

Exhibit A

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with DIP Financing/Cash Collateral Issues (Matter No. 30020)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

January 7, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30020

For professional services rendered through November 30, 2004
re DIP Financing/Cash Collateral:

Fees	\$2,878.50
Total Due This Bill	<u>\$2,878.50</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

DIP Financing/Cash Collateral

TIME DETAIL

Date	Name	Narrative	Hours
11/01/04	ER Moring	Review Committee's objection to secured lenders' motion to pay default interest and fees	1.30
11/02/04	NE Drewer	Prepare pleadings regarding allowance and payment of default interest for G. Neal	2.00
11/05/04	NE Drewer	Review docket for replies to the Committee's objection to motions regarding the allowance and payment of default interest for G. Neal (.4); email E. McDonnell re: same (.1)	.50
11/07/04	PS Caruso	Read pleadings re: bank motion for default interest	1.40
11/08/04	EA McDonnell-O'Driscoll	Conference with E. Moring re forwarding replies to objection to default interest motions to client and team (.1); review and forward same (.3)	.40
11/11/04	GS Neal	Confer with secured lenders regarding discovery on bank payoff motion (.3) and confer with L. Nyhan regarding same (.4)	.70
11/12/04	EA McDonnell-O'Driscoll	Email E. Moring re Wachovia motion (.1); review and distribute same to client and team (.2)	.30
11/15/04	NE Drewer	Prepare bank motion pleadings for G. Neal's review	.30
11/16/04	PS Caruso	Correspond with Pegasus re: bank professional fees and committee objections thereto	.50
11/22/04	PS Caruso	Attention to bank documents re: pre-payment penalties	2.00
Total Hours			9.40

SIDLEY AUSTIN BROWN & WOOD LLP**CHICAGO**

Invoice Number: *****

Pegasus Group

DIP Financing/Cash Collateral

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	.70	\$500.00	\$350.00
ER Moring	1.30	425.00	552.50
PS Caruso	3.90	390.00	1,521.00
EA McDonnell- O'Driscoll	.70	170.00	119.00
NE Drewer	<u>2.80</u>	120.00	<u>336.00</u>
Total Hours and Fees	9.40		\$2,878.50

Exhibit B

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Regulatory Issues (Matter No. 30030)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

January 21, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30030

For professional services rendered through November 30, 2004
re Regulatory:

Fees

\$232,752.00

Total Due This Bill

\$232,752.00

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****
Pegasus Group

Regulatory

TIME DETAIL

Date	Name	Narrative	Hours
11/01/04	PV Gerlach	Telephone call with Pegasus regarding SEC document production issues (.4); review emails regarding same (.3); extended call regarding further document production issues (.8); call with SEC re: same (.4); call S. Blank regarding same (.4)	2.30
11/01/04	FE Jenkins	Document review for production to SEC	5.50
11/01/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	5.50
11/01/04	R Lyons	Tracking progress of review and updating review chart re: document production to SEC	2.00
11/01/04	GS Meyer	Document review for production to SEC	4.30
11/01/04	GB Parizek	Review email from S. Blank regarding review for document production to SEC	.30
11/01/04	DL Post	Discussion with T. Fehilly re: SEC documents (.1); updating chart re: document review (.2); reviewing documents re: SEC issues (3.7)	4.00
11/01/04	BW Rashkover	Final revisions to summary of legal and factual issues and work on memorandum re: SEC issues (1.3); email re: same (.2)	1.50
11/02/04	MA Cordova	Review documents to be produced to the SEC	.80
11/02/04	PV Gerlach	Numerous emails regarding document issues and SEC issues (.5); call K. O'Donnell regarding SEC issues (.2); call from S. Blank regarding SEC (.2); call SEC regarding meeting (.2); call S. Blank regarding SEC (.3)	1.40
11/02/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/02/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	5.50
11/02/04	GS Meyer	Document review for production to SEC	4.00
11/02/04	DL Post	Reviewing and revising memorandum re: legal and factual issues re: SEC (1.0); emails with B. Rashkover re: same and document review (.3); reviewing documents re: SEC issues (4.7)	6.00
11/02/04	BW Rashkover	Review certain documents re: SEC issues (.2); emails to Dana Post re: document review (.2); telephone conference with Ted Lodge (.2); review further documents (.2); review certain materials re: SEC issues (.3)	1.10

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Regulatory

Date	Name	Narrative	Hours
11/02/04	MF Wozniak	Distributed SEC correspondence	1.50
11/02/04	TH Yancey	Email P. Gerlach and B. Rashkover regarding document production for SEC	.50
11/03/04	MA Cordova	Review documents to be produced to the SEC	.80
11/03/04	PV Gerlach	Call S. Blank regarding SEC response on certain issue (.2); review draft summary of legal and factual SEC issues (.5); call SEC (.2); call B. Rashkover regarding comments on summary (.5); call B. Rashkover and D. Post regarding SEC issues (1.0); confer S. Blank regarding document production issues (.4); call SEC regarding document production issues (.4); meeting with G. Parizek re: same (.2); extended call Pegasus team regarding SEC issues (1.3)	4.60
11/03/04	EM Gold	Document review for production to SEC	4.00
11/03/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	7.00
11/03/04	R Lyons	Tracking progress of document review for production to SEC	2.00
11/03/04	GS Meyer	Document review for production to SEC	4.90
11/03/04	S Osborne	Assist with IT-document review issues	.50
11/03/04	GB Parizek	Review emails from B. Rashkover and P. Gerlach (0.1); telephone call with L. Buck and K. O'Donnell (0.2); meeting with P. Gerlach (0.2); telephone call with L. Buck, K. O'Donnell and P. Gerlach (0.6); telephone call (in part) with M. Eyer, S. Blank, B. Rashkover and P. Gerlach (0.9)	2.00
11/03/04	DL Post	Conference call with P. Gerlach and B. Rashkover re: SEC document production (1.0); office conferences with B. Rashkover re: same (1.0); conference call with client re: same (1.3); revising memorandum re: SEC legal and factual issues (.8); discussion with Manish at Pegasus re: document production issues (.3); reviewing documents (3.4); discussion with E. Gold re: document review (.2); contacting document review team re: document review (.3)	8.30
11/03/04	BW Rashkover	Conference with Dana Post re: SEC document production and SEC issue summary (.8); conference call with Paul Gerlach and Dana Post re: same (1.0); telephone conference with P. Gerlach re: same (.5); conference call with Ted Lodge, et al. re: same (1.3); review emails re: SEC issues (.4); further conference with Dana Post re: SEC issues (.2)	4.20
11/03/04	RH Sinkfield	Continue review of documents for production to SEC	7.60

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Regulatory

Date	Name	Narrative	Hours
11/04/04	MA Cordova	Review documents to be produced to the SEC	.70
11/04/04	ES Fishman	Phone call with D. Post re upcoming document review (.1); review SEC subpoena (.4)	.50
11/04/04	PV Gerlach	Numerous emails regarding SEC issues (.5); extended conference call with S. Blank regarding various SEC issues (1.3); extended call with SEC staff and IT experts regarding document production (2.4); review summary re: SEC issues (.3)	4.50
11/04/04	EM Gold	Document review for production to SEC	5.50
11/04/04	EP Joyce	Speak with D. Post regarding SEC document review (.1); review SEC subpoena and memo from P. Gerlach and B. Rashkover re: same (.4)	.50
11/04/04	R Lyons	Tracking progress of document review for production to SEC	2.00
11/04/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	6.00
11/04/04	GS Meyer	Document review for production to SEC	5.10
11/04/04	GB Parizek	Review email from B. Rashkover regarding SEC issues (0.1); email B. Rashkover regarding telephone call with L. Buck and K. O'Donnell regarding same (0.1); review email from D. Post regarding draft summary re: SEC issues and draft further portion of same (0.3); telephone call with L. Buck, K. O'Donnell, two SEC IT specialists, S. Blank, M. Eyer, a Pegasus IT specialist and P. Gerlach regarding computer and server imaging project (2.1); telephone call with S. Blank, M. Eyer and Pegasus IT specialist regarding same (0.3)	2.90
11/04/04	DL Post	Preparing for meeting with SEC (.6); reviewing memorandum re: legal and factual SEC issues (1.0); preparing memorandum re: document review (1.2); reviewing documents (2.5); telephone conference with E. Fishman re: same (.1); telephone conference with E. Joyce re: same (.1)	5.50
11/04/04	BW Rashkover	Review and revise summary of legal and factual issues re: SEC issues (1.8); review materials and emails re: SEC issue (.5); conference call re: summary of legal and factual issues re: SEC issues (1.5); revise same (.8); conference call re: document issues (.7); address issues re: response to SEC (1.0); review Ted Lodge email re: same (.3)	6.60
11/04/04	RH Sinkfield	Complete review of certain documents for production to SEC (6.9); begin review of further documents (.3)	7.20
11/04/04	TH Yancey	Telephone conference with T. Lodge re: progress in responding to	.20

