EDM	0024 Review and revise motion regarding KB arrangements and broadcast asset sale.	0.70
11/11/04	RWP	0024 Review and comment on memorandum to Committee regarding Wachovia loan and KB.	1.00
11/11/04	DHB	0024 Review and revise memo regarding Wachovia and KB situation (.4); office conferences with R. Parks (.2); and P. Dublin regarding fee agreement (.1).	0.70
11/11/04	PCD	0024 Draft memo regarding Wachovia loans (1.7); review draft motion regarding same (.6); calls regarding Wachovia loans (.4); e-mails regarding same (.2).	2.90
11/11/04	NH	0024 Review changes to KB Prime Media Motion (0.2).	0.20
11/12/04	DHG	0024 Continued review of stock purchase agreement.	1.30
11/12/04	RWP	0024 Conference call on Subscription Agreement with Debevoise.	1.80
11/12/04	RWP	0024 Review motion on KB/Wachovia Loan.	1.00
11/12/04	DHB	0024 E-mail communications and office conferences with P. Dublin and R. Parks regarding PCC agreement.	0.50
11/12/04	PCD	0024 Review BA sale memo (.4); calls regarding same (.2); e-mails regarding same (.1), calls regarding subscription agreement (1.4); review same (.2); confer with D. Botter regarding same (.1); review Wachovia loan/sale agreement (.8).	3.20
11/12/04	EDM	0024 Conference call with PCC, PSC and counsel regarding subscription agreement comments.	2.00
11/12/04	NH	0024 Review memo re KB assumption (0.3).	0.30
11/14/04	RWP	0024 Review SpectraSite claims.	1.50
11/15/04	RWP	0024 Work on Wachovia, KB, SpectraSite issues (1.9); review motion to buy Wachovia loan (.6).	2.50
11/15/04	PCD	0024 Calls regarding Broadcast Asset sale (.8); review documents regarding same (.3); e-mails regarding Wachovia notes (.2); calls regarding same (.2).	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/15/04	EDM	0024 Research regarding ownership of Spectrasite in connection with negotiation of new lease terms.	0.80
11/16/04	DHB	0024 Conference call regarding Spectracite issue (.2); e-mail regarding same (.2).	0.40
11/16/04	PCD	0024 E-mails with Sudock regarding DTV sale (.2).	0.20
11/16/04	NH	0024 Review Fulton's motion to reconsider order employment of Great American Group and emergency motion related thereto (0.3); discuss same w/ P. Caruso (0.1); email re emergency telephonic hearing (0.1).	0.50
11/17/04	DHB	0024 Office conferences with P. Dublin and R. Parks regarding PCC issues (.2) (.2); telephone conference with J. Vian regarding KB issues (.1); detailed message for G. Macguire regarding status (.1).	0.60
11/17/04	PCD	0024 Call with Parks and Botter re KB issues and Broadcast sale (.2); emails re same (.1); call with Caruso re Marlborough facility (.4); call with Debtors, Felton and Great American re same (1.6); emails re 11/22 meeting in DC (.2); confer with Botter re same (.1).	2.60
11/18/04	PCD	0024 Review Wachovia documents (.8); calls with Debtors regarding same (.3); e-mails regarding same (.1); confer with D. Botter regarding same (.1); calls regarding Spectrasite (.7); review Spectrasite documents (1.2); calls regarding KB sale (.6).	3.80
11/18/04	EDM	0024 Research and review Option Agreement regarding term and termination and effect of purchase of Wachovia loan (2.3); correspondence with R. Parks and T. Yancey regarding same (.4).	2.70
11/18/04	EDM	0024 Conference call with PCC, PSC and counsel regarding negotiations and background information on the dispute.	1.00
11/19/04	DHB	0024 Telephone conference with R. Parks regarding PCC sale issues (.1); work related thereto (.2).	0.30
11/19/04	PCD	0024 Prepare for hearing on Pegasus Loans (1.8); e-mails regarding same (.3).	2.10
11/19/04	NH	0024 Review Amended Order re Wachovia loan (0.1).	0.10
11/20/04	DHB	0024 E-mail communications with Committee members regarding PCC sale issues (.3).	0.30
11/21/04	RWP	0024 Review Subscription Agreement for meeting.	2.50
11/21/04	DHB	0024 Review PCC subscription draft.	1.00
11/22/04	RWP	0024 Meeting regarding PCC Subscription Agreement and SpectraSite issue.	6.00
11/22/04	DHB	0024 Attend meeting with Debtors and PCC (3.0).	3.00
11/22/04	PCD	0024 E-mails regarding BA sale (.2).	0.20
11/22/04	EDM	0024 Conference with PCC, PSC and counsel regarding subscription agreement and Spectrasite Tower lease issue.	6.10
11/22/04	EDM	0024 Research Spectrasite public filings in connection with renegotiation of leases and settlement of claims.	0.80
