

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 GREENHILL & Co., LLC, AS FINANCIAL ADVISOR TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PEGASUS
SATELLITE TELEVISION, INC., *ET AL.*
FOR THE PERIOD BEGINNING NOVEMBER 1, 2004 AND
ENDING NOVEMBER 30, 2004**

Greenhill & Co., LLC (“Greenhill”), 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, Greenhill 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 “Greenhill Retention Order”) authorizing the retention of Greenhill as financial advisor to the Committee *nunc pro tunc* to June 14, 2004, pursuant to that certain engagement letter dated as of June 14, 2004. (the “Engagement Letter”). Pursuant to the terms of the Engagement Letter, Greenhill 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, Greenhill 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, 2004. In connection with services rendered, Greenhill has recorded actual and necessary out-of-pocket expenses in the amount of \$1,433.00. There may exist additional out-of-pocket expenses that Greenhill 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 Greenhill 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 Sixth 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	\$1,433.00	\$136,433.00

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: January 5, 2004

Respectfully Submitted,

GREENHILL & Co., LLC

/s/ Bradley A. Robins

Bradley A. Robins
 Managing Director
 300 Park Avenue, 23rd Floor
 New York, NY 10022
 (212) 389-1567 (telephone)
 (212) 389-1767 (facsimile)

Exhibit A
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.

Michael A. Kramer – 10 hours

Date	Hours	Tasks
8-Nov-04	2.0	Review internal briefing materials
10-Nov-04	2.0	Review materials on bank litigation
15-Nov-04	1.0	Review Spectrasite term sheet and POC
23-Nov-04	2.0	Review Debtors' proposed KERP
30-Nov-04	3.0	Review OM prepared for broadcast assets

Total	10.0	Total November Hours
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Bradley A. Robins – 32 hours

Date	Hours	Tasks
8-Nov-04	2.0	Review internal briefing materials
9-Nov-04	2.0	Review materials on bank litigation
10-Nov-04	2.0	Review materials on bank litigation
14-Nov-04	1.0	Review statement of fees
15-Nov-04	4.0	Review Spectrasite term sheet and POC
16-Nov-04	6.0	Conference Call with advisors, discuss internally
18-Nov-04	6.0	Conference Call with debtor, discuss internally
23-Nov-04	2.0	Review Debtors' proposed KERP
24-Nov-04	2.0	Interim Fee Application Hearing, discuss internally
30-Nov-04	5.0	Review OM prepared for broadcast assets

Total	32.0	Total November Hours
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Christopher Ortega –46 hours

Date	Hours	Tasks
3-Nov-04	1.0	Review data room materials
7-Nov-04	2.0	Review internal briefing materials
8-Nov-04	4.0	Review materials on bank litigation
9-Nov-04	4.0	Review materials on bank litigation
14-Nov-04	2.0	Review statement of fees
15-Nov-04	5.0	Review Spectrasite term sheet and POC
16-Nov-04	6.0	Conference Call with advisors, discuss internally
18-Nov-04	6.0	Conference Call with debtor, discuss internally
23-Nov-04	4.0	Review Debtors' proposed KERP
24-Nov-04	2.0	Interim Fee Application Hearing, discuss internally
29-Nov-04	5.0	Review OM prepared for broadcast assets
30-Nov-04	5.0	Review OM prepared for broadcast assets

Total	46.0	Total November Hours
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R. Scott Greeder – 44 hours

Date	Hours	Tasks
3-Nov-04	2.0	Review data room materials
7-Nov-04	4.0	Produce internal briefing materials
8-Nov-04	5.0	Prepare materials on bank litigation
9-Nov-04	5.0	Prepare materials on bank litigation
14-Nov-04	5.0	Prepare statement of fees
15-Nov-04	5.0	Review Spectrasite term sheet and POC
16-Nov-04	6.0	Conference Call with advisors, discuss internally
18-Nov-04	6.0	Conference Call with debtor, discuss internally
23-Nov-04	4.0	Review Debtors' proposed KERP
24-Nov-04	2.0	Interim Fee Application Hearing, discuss internally
29-Nov-04	5.0	Review OM prepared for broadcast assets
30-Nov-04	5.0	Review OM prepared for broadcast assets

Total	54.0	Total November Hours
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Exhibit B

**GREENHILL & CO., LLC
EXPENSE SUMMARY FOR THE PERIOD November 1, 2004 – November 30, 2004**

EXPENSE CATEGORY	TOTAL EXPENSES
Other ⁽¹⁾	<u>\$1,433.00</u>
TOTAL:	\$1,433.00

- (1) Includes travel, telecommunications, information services, printing, duplicating and other expenses.

New York, NY 10022
(212) 389-1500
(212) 389-1700 Fax

Greenhill

December 21, 2004

Pegasus Satellite Television, Inc. Et Al

Invoice #040168

Submitted for services rendered in connection with the Official Committee of Unsecured Creditors:

<u>Description</u>	<u>Amount</u>
Advisory Fee – November 2004	\$150,000
Out-of-pocket expenses (Paragraph 4): Travel, telecommunications, information services, printing, duplicating and other expenses	<u>1,433</u>
Balance due	<u>\$151,433</u>

Please send payment via wire transfer to:

First Republic Bank
ABA Number: 321081669
Beneficiary Name: Greenhill & Co., LLC
Beneficiary Account Number: 97900018536
Federal Tax I.D. Number 13-3867900

Thank you.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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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 January 7, 2005, I caused the Statement of Fees for Services Rendered and Out-of-Pocket Expenses Incurred by Greenhill & Co., LLC, as Financial Advisor to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. for the Period 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
January 7, 2005

/s/ Michelle S. Pottle
Michelle S. Pottle
Legal Assistant
Pierce Atwood LLP
One Monument Square
Portland, ME 04101
(207) 791-1100 (Phone)

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