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		SEC	
11/05/04	ES Fishman	Review documents to be produced to SEC; review subpoena (6.6); phone calls to D. Post (.1) and R. Lyons (.2) re same; meeting with R. Rogers re electronic database (.2)	7.30
11/05/04	PV Gerlach	Prepare for SEC-Pegasus meeting (.4); meet with D. Post and G. Parizek regarding same (.5); meet with SEC regarding Pegasus issues (2.0); call with T. Lodge and S. Blank regarding same (.9); extended call with T. Yancey and B. Rashkover regarding SEC meeting and next steps (.5)	4.30
11/05/04	FE Jenkins	Documents review for production to SEC	4.50
11/05/04	EP Joyce	Review documents for production to SEC and emails from D. Post and R. Lyons re: same	1.00
11/05/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/05/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	3.50
11/05/04	GS Meyer	Document review for production to SEC	5.50
11/05/04	GS Neal	Email T. van Wazer on FCC related issues	.30
11/05/04	S Osborne	Assist with IT-document review issues	1.50
11/05/04	GB Parizek	Review email from D. Post regarding SEC document production (0.1); review summary of legal and factual issues re: SEC (.6) and meeting with P. Gerlach and D. Post regarding same (.5); meeting with SEC staff, P. Gerlach and D. Post (2.0); telephone calls with B. Rashkover regarding same (0.4); telephone call with T. Lodge, S. Blank, P. Gerlach and B. Rashkover regarding SEC (0.9); telephone call with B. Rashkover regarding SEC (0.1) and email to client outlining SEC issues (0.3)	4.90
11/05/04	DL Post	Meeting with SEC re: case status (2.0); meeting with G. Parizek and P. Gerlach re: same (.5); attending to files and correspondence re: same (.8); telephone call with B. Rashkover re: same (.1); reviewing documents for production to SEC (3.1); telephone call with E. Fishman re: same (.1)	6.50
11/05/04	BW Rashkover	Conference call with T. Lodge, S. Blank, P. Gerlach, and G. Parizek re: SEC issues (.9); telephone conferences with G. Parizek re: same (.5); conference with D. Post re: document production (.1); conference call with T. Yancey and P. Gerlach re: SEC (.5)	2.00
11/05/04	ME Whitney	Review SEC subpoena (.3); review document re: SEC issues	1.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		(1.2)	
11/05/04	TH Yancey	Attend telephone conference with B. Rashkover and T. Lodge re: SEC	.50
11/08/04	EG Butts	Assist with document review	3.50
11/08/04	ES Fishman	Review documents to be produced to SEC in response to subpoena	7.50
11/08/04	TW Genger	Electronic document review for production to SEC	3.50
11/08/04	PV Gerlach	Email B. Rashkover regarding follow up issues for SEC (.5); confer T. Lodge regarding same (.3); numerous emails regarding computer imaging issues (.3); call S. Blank regarding imaging servers (.5); call SEC regarding same (.2); call S. Blank regarding same (.3)	2.10
11/08/04	EM Gold	Document review for production to SEC	5.00
11/08/04	EP Joycc	Review documents in response to SEC subpocna	1.70
11/08/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	5.00
11/08/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/08/04	GS Meyer	Document review for production to SEC	7.30
11/08/04	S Osborne	Assist with IT-document review issues	1.00
11/08/04	BW Rashkover	Review T. Lodge email re: SEC issues (.1); telephone conference with T. Lodge re: same (.2); email to P. Gerlach re: same (.2); work on memorandum re: SEC issues (.5)	1.00
11/08/04	RH Sinkfield	Review documents for production to SEC	6.50
11/08/04	MM Washington	Page check copy set boxes from production to SEC	1.50
11/08/04	ME Whitney	Online document review for production pursuant to SEC subpoena	7.80
11/09/04	MA Cordova	Review documents for production to SEC	1.40
11/09/04	ES Fishman	Review documents to be produced in response to SEC subpoena	8.00
11/09/04	TW Genger	Electronic document review for production to SEC	2.50
11/09/04	PV Gerlach	Review several emails regarding SEC (.5); call SEC regarding same (.3); review draft response regarding same (.5)	1.30
11/09/04	EP Joyce	Review documents in response to SEC subpoena	3.30
11/09/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	1.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/09/04	R Lyons	Tracking progress of document review for production to SEC	1.00
11/09/04	GS Meyer	Document review for production to SEC	5.80
11/09/04	GB Parizek	Review and reply to email from D. Post regarding SEC issues	.10
11/09/04	DL Post	Preparing confidentiality agreement re: SEC issues (.9); reviewing documents for production to SEC (6.6)	7.50
11/09/04	RH Sinkfield	Continue electronic review of documents for production to SEC	6.60
11/09/04	JB Tatel	Telephone call with T. Yancey to discuss SEC issues	.20
11/09/04	MM Washington	Page checking copy set of productions to SEC	8.80
11/09/04	ME Whitney	Document review for production pursuant to SEC subpoena	4.00
11/09/04	TH Yancey	Review responsive memo re: SEC (.4); telephone conference with J. Tatel re: same (.2)	.60
11/09/04	TH Yancey	Discuss responses to SEC with T. Lodge	.70
11/10/04	MA Cordova	Assist with document review	2.10
11/10/04	ES Fishman	Review documents for production to SEC	1.30
11/10/04	TW Genger	Electronic document review for production to SEC	4.50
11/10/04	PV Gerlach	Call from S. Blank regarding computer imaging issue (.3); call SEC regarding same (.3); call L. Buck and K. O'Donnell regarding same (.4); email B. Rashkover regarding SEC (.3)	1.30
11/10/04	AA Ghais	Document review for production to SEC	2.00
11/10/04	EP Joyce	Review and code documents in response to SEC subpoena	9.00
11/10/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/10/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	1.00
11/10/04	GS Meyer	Document review for production to SEC	5.70
11/10/04	GB Parizek	Review email from P. Gerlach regarding document production to SEC (0.1); telephone call with D. Post regarding telephone calls with SEC staff regarding same (0.2); prepare emails to D. Post, P. Gerlach and B. Rashkover regarding SEC issues (0.5); review email from F. Jenkins regarding SEC (0.1); reply to same (0.1)	1.00
11/10/04	DL Post	Email F. Jenkins re: agreement with SEC re: documents (.1); discussion with G. Parizek re: document retention letter (.2); reviewing G. Parizek's notes re: document retention (.3); reviewing documents for production to SEC (5.7); telephone call with B. Rashkover re: document production issue (.2)	6.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/10/04	BW Rashkover	Conference with D. Post re: IT issues (.2); emails re: SEC issues and outline of legal and factual issues (.3); review issues re: hard-copy files (.2); telephone conference with M. Eyer re: document retention (.3); draft letter re: SEC issue (.2); revise same (.2)	1.40
11/10/04	S Sharp	Prepare SEC memo for G. Parizek	1.00
11/10/04	RH Sinkfield	Continue review of certain documents for production to SEC	7.10
11/10/04	JB Tatel	Review documents re: SEC issues	7.00
11/10/04	MM Washington	Page checking copy set of productions to SEC	8.80
11/10/04	ME Whitney	Document review in online database for production pursuant to SEC subpoena	1.50
11/11/04	MA Cordova	Review documents for production to SEC	2.20
11/11/04	ES Fishman	Review documents for production to SEC	3.50
11/11/04	TW Genger	Electronic document review for production to SEC	5.00
11/11/04	PV Gerlach	Extended call with Pegasus regarding SEC matters	1.00
11/11/04	AA Ghais	Document review for production to SEC	2.80
11/11/04	EM Gold	Document review for production to SEC	1.00
11/11/04	EP Joyce	Review and code documents in response to SEC subpoena	6.50
11/11/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/11/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	2.00
11/11/04	GS Meyer	Document review for production to SEC	3.80
11/11/04	GB Parizek	Review email from F. Jenkins regarding draft letter to the SEC (0.1); email F. Jenkins regarding same (0.2)	.30
11/11/04	BW Rashkover	Review and revise correspondence re: SEC issues (.5); conference call re: SEC matters (1.0)	1.50
11/11/04	RH Sinkfield	Review of documents for production to SEC	6.50
11/11/04	JB Tatel	Review documents re: SEC issues (3.7); conference call with client to discuss SEC issues (1.0)	4.70
11/11/04	MM Washington	Page check copy set of productions to SEC	3.50
11/11/04	ME Whitney	Online document review for production pursuant to SEC subpoena	3.00
11/11/04	TH Yancey	Telephone conference (in part) with P. Gerlach, T. Lodge, S. Blank, J. Tatel and B. Rashkover re: SEC matters	.50

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/12/04	MA Cordova	Review documents for production to SEC	.50
11/12/04	TW Genger	Electronic document review for production to SEC	4.80
11/12/04	PV Gerlach	Calls to S. Blank regarding SEC matters (.6); review response to SEC (.3); call SEC regarding same (.6)	1.50
11/12/04	FE Jenkins	Draft letter to Securities Exchange Commission (1.9); phone call with George Parizek discussing same (.40); review documents regarding same (.90)	3.20
11/12/04	EP Joyce	Review and code documents in response to SEC subpoena	9.00
11/12/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	1.00
11/12/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/12/04	GS Meyer	Document review for production to SEC	.50
11/12/04	GB Parizek	Telephone call with F. Jenkins regarding telephone calls with SEC staff (0.4); draft email to F. Jenkins, B. Rashkover and D. Post concerning legal and factual issues re: SEC inquiry (0.2); review email from J. Arnick regarding same (0.1)	.70
11/12/04	RH Sinkfield	Review documents for production to SEC	3.10
11/12/04	MM Washington	Page checking copy set of productions to SEC	4.30
11/12/04	ME Whitney	Online document review for production pursuant to SEC subpoena	3.00
11/14/04	TW Genger	Electronic document review for production to SEC	1.00
11/15/04	TA Burns	Speak with D. Post re: SEC document production assignment and factual background (.3); read SEC legal and factual issue summary, certain documents and subpoena (1.5)	1.80
11/15/04	ES Fishman	Review documents for production to SEC and email to R. Lyons re progress re same	.30
11/15/04	TW Genger	Electronic document review for production to SEC	6.00
11/15/04	PV Gerlach	Extended call with SEC regarding Pegasus matter (.5); extended email to client regarding same (.3); email client and B. Rashkover regarding same (.2)	1.00
11/15/04	EP Joyce	Review and code documents in response to SEC subpoena	6.30
11/15/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	3.50
11/15/04	R Lyons	Tracking progress of document review for production to SEC	1.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/15/04	GS Meyer	Document review for production to SEC	5.70
11/15/04	GB Parizek	Review email from M. Eyer regarding IT protocol re: document production to SEC (0.1); prepare email to B. Rashkover, P. Gerlach and D. Post regarding same (0.1)	.20
11/15/04	DL Post	Reviewing document for production to SEC (3.9); email B. Rashkover re: status of document review and case status (.1); email F. Jenkins re: tasks to be performed (.1); discussion with T. Burns re: case background and document review (.3); revising confidentiality agreement (.6)	5.00
11/15/04	BW Rashkover	Review and revise confidentiality agreement re: SEC issues	.50
11/15/04	RH Sinkfield	Review documents for production to SEC	6.50
11/15/04	TP Van Wazer	Draft, edit and forward e-mail to K. Ferree requesting a meeting to discuss pending station assignment application and its pending waiver request (.40); confer with C. Crate to confirm approval for submission of e-mail (.10)	.50
11/15/04	MM Washington	Page checking copy set of production to SEC	4.80
11/15/04	ME Whitney	Online document review for production pursuant to SEC subpoena	4.50
11/16/04	MA Cordova	Review emails for production to SEC (0.7); review documents (0.6); discuss same with D. Post (0.1)	1.40
11/16/04	ES Fishman	Review documents for production to SEC	4.80
11/16/04	TW Genger	Electronic document review for production to SEC	6.00
11/16/04	EP Joyce	Review and code documents in response to SEC subpoena	9.50
11/16/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	5.50
11/16/04	R Lyons	Tracking progress of document review for production to SEC (1.8); discuss same with D. Post (.2)	2.00
11/16/04	GS Meyer	Document review for production to SEC	7.80
11/16/04	GB Parizek	Review email from B. Rashkover regarding SEC issues (0.1); reply to same (0.1); email P. Gerlach regarding call from S. Blank and M. Eyer regarding same (0.1); email B. Rashkover regarding same (0.2); review email from J. Arnish enclosing draft letters re: SEC issues (0.3); email to J. Arnish and B. Rashkover regarding same (0.1); review email from B. Rashkover regarding same (0.1); prepare email to B. Rashkover regarding attachment to draft letter (0.1); review email from B. Rashkover to M. Eyer and S. Blank regarding same (0.1); prepare email to D. Post, D.	1.60

Invoice Number: *****

Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/16/04	DL Post	Faith and B. Rashkover regarding draft letter concerning SEC protocol (0.1); email B. Rashkover regarding document production and status (0.2); telephone call to M. Eyer regarding same (0.1)	
11/16/04	DL Post	Reviewing documents for production to SEC (4.3); reviewing letter re: document preservation (.2); discussion with M. Cordova re: status of document review (.1); discussion with R. Lyons re: status of document review and tasks to be performed (.2)	4.80
11/16/04	S Sharp	Prepare documents for production to SEC	.50
11/16/04	RH Sinkfield	Continue review of documents for production to SEC	5.00
11/16/04	TP Van Wazer	Telephone call with M. Nachman regarding current regulatory status of various pending applications (.40); follow-up telephone calls and e-mails with FCC attorney for interested party re: same (.70); track down certain information and provide information to attorney for interested party (.30); review e-mail from M. Nachman re: station waiver (.10)	1.50
11/16/04	MM Washington	Page checking copy set for document production to SEC	2.30
11/16/04	ME Whitney	Online document review for production pursuant to SEC subpoena	1.00
11/16/04	MF Wozniak	Prepare and gather Pegasus productions to SEC	2.00
11/17/04	MA Cordova	Review documents for production to SEC	6.50
11/17/04	ES Fishman	Review documents for production to SEC	1.20
11/17/04	TW Genger	Electronic document review for production to SEC	6.00
11/17/04	PV Gerlach	Call with L. Buck regarding encase protocol and email client	.50
11/17/04	EP Joyce	Review and code documents in response to SEC subpoena	8.00
11/17/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	6.50
11/17/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/17/04	GS Meyer	Document review for production to SEC	4.40
11/17/04	GB Parizek	Telephone call from M. Eyer regarding draft letters to SEC (0.1); telephone call with M. Eyer regarding revisions to draft letters to the SEC, email of same to G. Parizek and proposed telephone call with K. O'Donnell regarding same (0.5); telephone call with M. Eyer regarding draft letters (0.1); telephone call with K. O'Donnell regarding same (0.1)	.80