11/23/04	DHB	0024 Telephone conference with clients regarding PCC sale status (1.1); office conference with R. Parks regarding same (.1).	1.20
11/23/04	PCD	0024 E-mails regarding Broadcast Assets issues (.1).	0.10
11/23/04	EDM	0024 Research Spectrasite regarding leases review and public filings in connection with renegotiating leases and settlement discussion.	2.40
11/29/04	PCD	0024 E-mails regarding om (.2); calls regarding same (.2).	0.40
11/08/04	RLR	0025 Travel to and from Portland, Maine (actual time - 4.00)	2.00
11/19/04	PCD	0025 Travel to Portland for hearing (3.2); return from Portland (3.4) (actual time - 6.8).	3.40
11/22/04	DHB	0025 Non-working travel to and from DC for PCC meeting (actual time - 1.7).	0.85
10/19/04	KLM	0026 Review revised offering memorandum and edit to include FCC issues.	0.90
11/01/04	HRA	0026 Revise chart regarding LMA interests.	0.40
11/01/04	TWD	0026 Telephone call with R. Parks re: impact of PSC assumption of loan on ability to expeditiously implement workout (.30); office conference with R. Parks re: same (.30); telephone call with T. Van Wazer re: same (.30); revised Pegasus FCC options memo (.10).	1.00
11/01/04	SF	0026 Due diligence research re: FCC licenses and authorizations.	1.40
11/02/04	HRA	0026 Correspondence regarding LMA chart.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/02/04	HRA	0026 Analysis regarding loan assumption scenarios.	0.40
11/02/04	TWD	0026 Telephone call with R. Parks re: FCC implications of PSC assumption of Wachova loan (.30); telephone call with R. Parks and D. Botter re: same (.30).	0.60
11/03/04	TWD	0026 Reviewed and revised timing portion of the memo on FCC implications of various buyer options for PSC.	0.50
11/03/04	KLM	0026 Revise memorandum on FCC regulatory issues.	0.70
11/04/04	TWD	0026 Telephone call with T. Van Wazer re: amendment to Debtor's motion to address FCC condition for approval of TV duopoly waivers and pending license assignments to PSC.	0.30
11/04/04	KLM	0026 Revise regulatory diligence memorandum.	4.10
11/05/04	KLM	0026 Office conference with S. Herrero re: diligence for regulatory memorandum.	0.20
11/09/04	TWD	0026 Email correspondence with P. Dublin re: debtor's motion to sell assets to PCC.	0.30
11/10/04	TWD	0026 Reviewed and analyzed Russ Parks on structure of minority investment in LLC and FCC implications (.30) email to R. Parks with reaction (.10).	0.40
11/11/04	TWD	0026 Reviewed and revised Debtors Motion to take assignment of Wachovia loan (.70); reviewed and revised open issues in memo summarizing sales options to Creditors Committee given FCC implications.	1.20
11/12/04	TWD	0026 Reviewed and revised motion to acquire Wachova Loan and transmitted same to Akin legal team (1.0); reviewed and revised memo to client discussing Wachova loan assumption recommendation and FCC implications of different screening (1.0).	2.00
11/12/04	SF	0026 Due diligence research re: FCC authorizations	2.30
11/15/04	TWD	0026 Telephone call with R. Parks to discuss status of motion to assume Wachovia loan and review of network affiliation agreements (.30); telephone call from B. Woods to discuss client's interest in Florida Pegasus stations.	0.60
11/15/04	SF	0026 Due diligence research re FCC authorizations.	6.10
11/16/04	SF	0026 Due diligence research re FCC authorizations.	2.40
11/17/04	TWD	0026 Office conference with K. Milne to discuss revisions to FCC buyer options memo (.3); review same (.2).	0.50
11/17/04	KLM	0026 Review/revise regulatory diligence memorandum (.40); office conference with T. Davidson (.30).	0.70
11/18/04	HRA	0026 Revisions to memorandum regarding JSA and other interests (.4); office conference with K. Milne regarding same (.1).	0.50
11/18/04	KLM	0026 Office conference with T. Davidson re: regulatory memorandum(.2); revise regulatory memorandum (.3).	0.50
Total Hours			510.25

EXHIBIT C

PEGASUS SATELLITE TELEVISION, INC.
DISBURSEMENT SUMMARY
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004

COURIER SERVICE/POSTAGE	\$36.16
LONG DISTANCE TELEPHONE/CONFERENCE CALLS	\$3,036.15
DUPLICATING/OUTSIDE DUPLICATING	\$124.95
FACSIMILE	\$10.75
MEALS	\$586.18
TRAVEL EXPENSES	\$9,491.64
COMPUTERIZED RESEARCH	\$559.21
TOTAL	\$13,845.04