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/17/04	DL Post	Reviewing documents for production to SEC	3.00
11/17/04	S Sharp	Prepare documents for production to SEC	1.00
11/17/04	ME Whitney	Online document review for production pursuant to SEC subpoena	1.00
11/18/04	TA Burns	Document review for production to SEC	3.30
11/18/04	MA Cordova	Review documents for production to SEC	7.80
11/18/04	TW Genger	Electronic document review for production to SEC	6.00
11/18/04	PV Gerlach	Call from Pegasus regarding encase protocol (.2); call SEC regarding same (.3); email to Pegasus regarding SEC call (.2)	.70
11/18/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	3.50
11/18/04	R Lyons	Tracking progress of document review for production to SEC	2.00
11/18/04	GS Meyer	Document review for production to SEC	7.10
11/18/04	GB Parizek	Telephone call with K. O'Donnell regarding draft letters to SEC (0.1); finalize draft letters and meeting with S. Sharp regarding same (0.2); prepare email to S. Blank, M. Eyer, P. Gerlach and B. Rashkover regarding same (0.1); telephone call to S. Blank regarding same and telephone call with K. O'Donnell regarding same (0.1)	.50
11/18/04	DL Post	Reviewing documents for production to SEC (4.4); email F. Jenkins re: upcoming document review (.1)	4.50
11/18/04	S Sharp	Prepare documents for production and produce documents to SEC	3.00
11/18/04	RH Sinkfield	Continue review of documents for production to SEC	4.00
11/18/04	TP Van Wazer	Review and respond to e-mails from K. Ferree of FCC regarding meeting to discuss pending station assignment application and related waiver requests and circulate response to C. Crate, M. Nachman et al (.80); draft and forward e-mail regarding Bankruptcy Court order regarding filing of amendments at the FCC (.20)	1.00
11/19/04	TA Burns	Document review for production to SEC	8.70
11/19/04	MA Cordova	Review documents for production to SEC	7.80
11/19/04	PV Gerlach	Numerous emails regarding SEC issues	.50
11/19/04	FE Jenkins	Review research for letter to SEC	1.00
11/19/04	FE Jenkins	Meet with Dana Post on document review for production to SEC	.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
11/19/04	EP Joyce	Review and code documents in response to SEC subpoena	3.80
11/19/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/19/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	4.50
11/19/04	GS Meyer	Document review for production to SEC	5.40
11/19/04	GB Parizek	Telephone call with K. O'Donnell regarding transfer of documents (0.1); prepare email to M. Eyer, S. Blank, P. Gerlach and B. Rashkover regarding same (0.3); prepare email to P. Gerlach regarding email from M. Eyer (0.1)	.50
11/19/04	DL Post	Reviewing document for production to SEC (3.8); meeting with B. Rashkover re: same and upcoming tasks (.2); reviewing, revising and distributing confidentiality agreement (.6); discussion with F. Jenkins re: letter to be drafted to SEC (.5); reviewing and revising letter prepared by F. Jenkins (.4)	5.50
11/19/04	BW Rashkover	Conference with D. Post re: document production issues (.2); telephone conference with M. Eyer re: SEC issues (.1); revise confidentiality agreement (.2)	.50
11/19/04	RH Sinkfield	Continue review of documents for production to SEC	3.00
11/20/04	ME Whitney	Online document review of emails for production pursuant to SEC subpoena	1.40
11/21/04	TW Genger	Electronic document review for production to SEC	4.50
11/22/04	MA Cordova	Review documents for production to SEC	8.00
11/22/04	TW Genger	Electronic document review for production to SEC	2.50
11/22/04	FE Jenkins	Document review for production to SEC (5.1); draft letter to SEC (.9)	6.00
11/22/04	EP Joyce	Review and code documents in response to SEC subpoena	6.00
11/22/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/22/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	5.50
11/22/04	GS Meyer	Document review for production to SEC	6.80
11/22/04	GB Parizek	Review email from P. Gerlach regarding SEC document production issue (0.1); telephone call with L. Buck and K. O'Donnell regarding same (0.1); telephone call with M. Eyer regarding same (0.1)	.30
11/22/04	DL Post	Revising letter to SEC prepared by F. Jenkins (.4); reviewing	3.50

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Pegasus Group

Regulatory

Date	Name	Narrative	Hours
		documents for production to SEC (3.1)	
11/23/04	MA Cordova	Review documents to be produced to SEC	.70
11/23/04	TW Genger	Electronic document review for production to SEC	5.00
11/23/04	PV Gerlach	Emails regarding document transfer (.2); review correspondence regarding same (.2); email G. Parizek regarding same (.1)	.50
11/23/04	FE Jenkins	Document review for production to SEC	4.00
11/23/04	R Lyons	Tracking progress of document review for production to SEC	1.50
11/23/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	6.00
11/23/04	GS Meyer	Document review for production to SEC	2.90
11/23/04	GB Parizek	Review email from M. Eyer regarding document transfer (0.1); prepare draft letter to K. O'Donnell regarding same (0.6); prepare email to M. Eyer, S. Blank, P. Gerlach and B. Rashkover regarding same (0.2); review email from S. Blank regarding same (0.1); revise and finalize letter per comments from S. Blank (0.1); telephone call with M. Wozniak regarding document production to SEC (0.1); telephone call with K. O'Donnell regarding same (0.2); telephone call with M. Eyer regarding same and telephone call with K. O'Donnell regarding same (0.1); email F. Jenkins regarding email from the SEC enclosing protocol (0.1)	1.60
11/23/04	DL Post	Email F. Jenkins re: document review (.1); reviewing documents for production to SEC (5.4)	5.50
11/23/04	S Sharp	Prepare documents for production and produce documents to SEC	1.00
11/23/04	RH Sinkfield	Continuc review of documents for production to SEC	4.20
11/23/04	TP Van Wazer	Email T. Yancey and G. Neal regarding upcoming Pegasus DTV build-out (.10); review data relating to same and forward e-mail to L. Carpenter with questions about same (.30); review e-mail in response with documents and data (.30); arrange data on same (.10); draft, edit and forward e-mail to T. Yancey and G. Neal summarizing DTV data (.20); e-mails and telephone calls to/from M. Nachman regarding sharing detail of upcoming DTV build-out with creditors (.20)	1.20
11/23/04	ME Whitney	Online document review of certain emails in preparation for SEC production	.50
11/23/04	MF Wozniak	Prepare and file Pegasus production to the Securities and Exchange Commission	4.00

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Regulatory

Date	Name	Narrative	Hours
11/24/04	MA Cordova	Review documents for production to SEC	.50
11/24/04	TW Genger	Electronic document review for production to SEC	7.80
11/24/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	2.50
11/24/04	R Lyons	Tracking progress of document review for production to SEC	.50
11/24/04	GS Meyer	Document review for production to SEC	3.20
11/24/04	DL Post	Reviewing documents for production to SEC	4.50
11/24/04	S Sharp	Update binders of documents for production to SEC	.50
11/24/04	RH Sinkfield	Continue review of documents for production to SEC	4.10
11/28/04	GS Meyer	Document review for production to SEC	3.00
11/29/04	TA Burns	Review documents for production to SEC	7.00
11/29/04	TW Genger	Electronic document review for production to SEC	7.50
11/29/04	R Lyons	Tracking progress of document review for production to SEC	1.00
11/29/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	9.50
11/29/04	GS Meyer	Document review for production to SEC	.80
11/29/04	S Sharp	Update correspondence binder re: document review re: SEC issues	1.00
11/30/04	TA Burns	Review documents for production to SEC	8.50
11/30/04	TW Genger	Electronic document review for production to SEC	5.50
11/30/04	FE Jenkins	Review documents for production to SEC	2.50
11/30/04	R Lyons	Tracking progress of document review for production to SEC	1.00
11/30/04	R Lyons	Assisting attorneys in review and preparation of production materials to SEC	9.50
11/30/04	DL Post	Email T. Fehilly re: document status (.1); reviewing documents for production to SEC (1.4)	1.50
Total Hours			837.20

SIDLEY AUSTIN BROWN & WOOD LLP

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Invoice Number: *****

Pegasus Group

Regulatory

TIME SUMMARY

Name	Hours	Rate	Value
PV Gerlach	27.50	\$625.00	\$17,187.50
BW Rashkover	20.30	625.00	12,687.50
TH Yancey	3.00	525.00	1,575.00
GS Neal	.30	500.00	150.00
TP Van Wazer	4.20	450.00	1,890.00
AA Ghais	4.80	395.00	1,896.00
GB Parizek	17.70	395.00	6,991.50
RH Sinkfield	71.40	395.00	28,203.00
DL Post	82.10	380.00	31,198.00
JB Tatel	11.90	295.00	3,510.50
FE Jenkins	27.20	280.00	7,616.00
TW Genger	78.10	270.00	21,087.00
MA Cordova	41.20	250.00	10,300.00
EM Gold	15.50	250.00	3,875.00
EP Joyce	64.60	235.00	15,181.00
GS Meyer	94.00	235.00	22,090.00
ME Whitney	29.20	235.00	6,862.00
ES Fishman	34.40	215.00	7,396.00
EG Butts	3.50	175.00	612.50
TA Burns	29.30	170.00	4,981.00
R Lyons	124.50	170.00	21,165.00
MF Wozniak	7.50	125.00	937.50
S Osborne	3.00	120.00	360.00
MM Washington	34.00	120.00	4,080.00
S Sharp	8.00	115.00	920.00
Total Hours and Fees	837.20		\$232,752.00

Exhibit C

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Tax Issues (Matter No. 30040)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

1501 K STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-2158694

January 6, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30040

For professional services rendered through November 30, 2004
re Tax Issues:

Fees	\$3,113.00
Total Due This Bill	<u>\$3,113.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****
Pegasus Group

Tax Issues

TIME DETAIL

Date	Name	Narrative	Hours
11/29/04	ME McClintock	Telephone conference with M. Eyer regarding tax issues (.20); research regarding same (.80); review e-mail from M. Eyer regarding same (.10)	1.10
11/29/04	TH Yancey	Review tax rules re: treatment of net operating losses with respect to certain types of offsets	2.80
11/30/04	PS Caruso	Correspondence with M. Eyer (.6) and office conference with M. McClintock (.4) re: tax issues and proofs of claim	1.00
11/30/04	ME McClintock	Office conferences with P. Caruso regarding tax issue (.40); office conference (.20) and telephone conference (.10) with P. Stanukinas regarding same; research issues regarding same (.60); e-mail to M. Eyer regarding same (.40)	1.70
11/30/04	TH Yancey	Telephone conference with A. Bakar at Debevoise re: net operating loss application to certain offset	.20
11/30/04	TH Yancey	Telephone conference with A. Ciavarello re: tax issues arising from draft plan of reorganization	.80
Total Hours			<hr/> 7.60

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Pegasus Group

Tax Issues

TIME SUMMARY

Name	Hours	Rate	Value
TH Yancey	3.80	\$525.00	\$1,995.00
PS Caruso	1.00	390.00	390.00
ME McClintock	2.80	260.00	728.00
Total Hours and Fees	7.60		\$3,113.00

Exhibit D

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Plan and Disclosure Statement (Matter No. 30060)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

January 7, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30060

For professional services rendered through November 30, 2004
re Plan and Disclosure Statement:

Fees	\$84,236.00
Total Due This Bill	<u>\$84,236.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Plan and Disclosure Statement

TIME DETAIL

Date	Name	Narrative	Hours
11/01/04	ER Moring	Review and revise memorandum on legal issue implicated by plan	1.20
11/01/04	HH Van Vactor	Complete initial revision of memo on legal issue implicated by plan	2.00
11/02/04	ER Moring	Email G. Neal re: plan and plan exclusivity issues (.2); confer with H. van Vactor re: research on legal issue implicated by plan (.4); emails with D. Botter re: plan exclusivity (.2)	.80
11/02/04	LJ Nyhan	Conferences with committee regarding plan and potential asset sale issues (.60); conference with G. Neal regarding plan and bid procedure issues (.40); review plan related documents (.60)	1.60
11/02/04	HH Van Vactor	Meet with Ellen Moring to discuss revisions to draft memo on legal issue implicated by plan (.4); revise and finalize memorandum (1.6)	2.00
11/03/04	ER Moring	Telephone call with G. Neal re: plan and disclosure statement issues (.5); emails to Sidley working group re: same (.5)	1.00
11/04/04	EA McDonnell-O'Driscoll	Review motion to extend exclusivity and distribute same to team and client	.30
11/04/04	ER Moring	Emails with G. Neal re: plan exclusivity issues (.2); draft, revise and finalize motion to further extend exclusivity, proposed order and notice of hearing (1.5)	1.70
11/04/04	GS Neal	Email with E. Moring on plan and disclosure statement issues (.5); confer with L. Nyhan regarding same (.2); confer with Committee on exclusivity issues (.2)	.90
11/04/04	LJ Nyhan	Office conference with G. Neal regarding exclusivity and plan issues (.20); review revised plan (.60)	.80
11/05/04	ER Moring	Prepare for conference call re: plan structure issues (1.0); telephone call with L. Nyhan, G. Neal and C. van Elk re: structural issues with plan and disclosure statement (.8); draft and revise flowchart of cash and asset distribution under proposed plan (1.8)	3.60
11/05/04	GS Neal	Confer with L. Nyhan, E. Moring, C. van Elk regarding plan and disclosure statement issues (.8); prepare issues list for call (.8)	1.60
11/05/04	LJ Nyhan	Conference with G. Neal and E. Moring regarding plan timing issues and mechanics (.80); review documents regarding same (.80)	1.60

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
11/05/04	CF van Elk	Call w/ PCC, G. Neal, E. Moring and interested party counsel re: proposed structure for acquisition (.8); Review draft key of terms for flow chart depicting Plan waterfall (.6)	1.40
11/08/04	ER Moring	Confer with C. van Elk re: harmonizing proposed sale structure with existing plan structure (.3); emails with Pegasus working group re: plan structure call (.2)	.50
11/08/04	CF van Elk	Review proposed sale and plan structures and note possible methods for reconciliation (.7); confer with E. Moring re: same (.5)	1.20
11/09/04	CF van Elk	Mark up Disclosure Statement	.90
11/09/04	CF van Elk	Mark up Disclosure Statement	2.60
11/10/04	LJ Nyhan	Conferences regarding plan and sale structure issues and review related materials	1.30
11/10/04	CF van Elk	Revise Disclosure Statement	4.20
11/11/04	ER Moring	Prepare for call regarding plan and plan structure and emails re: same (2.5); participate in conference call with interested party and Sidley attorneys re: plan structure (1.0); telephone calls with G. Neal re: issues re: same (.3); conferences with C. van Elk re: same (.6); revise plan structure charts (.5)	4.90
11/11/04	GS Neal	Conference call with L. Nyhan and interested party regarding plan issues (1.0) and confer with E. Moring regarding same (.3)	1.30
11/11/04	LJ Nyhan	Conference with PCC regarding plan and sale issues (1.00); review plan revisions (.30)	1.30
11/11/04	TH Yancey	Telephone conferences with E. Moring, G. Neal and other lawyers re: elements of plan	1.00
11/11/04	CF van Elk	Prepare for and participate in call w/ L. Nyhan, G. Neal, E. Moring and interested party counsel re: harmonizing sale and plan structures (1.1); conference with E. Moring re: same (.6)	1.70
11/12/04	ER Moring	Draft and revise flow charts of cash and assets (2.6); draft and revise plan term sheet (3.2); email T. van Wazer re: flow of assets and cash and potential FCC issues re: same (.3); preliminary research re: plan-related issues (.7); confer with C. van Elk re: expansive research of same (.3); email J. Knowles re: plan issues (.2)	7.30
11/12/04	HH Van Vactor	Meet with C. van Elk re: plan-related research assignment	.50
11/12/04	CF van Elk	Meet w/ E. Moring re: revised Plan flow charts (.3); Meet w/ H. Van Vactor re: plan-related research (.5); email H. Van Vactor	1.00

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		re: same (.2)	
11/15/04	PS Caruso	Telephone conference with E. Moring re: upcoming motions and timeline for Plan and Disclosure Statement	.30
11/15/04	ER Moring	Draft and revise plan term sheet (2.4); draft and revise alternative Plan scenarios (3.1); email C. van Elk re: same (.1); confer with H. Van Vactor re: plan research (.2); confer with P. Caruso re: plan issues (.3)	6.10
11/15/04	LJ Nyhan	Conferences and emails with G. Neal and J. Conlan regarding exclusivity and sale issues	1.20
11/15/04	HH Van Vactor	Email re: research issue to Chris van Elk (.1); Discuss research issue with Ellen Moring (.2); research plan confirmation issue (6.4)	6.70
11/16/04	ER Moring	Draft and revise alternative scenarios under the plan and plan term sheet (6.3); email G. Neal re: foregoing and timeline and exclusivity (.3)	6.60
11/16/04	GS Neal	Conference calls with Committee counsel regarding exclusivity issues and course of action with respect to potential asset sale and plan and disclosure statement	.60
11/16/04	LJ Nyhan	Conference with client regarding exclusivity and sale issues (.60); conference with PCC regarding sale issues (.70); conference with committee regarding exclusivity and potential sale issues (.70); email G. Neal regarding hearing and exclusivity issues (.60)	2.60
11/16/04	HH Van Vactor	Research re: plan issues	4.00
11/17/04	ER Moring	Email C. van Elk re: plan research issues (.3); draft and revise plan (4.1)	4.40
11/17/04	LJ Nyhan	Email G. Neal regarding plan issues	.30
11/17/04	HH Van Vactor	Read cases on plan-related research	.90
11/18/04	PS Caruso	Email E. Moring re: exclusivity issues and potential auction	.50
11/18/04	TH Chan	Read materials re: motion to extend exclusivity (.8); meeting with E. Moring re: response to objection to motion to extend exclusivity (.3); read cases cited in objection (1.0)	2.10
11/18/04	JH Elsabee	Research re opposition to exclusivity for E. Moring	1.20
11/18/04	ER Moring	Conferences with G. Neal re: issues re: plan and disclosure statement, exclusivity and dialogue with various parties in interest (1.1); emails with S. Blank and T. Lodge re: plan structure (.3); draft and revise exclusivity order to reflect deal reached with Committee (3.0); telephone calls with P. Dublin re:	5.30

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		same (.3); review objection to exclusivity (.3); confer with T. Chan re: research regarding responding to objection to exclusivity (.3)	
11/18/04	GS Neal	Confer with E. Moring on plan and disclosure statement issues (1.1); review opposition to exclusivity motion and confer with counsel regarding resolution of same (.4); confer with E. Moring and P. Dublin on exclusivity compromise (.8)	2.30
11/18/04	HH Van Vactor	Continue research on plan-related issue (2.4); email re: research to Ellen Moring (.2); discuss research with Chris van Elk (.2)	2.80
11/18/04	CF van Elk	Research re: plan issues (2.1); confer with H. Van Vactor re: same (.2)	2.30
11/19/04	TH Chan	Research issue related to objection to exclusivity (1.3); meeting with E. Moring re: same (.3); draft legal argument for response to objection (1.7)	3.30
11/19/04	ER Moring	Emails with G. Neal re: exclusivity issues (.3); draft bridge order extending exclusivity (.8); telephone calls with T. Yancey re: disclosure statement (.2); draft response to objection to exclusivity (1.5); confer with T. Chan re: research regarding objection to exclusivity (.3); confer with H. Van Vactor re: research regarding plan issues (.3); confer with C. van Elk re: same and re: disclosure statement (.3); email G. Neal re: plan and disclosure statement (.2); draft and revise plan (4.8)	8.70
11/19/04	GS Neal	Confer with Latham & Watkins regarding exclusivity issues	.30
11/19/04	LJ Nyhan	Conference with G. Neal regarding exclusivity and plan issues	.60
11/19/04	HH Van Vactor	Research plan issue (1.0); discuss research findings with Ellen Moring (.3)	1.30
11/19/04	TH Yancey	Begin review of disclosure statement (2.3); telephone conference with E. Moring re: status of same (.2)	2.50
11/19/04	CF van Elk	Research plan issue (2.4); Meet w/ E. Moring re: revising Plan and Disclosure Statement (.3)	2.70
11/20/04	HH Van Vactor	Research plan issue	1.30
11/21/04	TH Yancey	Review and revise disclosure statement	1.50
11/21/04	CF van Elk	Revise Disclosure Statement per changes to plan and comments from E. Moring	6.00
11/22/04	PS Caruso	Telephone conference with E. Moring re: plan timeline and issues	.50
11/22/04	JH Elsabee	Research plan and disclosure statement issues for G. Neal (.4); research various debt schedules for disclosure statement for C.	.80

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Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
		Van Elk (.4)	
11/22/04	EA McDonnell-O'Driscoll	Email E. Moring re research re plan and disclosure statement (.1); email J. Elsabee re same (.1)	.20
11/22/04	ER Moring	Draft and revise plan and disclosure statement (4.0); confer with C. van Elk re: same (.4)	4.40
11/22/04	ER Moring	Telephone call with P. Caruso re: plan status and strategy	.50
11/22/04	JB Tatel	Meeting with T. Yancey to discuss contents of disclosure statement (.3); edit draft of disclosure statement (6.0)	6.30
11/22/04	TH Yancey	Provide further comments on disclosure statement (2.5) and office conference with J. Tatel to give instructions on completing needed revisions (.3)	2.80
11/22/04	CF van Elk	Revising Disclosure Statement	4.60
11/22/04	CF van Elk	Meet w/ E. Moring re: Plan and Disclosure Statement (.4); Revise Disclosure Statement per comments from E. Moring (.7)	1.10
11/23/04	PS Caruso	Review plan and disclosure statement	2.70
11/23/04	ER Moring	Telephone calls with G. Neal re: distribution of plan and exclusivity issues (.5); draft and revise plan and disclosure statement (5.9); conferences with C. van Elk re: plan and disclosure statement (.3); telephone calls with T. Yancey re: comments to disclosure statement (.4); emails to working group re: plan and disclosure statement (.2)	7.30
11/23/04	GS Neal	Confer with E. Moring on plan and disclosure statement issues (.5) and review same (1.6); confer with Committee and DK on exclusivity issues (1.1); confer with T. Lodge regarding same (.2)	3.30
11/23/04	JB Tatel	Discuss disclosure statement with T. Yancey (.3); email re: disclosure statement with E. Moring (.1); review global settlement agreement and revise disclosure statement accordingly (2.0); discuss disclosure statement with C. Van Elk (.1)	2.50
11/23/04	TH Yancey	Telephone conference with E. Moring re: revisions to disclosure statement	.40
11/23/04	TH Yancey	Revise disclosure statement (3.1); conference with J. Tatel re: same (.3)	3.40
11/23/04	CF van Elk	Meet w/ E. Moring re: revisions (.3); Revise Disclosure Statement per comments from T. Yancey (2.0); confer with J. Tatel re: same (.1)	2.40
11/24/04	PS Caruso	Review Plan and Disclosure Statement	4.70

Invoice Number: *****

Pegasus Group

Plan and Disclosure Statement

Date	Name	Narrative	Hours
11/24/04	ER Moring	Email G. Neal re: plan and plan exclusivity issues	.20
11/24/04	GS Neal	Confer with L. Nyhan and T. Lodge on plan and exclusivity issues	.50
11/24/04	HH Van Vactor	Research re: disclosure statement issue (2.0); draft email re: research to Chris van Elk (.2)	2.20
11/28/04	PS Caruso	Review Plan and Disclosure Statement	3.00
11/29/04	PS Caruso	Attention to Plan and Disclosure Statement	5.10
11/29/04	ER Moring	Review potential asset sale offering memorandum for plan and disclosure statement purposes (.6); review secured lenders' motions re: default interest and premiums for same (.3); telephone calls with G. Neal re: exclusivity and plan issues (.4); draft and revise order granting exclusivity motion as negotiated with Committee and objecting party (1.3); telephone call with P. Dublin re: same (.2); telephone calls with A. Goldenberg re: same (.3)	3.10
11/29/04	GS Neal	Confer with E. Moring regarding plan and disclosure statement issue (.4); review plan and disclosure statement (1.2)	1.60
11/29/04	LJ Nyhan	Review draft plan	.30
11/30/04	PS Caruso	Plan and Disclosure Statement conference call (participated in part)	1.00
11/30/04	ER Moring	Revise and finalize consent order regarding exclusivity (.3); telephone call with A. Goldenberg re: same (.1); telephone calls with R. Keach and S. Dilios re: dates to request from court for exclusivity order (.3); prepare for and participate in conference call with counsel to the Committee and PCC re: plan issues (2.2); telephone calls with G. Neal re: same (.2)	3.10
11/30/04	GS Neal	Prepare for plan and disclosure statement conference call with Committee and PCC counsel (1.3); participate in plan call (1.8); telephone call with E. Moring regarding same (.2)	3.30
11/30/04	LJ Nyhan	Review plan (.90); conference (in part) with committee and PCC regarding plan issues (1.20)	2.10
11/30/04	TH Yancey	Attend telephone conference with PCC and creditors committee counsel re: draft plan terms	1.80
11/30/04	CF van Elk	Call w/ Sidley team, T Lodge, and counsel for Committee and PCC re: comments to Plan	1.80
Total Hours			205.60

Invoice Number: *****

Pegasus Group

Plan and Disclosure Statement

TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	13.70	\$700.00	\$9,590.00
TH Yancey	13.40	525.00	7,035.00
GS Neal	15.70	500.00	7,850.00
ER Moring	70.70	425.00	30,047.50
PS Caruso	17.80	390.00	6,942.00
CF van Elk	33.90	365.00	12,373.50
JB Tatel	8.80	295.00	2,596.00
TH Chan	5.40	280.00	1,512.00
HH Van Vactor	23.70	250.00	5,925.00
EA McDonnell- O'Driscoll	.50	170.00	85.00
JH Elsabee	2.00	140.00	280.00
Total Hours and Fees	205.60		\$84,236.00

Exhibit E

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Travel Time (Matter No. 30100)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.

FEDERAL ID 36-4474078

January 6, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30100

For professional services rendered through November 30, 2004
re Travel Time:

Fees	\$7,308.00
Less 50% discount	<u>-3,654.00</u>
Adjusted Fees	\$3,654.00
Total Due This Bill	<u>\$3,654.00</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Travel Time

TIME DETAIL

Date	Name	Narrative	Hours
11/07/04	PS Caruso	Nonworking travel to Portland, ME	1.60
11/08/04	PS Caruso	Nonworking return travel to Chicago	1.80
11/08/04	GS Neal	Nonworking travel to/from Portland, ME for hearing on secured lender's motion for payment and contract rejection motion	4.00
11/09/04	PS Caruso	Nonworking travel to Maine	1.90
11/10/04	PS Caruso	Nonworking return travel from Maine	1.90
11/19/04	GS Neal	Nonworking travel to/from Portland, ME for hearing on KB Prime motion and other scheduling matters	5.00
Total Hours			<hr/> 16.20

Invoice Number: *****

Pegasus Group

Travel Time

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	9.00	\$500.00	\$4,500.00
PS Caruso	<u>7.20</u>	390.00	<u>2,808.00</u>
Total Hours and Fees	16.20		\$7,308.00

Exhibit F

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Employee Issues (Matter No. 30110)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING

BRUSSELS

CHICAGO

DALLAS

GENEVA

HONG KONG

LONDON

BANK ONE PLAZA
10 SOUTH DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

FOUNDED 1866

LOS ANGELES

NEW YORK

SAN FRANCISCO

SHANGHAI

SINGAPORE

TOKYO

WASHINGTON, D.C.

FEDERAL ID 36-4474078

January 6, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30110

For professional services rendered through November 30, 2004
re Employee Issues:

Fees	\$22,624.50
Total Due This Bill	<u>\$22,624.50</u>

Remit Check Payments To:
Sidley Austin Brown & Wood LLP
P.O. Box 0642
Chicago, Illinois 60690

Remit Wire Payments To:
Sidley Austin Brown & Wood LLP
Bank One, NA
Account Number: 5519624
ABA Number: 071000013

**** DRAFT BILL ****

Invoice Number: *****

Pegasus Group

Employee Issues

TIME DETAIL

Date	Name	Narrative	Hours
11/02/04	ER Moring	Draft and revise motion to approve Broadcast KERP and Supplemental Satellite KERP (1.2); telephone call with K. Heisler re: issues re: KERP (.2); email G. Neal re: same (.2)	1.60
11/04/04	ER Moring	Telephone call with E. Sanchez re: Committee's issues with supplemental KERP and Broadcast KERP (.2); telephone call with M. Eyer re: same (.3); telephone calls with K. Heisler re: same (.5); conference call with E. Sanchez, W. Barr and K. Heisler re: same (1.2)	2.20
11/05/04	ER Moring	Telephone calls with G. Neal re: KERP issues (.3); telephone calls with K. Heisler re: dialogue with Committee re: KERP issues (.3); telephone call with E. Sanchez re: KERP issues (.3); review information regarding KERP proposal (.3)	1.20
11/05/04	GS Neal	Confer with E. Moring on KERP and other employee related issues	.60
11/08/04	ER Moring	Telephone calls with S. Blank re: issues re: KERP motion (.4); draft and revise motion to approve Broadcast KERP and Supplemental Satellite KERP, proposed order and motion and order to shorten time for consideration of motion (6.2)	6.60
11/09/04	EA McDonnell-O'Driscoll	Conference with E. Moring re Supplemental KERP motion to be served (.5); conferences with J. Elsabee re preparing for overnight service of same (.3); review motion and forward to J. Elsabee to prepare service (.1); distribute same to client and team (.3); call with S. Dilios re service today (.2); work on the service of motion by overnight service (Fed. Ex. and Express Mail) (1.0)	2.40
11/09/04	ER Moring	Telephone calls with E. Sanchez re: Committee's issues with KERP (.3); telephone calls with P. Dublin re: same (.3); telephone calls with P. Dublin and W. Barr re: same (.4); telephone calls and emails with G. Neal re: same (.8); telephone calls with S. Blank re: same (1.1); numerous emails with Pegasus working group re: same and re: Motion to Approve KERP (.8); draft and revise motion to approve Broadcast KERP and Supplemental Satellite KERP, proposed order and notice of hearing (4.9); telephone call with P. Caruso re: KERP issues (.5); emails with S. Dilios and E. McDonnell re: service and filing of motion papers (.4); emails with Trumbull re: same (.2); conferences with E. McDonnell re: same (.5)	10.20
11/09/04	GS Neal	Confer with E. Moring regarding open KERP issues (.5); confer	.90

Invoice Number: *****

Pegasus Group

Employee Issues

Date	Name	Narrative	Hours
		with company regarding same (.4)	
11/10/04	ER Moring	Telephone call with K. Heisler re: communications with employees	.20
11/11/04	EA McDonnell-O'Driscoll	Prepare certificate of service for supplemental KERP motion served 11/9 and forward to local counsel	.50
11/12/04	ER Moring	Telephone call with S. Blank re: KERP issues (.2); emails with Pegasus working group and P. Dublin re: same (.2)	.40
11/15/04	ER Moring	Telephone call with E. Sanchez re: call with Committee re: KERP issues (.2); emails with Pegasus working group and E. Sanchez re: same (.2)	.40
11/15/04	GS Neal	Email E. Moring on open KERP issues and confer with S. Blank regarding same	.50
11/16/04	ER Moring	Email G. Neal re: KERP issues (.2); prepare for call with Committee regarding KERP issues (.5); participate in conference call with Committee counsel and its financial advisors re: KERP issues (1.0); telephone call with S. Blank and K. Heisler re: same (.3); telephone call with P. Dublin re: same (.2); emails with Pegasus working group re: same (.3)	2.50
11/16/04	GS Neal	Participate in conference calls with Committee and advisors regarding KERP issues	1.00
11/17/04	ER Moring	Telephone call with S. Blank re: counter proposal to Committee re: KERP (.4); prepare for conference call with Committee re: KERP (.3); participate in conference call with Committee counsel and its professionals re: KERP (.7); telephone call with S. Blank and K. Heisler re: negotiations with Committee re: KERP (.4); telephone call with P. Dublin re: Committee's position on KERP (.2)	2.00
11/18/04	ER Moring	Telephone call with P. Dublin re: Committee's reaction to KERP proposal (.2); confer with G. Neal re: status of negotiations with Committee re: KERP (.3); telephone call with S. Blank and K. Heisler re: same (.2); draft and revise KERP Order to incorporate deal reached with Committee (4.9)	5.60
11/18/04	GS Neal	Confer with E. Moring on KERP-related matters	.30
11/19/04	ER Moring	Draft and revise proposed order approving Broadcast KERP and Supplemental Satellite KERP (.9); emails with Pegasus working group re: same (.2); telephone call with N. Hazan re: Committee's response and order (.2); emails with P. Dublin re: same (.2)	1.50
11/19/04	GS Neal	Confer with P. Dublin and E. Moring on KERP issues for	.20

Invoice Number: *****

Pegasus Group

Employee Issues

Date	Name	Narrative	Hours
		satellite and broadcast	
11/22/04	ER Moring	Numerous telephone calls with S. Blank re: comments to KERP order and final negotiations with Committee re: same (1.2); draft and revise Order Approving Supplemental Satellite KERP and Broadcast KERP (2.3); telephone calls with N. Hazan and E. Sanchez re: final negotiations re: KERP (.4); emails with Pegasus working group re: KERP order (.3)	4.20
11/23/04	EA McDonnell-O'Driscoll	Email E. Moring re filing proposed Retention Plan order	.20
11/23/04	ER Moring	Telephone calls with G. Neal re: ongoing KERP negotiations with Committee (.3); telephone calls with P. Dublin and D. Botter re: negotiations re: KERP order (.9); telephone calls with S. Blank and K. Heisler re: same (.7); draft and revise order granting motion to approve Broadcast KERP and Supplement Satellite KERP (2.1); emails to Pegasus working group and Akin Gump re: order (.2); draft financial analysis of KERP (.4)	4.60
11/23/04	GS Neal	Confer with E. Moring regarding final KERP order (.3) and prepare for 11/24 hearing (.1)	.40
11/24/04	ER Moring	Draft and revise proposed Order granting motion to approve Broadcast KERP and Supplemental Satellite KERP (.8); telephone calls with M. Fagone re: hearing on motion (.3); telephone calls with P. Dublin re: comments to order (.2); telephone calls with S. Blank re: same and re: outcome of hearing (.4); telephone calls with G. Neal re: issues re: KERP motion and order (.3); prepare for and participate in hearing on motion to approve Broadcast KERP and Supplemental Satellite KERP (1.2); emails to Pegasus working group and local counsel's office re: proposed order (.3)	3.50
11/24/04	GS Neal	Conference calls with E. Moring on KERP hearing issues (.3); email E. Moring re: same (.3)	.60
Total Hours			54.30

Invoice Number: *****

Pegasus Group

Employee Issues

TIME SUMMARY

Name	Hours	Rate	Value
GS Neal	4.50	\$500.00	\$2,250.00
ER Moring	46.70	425.00	19,847.50
EA McDonnell- O'Driscoll	3.10	170.00	527.00
Total Hours and Fees	54.30		\$22,624.50

Exhibit G

In re Pegasus Satellite Television, Inc., *et al.*

Time Recorded in Connection
With the Rendition of Services to the Debtors in
Connection with Case Administration (Matter No. 30130)
For the Period From November 1, 2004 through November 30, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

BEIJING
BRUSSELS
CHICAGO
DALLAS
GENEVA
HONG KONG
LONDON

BANK ONE PLAZA
10 S. DEARBORN STREET
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036
www.sidley.com
FOUNDED 1866

LOS ANGELES
NEW YORK
SAN FRANCISCO
SHANGHAI
SINGAPORE
TOKYO
WASHINGTON, D.C.
FEDERAL ID 36-2158694

January 7, 2005

Scott Blank, Esq.
Pegasus Group
225 City Line Avenue, Suite 200
Bala Cynwyd, PA 19004

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice Number *****
Client Matter 28491-30130

For professional services rendered through September 30, 2004 re
Case Administration:

Fees \$19,917.50

Expenses

Air Transportation	\$2,380.28
Duplicating Charges	13,713.98
Document Delivery Services	136.58
Document Services	15,952.50
Facsimile Charges	6.50
Filing Fees	62.00
Ground Transportation	1,179.26
Lexis Research Service	1,028.63
Meals – Out of Town	174.55
Messenger Services	7.00
Other	48.86
Overtime Services	1,039.42
Professional Services/Specialists	312.74
Search Services	15.21
Telephone Tolls	148.29
AT&T Conference Calls	529.24
Travel/Lodging	413.46
Westlaw Research Service	<u>2,141.77</u>

Total Expenses 39,290.27

Total Due This Bill **\$59,207.77**

Invoice Number: *****

Pegasus Group

Re: Case Administration

TIME DETAIL

Date	Name	Narrative	Hours
11/01/04	ER Moring	Email J. Knowles re: case management issues	.20
11/01/04	GS Neal	Confer with T. Lodge, S. Blank and M. Nachman regarding certain executory contract and KB issues	.60
11/02/04	PS Caruso	Review agenda for November 8 hearing and provide comments on same	.20
11/02/04	J Margulies	Organize recently filed documents	.50
11/02/04	EA McDonnell-O'Driscoll	Email with P. Caruso re updated case timeline and calendar	.10
11/03/04	LA Hoeflich	Draft agenda for 11/8 hearing, forward same to M. McClintock and team, and revise same per comments received	2.20
11/03/04	J Margulies	Organize various recently filed documents	2.00
11/03/04	ME McClintock	E-mail with P. Caruso and T. Randleman regarding Agenda (0.3); prepare same (1.3); telephone conference with E. Moring regarding same (0.2); communications with L. Hoeflich regarding same (0.2) review and revise same and draft note to L. Hoeflich regarding same (0.7)	2.70
11/03/04	ER Moring	Emails to S. Dilios, P. Caruso and M. McClintock re: agenda (.3); telephone call with M. McClintock re: same (.2)	.50
11/03/04	GS Neal	Confer with E. Moring and P. Caruso on operational issues including KERP, liquidator and contract rejections	1.30
11/03/04	LJ Nyhan	Email G. Neal regarding plan and KB issues (.30); review pleadings (.50)	.80
11/04/04	JH Elsabee	Organize various case documents and files	2.00
11/04/04	LA Hoeflich	Revise agenda for 11/8 hearing (.6); o/c M. McClintock re: same (.1); finalize and forward same to local counsel for filing (.1)	.80
11/04/04	J Margulies	Research and forward Notice of Agenda to E. McDonnell (.2); organize recently filed documents (2.0)	2.00
11/04/04	ME McClintock	Review Agenda and office conferences with L. Hoeflich regarding same	.20
11/04/04	EA McDonnell-O'Driscoll	Review updated docket and work on updating post-petition workplan an timeline and forward draft to E. Moring (.6); conference with E. Moring re same (.4)	1.00
11/04/04	ER Moring	Emails with R. Keach and S. Dilios re: service and filing of exclusivity motion (.2); confer with E. McDonnell re: distribution of pleadings and timeline (.4); email J. Knowles re: case	.90

Invoice Number: *****

Pegasus Group

Re: Case Administration

Date	Name	Narrative	Hours
		management issues (.3)	
11/04/04	GS Neal	Confer with T. Lodge and T. Yancey on KB and certain executory contract issues (1.6); review reconstituted Committee (.2)	1.80
11/05/04	JH Elsabee	Organize recently filed pleadings (1.4) and conference with E. McDonnell re: same (.1)	1.50
11/05/04	LA Hoefflich	Further revise agenda for 11/8 hearing (.1) and email re same (.1); draft agenda for 11/10 hearing (.3)	.50
11/05/04	J Margulies	Assist J. Elsabee organize documents (.5); organize files and documents for J. Elsabee (1.5)	2.00
11/05/04	EA McDonnell-O'Driscoll	Conference with J. Elsabee re updating pleading files in case (.1); email E. Moring re forwarding Great American papers to team (.1); review and forward same (.3); conference with E. Moring re amended agenda (.1); email N. Drewer re whether replies were filed re Default Motions (.1)	.70
11/05/04	EA McDonnell-O'Driscoll	Email with E. Moring re updated post-petition workplan and timeline (.1); review additions to same (.2)	.30
11/05/04	ER Moring	Email G. Neal re: case management and calendar issues (.2); email J. Knowles and M. McClintock re: adjourning matters on calendar (.5); email L. Hoefflich re: agenda issues (.1); confer with E. McDonnell re: same (.1); email P. Caruso re: case management issues (.3); emails with Pegasus team re: adjourning matters on calendar and issues re: same (.5)	1.70
11/08/04	JH Elsabee	Update recently filed pleadings	2.00
11/08/04	LA Hoefflich	Revise Pegasus agenda	.10
11/08/04	J Margulies	Research and forward Sidley's First Interim Fee Application to J. Elsabee and E. McDonnell	.20
11/08/04	ME McClintock	Review Agenda for Hearing (0.1) and email L. Hoefflich regarding same (0.1)	.20
11/08/04	EA McDonnell-O'Driscoll	Conference with E. Moring re updated service list in case (.1); call to S. Dilios re same (.1); conference with E. Moring re possible service and filing tomorrow (.2)	.40
11/08/04	EA McDonnell-O'Driscoll	Review and continue to update post-petition timeline and workplan (.7); email to E. Moring re same (.1); conference with E. Moring re additional info (.1); revise same (.3); forward to team (.1)	1.30
11/08/04	ER Moring	Email J. Knowles re: case management issues (.2); review and revise workplan (.4); confer with E. McDonnell re: service and filing issues (.4); emails with S. Dilios and M. Orfetelli re:	1.40

Invoice Number: *****
Pegasus Group

Rc: Case Administration

Date	Name	Narrative	Hours
		service and filing issues (.4)	
11/08/04	GS Neal	Prepare for and attend hearing on secured lenders' motion for payment and contract rejection motion (.8); confer with P. Caruso regarding same (.5)	1.30
11/08/04	LJ Nyhan	Email G. Neal regarding PCC and committee issues (.30); review pleadings (.30)	.60
11/09/04	PS Caruso	Telephone conference and emails with E. Moring re: PBT, KERP motion, plan and disclosure statement	.50
11/09/04	JH Elsabee	Organize notice of hearing for service (.3); service of same for E. Moring (.5); confer with E. McDonnell re: same (.3); update files (1.4)	2.50
11/10/04	JH Elsabee	Update files with recent pleadings and review notifications of filing	2.50
11/10/04	EA McDonnell-O'Driscoll	Review signed orders and distribute to client and team	.30
11/10/04	GS Neal	Email P. Caruso regarding executory contract and liquidator issues	1.20
11/11/04	JH Elsabee	Organize files re ordinary course, fee statements, and transcripts for E. Moring	2.00
11/11/04	LJ Nyhan	Conference with G. Neal regarding committee issues	.40
11/12/04	JH Elsabee	Update various pleadings and organize various fee statements/applications	2.00
11/12/04	GS Neal	Confer with T. Lodge and others at the Debtors regarding certain executory contract and KB issues	1.60
11/15/04	ER Moring	Email E. McDonnell re: distribution of pleadings	.20
11/15/04	GS Neal	Confer with T. Lodge on certain leases and contracts, KB and other operational issues	.80
11/16/04	JH Elsabee	Update pleadings files	2.00
11/16/04	EA McDonnell-O'Driscoll	Research re certificate of service for P. Caruso and email same	.50
11/16/04	ER Moring	Email P. Caruso re: case management issues	.30
11/17/04	PS Caruso	Email E. Moring re: KERP and exclusivity issues	.40
11/18/04	LA Hoeflich	Draft 11/24 hearing agenda (.5); revise same (.2); emails re same (.1)	.80
11/18/04	ME McClintock	Prepare and review agenda for November 24th hearing (.50); communications with L. Hoeflich regarding same (.20); e-mail	.90

Invoice Number: *****

Pegasus Group

Re: Case Administration

Date	Name	Narrative	Hours
		with R. Keach and P. Caruso regarding filing (.20)	
11/18/04	EA McDonnell-O'Driscoll	Review order signed this morning and conference with E. Moring re same	.10
11/18/04	ER Moring	Emails with Pegasus team re: agenda letter and fee application issues (.3); email E. McDonnell re: filing and distribution of pleadings (.3)	.60
11/18/04	LJ Nyhan	Email G. Neal regarding exclusivity hearing issues and subscription agreement	.60
11/19/04	JH Elsabee	Review email notifications of filing and organize recent filings	1.50
11/22/04	JH Elsabee	Update recent filings	1.20
11/22/04	LA Hoeflich	Revise 11/24 hearing agenda and forward to local counsel for filing	.30
11/22/04	ME McClintock	E-mail to L. Hoeflich regarding agenda (.10); review e-mail from R. Keach regarding same (.10); review local rules regarding same (.10); review email from M. Schoenberg (.10); review and revise agenda (.40); e-mail with P. Caruso/L. Hoeflich regarding same (.10)	.90
11/22/04	ER Moring	Email J. Knowles re: case status	.10
11/22/04	LJ Nyhan	Review pleadings	.30
11/23/04	PS Caruso	Correspondence with E. Moring re: plan terms, potential asset sale, exclusivity and KERP	.40
11/23/04	JH Elsabee	Review recent filings and organize files re same	2.00
11/23/04	LA Hoeflich	Review docket for updates	.10
11/23/04	LJ Nyhan	Email G. Neal regarding hearing issues, potential transaction negotiations and plan issues (.90); telephone conference with Debevoise regarding potential asset transaction issues (.30); review pleadings (.30); assess committee and bondholder timing issues (.30)	1.80
11/24/04	PS Caruso	Participate in hearing re: fee applications, exclusivity extension and PBT KERP	.60
11/24/04	JH Elsabee	Organize various filings and pleadings	2.00
11/24/04	EA McDonnell-O'Driscoll	Conference with E. Moring re supplemental retention plan and exclusivity orders and distribution (.2); review Wilmington Trust Motion for summary judgment and forward to team and client (.3)	.50
11/24/04	ER Moring	Confer with E. McDonnell re: distribution of orders	.20
11/24/04	GS Neal	Prepare for omnibus hearing (1.5); participate in omnibus hearing	2.00

Invoice Number: *****
Pegasus Group

Re: Case Administration

Date	Name	Narrative (.5)	Hours
11/24/04	LJ Nyhan	Office conference with G. Neal regarding hearing issues and plan timing	.50
11/29/04	JH Elsabee	Organize various orders for E. McDonnell (.8); review recently filed documents and organize same (2.2)	3.00
11/29/04	EA McDonnell-O'Driscoll	Email E. Moring re exclusivity and retention plan orders distribution (.1); email J. Elsabee re same (.1); distribute same to client and team (.2)	.40
11/30/04	NE Drewer	Draft witness agreement for G. Neal	.50
11/30/04	JH Elsabee	Organize orders re applications for compensation for L. Hoeflich and organize recent pleadings	.50
Total Hours			<hr/> 73.00

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TIME SUMMARY

Name	Hours	Rate	Value
LJ Nyhan	5.00	\$700.00	\$3,500.00
GS Neal	10.60	500.00	5,300.00
ER Moring	6.10	425.00	2,592.50
PS Caruso	2.10	390.00	819.00
ME McClintock	4.90	260.00	1,274.00
EA McDonnell- O'Driscoll	5.60	170.00	952.00
LA Hoeflich	4.80	155.00	744.00
JH Elsabee	26.70	140.00	3,738.00
J Margulies	6.70	140.00	938.00
NE Drewer	<u>.50</u>	120.00	<u>60.00</u>
	73.00		\$19,917.50

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Pegasus Group

Re: Case Administration

EXPENSE DETAIL

Date	Type	Description	Amount
06/30/04	WES	06/30/04-Westlaw research service	\$191.38
07/03/04	LEX	06/30/04-Lexis research service	15.69
07/15/04	TEL	07/14/04-Telephone Call To: 6109347099 BALACYNWYD, PA	6.21
07/15/04	TEL	07/14/04-Telephone Call To: 6109347099 BALACYNWYD, PA	2.51
07/15/04	TEL	07/14/04-Telephone Call To: 2136808424 LOSANGELES, CA	4.83
07/17/04	TEL	07/15/04-Telephone Call To: 6109347019 BALACYNWYD, PA	9.51
07/17/04	TEL	07/15/04-Telephone Call To: 6123369166 MINNEAPOLS, MN	1.17
07/20/04	TEL	07/19/04-Telephone Call To: 6102123614 KINGPRUSS, PA	1.77
07/24/04	TEL	07/23/04-Telephone Call To: 2027368041 WASHINGTON, DC	2.43
07/24/04	TEL	07/23/04-Telephone Call To: 3128537000 CHICAGO, IL	2.43
07/24/04	TEL	07/23/04-Telephone Call To: 6109347098 BALACYNWYD, PA	1.35
07/24/04	TEL	07/23/04-Telephone Call To: 6109347000 BALACYNWYD, PA	1.14
08/13/04	TEL	08/12/04-Telephone Call To: 6109347022 BALACYNWYD, PA	14.00
08/13/04	TEL	08/12/04-Telephone Call To: 2027368000 WASHINGTON, DC	6.35
08/14/04	TEL	08/13/04-Telephone Call To: 5185436242 HAGUE, NY	2.81
08/20/04	TEL	08/18/04-Telephone Call To: 2027368000 WASHINGTON, DC	1.59
08/20/04	TEL	08/19/04-Telephone Call To: 2027368582 WASHINGTON, DC	1.58
08/20/04	TEL	08/19/04-Telephone Call To: 2159882802 PHILA, PA	1.52
08/24/04	TEL	08/23/04-Telephone Call To: 3128537000 CHICAGO, IL	1.01
08/24/04	TEL	08/23/04-Telephone Call To: 6179736131 BOSTON, MA	16.07
09/16/04	TEL	09/15/04-Telephone Call To: 2027368159 WASHINGTON, DC	3.48
09/25/04	TEL	09/24/04-Telephone Call To: 4044204644 ATLANTA, GA	1.88
09/25/04	TEL	09/24/04-Telephone Call To: 4044204644 ATLANTA, GA	2.87
09/25/04	TEL	09/24/04-Telephone Call To: 3122013931 CHICAGO, IL	3.77
09/25/04	TEL	09/24/04-Telephone Call To: 6097200825 PRINCETON, NJ	4.04
10/12/04	DOC	ON-SITE SOURCING INC - INV# IN00143896	5,439.83
10/29/04	TEL	10/27/04-Telephone Call To: 2138966017 LOSANGELES, CA	2.25
10/29/04	TEL	10/27/04-Telephone Call To: 2027368159 WASHINGTON, DC	7.94

SIDLEY AUSTIN BROWN & WOOD LLP

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Re: Case Administration

Date	Type	Description	Amount
11/02/04	OVT	Taxi 10/1- (incurred by J.Brennan)	90.00
11/02/04	TEL	11/01/04-Telephone Call To: 6109347077 BALACYNWYD, PA	1.74
11/02/04	TEL	11/01/04-Telephone Call To: 2027368159 WASHINGTON, DC	1.58
11/02/04	TEL	11/01/04-Telephone Call To: 2128398570 NEW YORK, NY	1.85
11/02/04	TEL	11/01/04-Telephone Call To: 2128398570 NEW YORK, NY	2.57
11/02/04	GND	09/26/04- YELLOW CAB COMPANY - 2597 2435 W. Moffat 161382 10:50pm	14.50
11/02/04	GND	09/02/04- YELLOW CAB COMPANY - 2597 2435 W. Moffat 162428 7:10pm	14.70
11/02/04	CPY	11/01/04-Duplicating charges	9.00
11/02/04	TEL	11/01/04-Telephone Call To: 6109347058 BALACYNWYD, PA	3.44
11/02/04	TEL	11/01/04-Telephone Call To: 6109347098 BALACYNWYD, PA	1.37
11/03/04	TEL	11/02/04-Telephone Call To: 2128398570 NEW YORK, NY	3.60
11/03/04	OVT	10/31/04 - Lunch	3.65
11/03/04	GND	10/31/04 - Parking	13.00
11/03/04	CPY	11/02/04-Duplicating charges	31.40
11/04/04	TEL	11/03/04-Telephone Call To: 6109347077 BALACYNWYD, PA	4.20
11/04/04	CPY	11/03/04-Duplicating charges	.80
11/04/04	CPY	11/03/04-Duplicating charges	.80
11/04/04	OVT	10/26/04-Overtime Meals	32.36
11/04/04	CPY	11/03/04-Duplicating charges	.40
11/04/04	TEL	11/02/04-Telephone Call To: 6109347077 BALACYNWYD, PA	2.12
11/04/04	TEL	11/03/04-Telephone Call To: 2128398570 NEW YORK, NY	1.37
11/04/04	OVT	10/25/04-Overtime Meals	21.98
11/04/04	CPY	11/03/04-Duplicating charges	4.10
11/04/04	CPY	11/03/04-Duplicating charges	5.20
11/04/04	CPY	11/03/04-Duplicating charges	3.40
11/04/04	MSG	10/21/04 - URBAN EXPRESS - 4821705 - Price Waterhouse, 1177 6th Ave - Acct #51588	7.00
11/04/04	OVT	10/25/04-Overtime Meals	20.90
11/04/04	OVT	10/28/04-Overtime Meals	20.34
11/04/04	TEL	11/03/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.17

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Pegasus Group

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Date	Type	Description	Amount
11/04/04	TEL	11/03/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.80
11/05/04	TEL	11/04/04-Telephone Call To: 2128395850 NEW YORK, NY	1.07
11/05/04	TEL	11/04/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.53
11/05/04	TEL	11/04/04-Telephone Call To: 3128537030 CHICAGO, IL	2.97
11/05/04	GND	10/01/04- NY/Bala Cynwood PA- Interview witnesses re: SEC issues	220.00
11/05/04	TEL	11/04/04-Telephone Call To: 2027368114 WASHINGTON, DC	1.35
11/05/04	TEL	11/04/04-Telephone Call To: 5082294034 MARLBORO, MA	2.93
11/05/04	GND	10/26-28/04- DC/NY- Meeting w/Client	317.50
11/05/04	TEL	11/04/04-Telephone Call To: 2128398570 NEW YORK, NY	2.34
11/05/04	TEL	11/04/04-Telephone Call To: 2128398570 NEW YORK, NY	1.71
11/05/04	CPY	11/03/04-Duplicating charges	9.30
11/05/04	OVT	Overtime meal 11/03/04	6.37
11/05/04	OVT	Cab fare home after hours 11/03/04	11.00
11/05/04	WES	11/03/04-Westlaw research service	85.89
11/05/04	TEL	11/04/04-Telephone Call To: 6109347058 BALACYNWYD, PA	3.30
11/05/04	TEL	11/04/04-Telephone Call To: 6109347018 BALACYNWYD, PA	1.23
11/05/04	TEL	11/04/04-Telephone Call To: 6109347018 BALACYNWYD, PA	3.18
11/05/04	TEL	11/04/04-Telephone Call To: 6109347018 BALACYNWYD, PA	10.77
11/06/04	CPY	11/05/04-Duplicating charges	.10
11/06/04	CPY	11/05/04-Duplicating charges	.20
11/06/04	CPY	11/05/04-Duplicating charges	1.50
11/06/04	TEL	11/05/04-Telephone Call To: 6109347077 BALACYNWYD, PA	5.81
11/06/04	TEL	11/05/04-Telephone Call To: 6109347077 BALACYNWYD, PA	1.64
11/06/04	TEL	11/05/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.05
11/06/04	TEL	11/05/04-Telephone Call To: 6109347346 BALACYNWYD, PA	1.50
11/06/04	TEL	11/05/04-Telephone Call To: 6109347346 BALACYNWYD, PA	1.13
11/06/04	TEL	11/05/04-Telephone Call To: 3128537256 CHICAGO, IL	1.02
11/06/04	TEL	11/05/04-Telephone Call To: 3128537710 CHICAGO, IL	5.21
11/06/04	TEL	11/05/04-Telephone Call To: 2027368343 WASHINGTON, DC	1.40
11/06/04	CPY	11/05/04-Duplicating charges	71.80
11/06/04	CPY	11/05/04-Duplicating charges	1.50

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Date	Type	Description	Amount
11/06/04	TEL	11/05/04-Telephone Call To: 2128398570 NEW YORK, NY	1.16
11/06/04	TEL	11/05/04-Telephone Call To: 2128398570 NEW YORK, NY	1.02
11/06/04	DLV	10/22/04- Federal Express Corporation- TR #642749878458 TED S. LODGEPRES & CHIEF OP PEGASUS SATELLITE COMMUNICATIO C/O PEGASUS COMMUNICATIONS MA BALA-CYNWYD, PA 19004	9.56
11/06/04	DLV	10/21/04- Federal Express Corporation- TR #641294054315 MICHAEL YANUZZI WOLF LICENSE CORP. 1181 ROUTE 315 WILKES BARRE, PA 18702	6.52
11/06/04	DLV	10/21/04- Federal Express Corporation- TR #641294054304 MICHAEL NACHMAN PEGASUS BROADCAST CORP. 225 CITY LINE AVENUE BALA-CYNWYD, PA 19004	5.41
11/06/04	CPY	11/05/04-Duplicating charges	.20
11/06/04	CPY	11/05/04-Duplicating charges	.70
11/06/04	TEL	11/05/04-Telephone Call To: 2128398570 NEW YORK, NY	1.05
11/06/04	TEL	11/05/04-Telephone Call To: 2027368343 WASHINGTON, DC	1.04
11/06/04	TEL	11/05/04-Telephone Call To: 2027368159 WASHINGTON, DC	1.68
11/06/04	TEL	11/05/04-Telephone Call To: 2124993681 NEW YORK, NY	2.76
11/06/04	TEL	11/05/04-Telephone Call To: 2128398570 NEW YORK, NY	1.31
11/07/04	CPY	11/05/04-Duplicating charges	.60
11/08/04	OVT	Lunch 10/1 w/ Jon Brennan	29.20
11/08/04	CPY	11/07/04-Duplicating charges	2.00
11/09/04	CPY	XACT DUPLICATING SERVICES, INC. - INV# 11-27293 Imaging Blowbacks	3,492.95
11/09/04	TEL	11/08/04-Telephone Call To: 2128398570 NEW YORK, NY	2.51
11/09/04	LEX	11/06/04-Lexis research service	124.91
11/09/04	GND	Cab fare to SEC regarding meeting on client matters 11/05/04	12.00
11/10/04	TEL	11/09/04-Telephone Call To: 2159793840 PHILA, PA	2.48
11/10/04	TEL	11/09/04-Telephone Call To: 6109347000 BALACYNWYD, PA	2.78
11/10/04	TEL	11/09/04-Telephone Call To: 3128537776 CHICAGO, IL	2.48
11/10/04	TEL	11/08/04-Telephone Call To: 6109347077 BALACYNWYD, PA	1.04
11/10/04	TEL	11/08/04-Telephone Call To: 2023209250 WASHINGTON, DC	1.07
11/10/04	TEL	11/09/04-Telephone Call To: 7032261065 WASHINGTON, VA	1.61
11/10/04	TEL	11/09/04-Telephone Call To: 6109347098 BALACYNWYD, PA	3.95

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Date	Type	Description	Amount
11/10/04	TEL	11/09/04-Telephone Call To: 3128537256 CHICAGO, IL	3.35
11/10/04	CPY	11/09/04-Duplicating charges	.10
11/10/04	CPY	11/09/04-Duplicating charges	.10
11/10/04	CPY	11/09/04-Duplicating charges	.20
11/10/04	TEL	11/09/04-Telephone Call To: 2128398570 NEW YORK, NY	6.20
11/10/04	TEL	11/09/04-Telephone Call To: 2027368159 WASHINGTON, DC	1.76
11/10/04	CPY	11/09/04-Duplicating charges	137.50
11/10/04	CPY	11/09/04-Duplicating charges	25.00
11/10/04	TEL	11/09/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.07
11/11/04	TEL	11/10/04-Telephone Call To: 6109347000 BALACYNWYD, PA	1.28
11/11/04	TEL	11/10/04-Telephone Call To: 2159793840 PHILA, PA	1.95
11/11/04	CPY	11/10/04-Duplicating charges	29.80
11/11/04	CPY	11/10/04-Duplicating charges	3.90
11/12/04	TEL	11/11/04-Telephone Call To: 6109347077 BALACYNWYD, PA	9.71
11/12/04	CPY	11/11/04-Duplicating charges	.70
11/12/04	TEL	11/11/04-Telephone Call To: 2128398570 NEW YORK, NY	1.98
11/12/04	TEL	11/11/04-Telephone Call To: 3128537334 CHICAGO, IL	1.71
11/12/04	TEL	11/11/04-Telephone Call To: 3128537334 CHICAGO, IL	4.49
11/12/04	OVT	Cab fare home after hours 11/10/04	9.00
11/12/04	CPY	11/11/04-Duplicating charges	1.20
11/12/04	TEL	11/11/04-Telephone Call To: 2128398570 NEW YORK, NY	1.89
11/12/04	CPY	11/11/04-Duplicating charges	.10
11/12/04	OVT	11/03/04-Overtime Meals	20.04
11/12/04	FEE	10/31/04 - FREEDOM EXPRESS DELIVERY SERVICE LLC - 685 - Pegasus Group, Fee Applications	62.00
11/12/04	OVT	11/04/04-Overtime Meals	21.19
11/12/04	TRV	11/07-08/04- CH/Portland ME- Attend Hearing	211.23
11/12/04	MLO	11/07-08/04- CH/Portland ME- Attend Hearing	45.22
11/12/04	GND	11/07-08/04- CH/Portland ME- Attend Hearing	195.40
11/12/04	AIR	11/07-08/04- CH/Portland ME- Attend Hearing	1,190.14
11/12/04	TEL	11/11/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.02

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Date	Type	Description	Amount
11/12/04	TEL	11/11/04-Telephone Call To: 6109347098 BALACYNWYD, PA	3.17
11/13/04	TEL	11/12/04-Telephone Call To: 2128395894 NEW YORK, NY	3.42
11/13/04	TEL	11/12/04-Telephone Call To: 2027368119 WASHINGTON, DC	2.72
11/13/04	TEL	11/12/04-Telephone Call To: 3128537030 CHICAGO, IL	3.92
11/13/04	CPY	11/10/04-Binding	5.01
11/13/04	TEL	11/12/04-Telephone Call To: 3128537334 CHICAGO, IL	2.06
11/15/04	DLV	11/08/04 - Postage	95.55
11/15/04	OTR	10/22-Purchase of Wireless Notebook Card for document production to SEC	48.86
11/16/04	TEL	11/15/04-Telephone Call To: 6109347077 BALACYNWYD, PA	7.67
11/16/04	TEL	11/15/04-Telephone Call To: 3128534604 CHICAGO, IL	1.58
11/16/04	CPY	11/15/04-Duplicating charges	51.00
11/16/04	CPY	11/15/04-Duplicating charges	.40
11/16/04	OVT	10/12/04 - Dinner for late mtg/work session	27.80
11/16/04	TEL	11/15/04-Telephone Call To: 2128395667 NEW YORK, NY	1.53
11/17/04	TELCO	10/12/04-Telephone Charges Conference Call Customer: PTY2002 MR THOMAS YANCEY	46.20
11/17/04	TELCO	10/21/04-Telephone Charges Conference Call Customer: PTY6097 MR THOMAS YANCEY	61.71
11/17/04	TELCO	10/26/04-Telephone Charges Conference Call Customer: PTY7636 MR THOMAS YANCEY	151.69
11/17/04	TEL	11/16/04-Telephone Call To: 2128395850 NEW YORK, NY	1.40
11/17/04	TELCO	10/06/04-Telephone Charges Conference Call Customer: HBR4663 BARRY RASHKOVER	99.72
11/17/04	TELCO	10/14/04-Telephone Charges Conference Call Customer: AEM3217 ELLEN MORING	90.89
11/17/04	TEL	11/16/04-Telephone Call To: 3128537030 CHICAGO, IL	2.51
11/17/04	TEL	11/16/04-Telephone Call To: 3128537256 CHICAGO, IL	2.28
11/17/04	TEL	11/16/04-Telephone Call To: 6109347077 BALACYNWYD, PA	1.83
11/17/04	TEL	11/16/04-Telephone Call To: 2128398570 NEW YORK, NY	1.37
11/17/04	TEL	11/16/04-Telephone Call To: 2128398570 NEW YORK, NY	2.33
11/17/04	TEL	11/16/04-Telephone Call To: 3128537256 CHICAGO, IL	1.20
11/17/04	DOC	ON-SITE SOURCING INC - INV# IN00144473 Document Conversion	10,240.62

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Date	Type	Description	Amount
11/17/04	CPY	11/16/04-Duplicating charges	1.60
11/17/04	TELCO	10/28/04-Telephone Charges Conference Call Customer: PPC1141 PAUL CARUSO	17.33
11/17/04	TEL	11/16/04-Telephone Call To: 6109347058 BALACYNWYD, PA	1.13
11/17/04	TEL	11/16/04-Telephone Call To: 6109347058 BALACYNWYD, PA	2.85
11/17/04	TELCO	10/26/04-Telephone Charges Conference Call Customer: PPC6864 PAUL CARUSO	61.70
11/18/04	TEL	11/17/04-Telephone Call To: 6109347000 BALACYNWYD, PA	6.38
11/18/04	OVT	11/10/04-Overtime Meals	20.50
11/18/04	GND	10/19/04 - SUNNY'S EXECUTIVE SERVICE, INC. - 35186 - Rockville, MD - Acct#SIDLEB-DC	79.80
11/18/04	OVT	11/11/04-Overtime Meals	17.38
11/18/04	TEL	11/17/04-Telephone Call To: 3128537030 CHICAGO, IL	1.11
11/18/04	TEL	11/17/04-Telephone Call To: 6109347098 BALACYNWYD, PA	1.76
11/18/04	OVT	11/10/04-Overtime Meals	22.41
11/18/04	CPY	TSG REPORTING, INC. - INV# 081804-4816 Certified Copies	277.00
11/18/04	CPY	TSG REPORTING, INC. - INV# 081904-4821 Certified Copies	992.00
11/18/04	CPY	TSG REPORTING, INC. - INV# 082304-4826 Certified Copies	802.00
11/18/04	CPY	11/17/04-Duplicating charges	.20
11/18/04	OVT	11/09/04-Overtime Meals	20.13
11/18/04	OVT	11/08/04-Overtime Meals	20.11
11/18/04	OVT	11/08/04-Overtime Meals	20.79
11/18/04	TRV	11/09-10/04- CH/Portland ME- Attend Hearing	202.23
11/18/04	MLO	11/09-10/04- CH/Portland ME- Attend Hearing	129.33
11/18/04	GND	11/09-10/04- CH/Portland ME- Attend Hearing	127.20
11/18/04	AIR	11/09-10/04- CH/Portland ME- Attend Hearing	1,190.14
11/18/04	WES	11/16/04-Westlaw research service	303.48
11/18/04	WES	11/16/04-Westlaw research service	81.78
11/18/04	TEL	11/17/04-Telephone Call To: 6109347058 BALACYNWYD, PA	6.05
11/18/04	TEL	11/17/04-Telephone Call To: 2072287334 PORTLAND, ME	1.68
11/18/04	TEL	11/17/04-Telephone Call To: 2155701491 AMBLER, PA	1.07
11/18/04	TEL	11/17/04-Telephone Call To: 2128398570 NEW YORK, NY	2.09

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Date	Type	Description	Amount
11/18/04	TEL	11/17/04-Telephone Call To: 6109347099 BALACYNWYD, PA	2.19
11/19/04	TEL	11/18/04-Telephone Call To: 6109347000 BALACYNWYD, PA	1.28
11/19/04	TEL	11/18/04-Telephone Call To: 2027368258 WASHINGTON, DC	1.23
11/19/04	PRO	07/04 - 08/04 - INFO EDGE - Finance charges	312.74
11/19/04	CPY	11/18/04-Duplicating charges	.30
11/19/04	CPY	11/18/04-Duplicating charges	.60
11/19/04	CPY	11/18/04-Duplicating charges	3.60
11/19/04	CPY	11/18/04-Duplicating charges	.50
11/19/04	OVT	Overtime meal 11/15/04	7.41
11/19/04	OVT	11/03/04-Overtime	12.50
11/20/04	TEL	11/19/04-Telephone Call To: 2128392000 NEW YORK, NY	2.81
11/20/04	WES	11/18/04-Westlaw research service	56.32
11/20/04	WES	11/18/04-Westlaw research service	344.40
11/20/04	WES	11/18/04-Westlaw research service	115.10
11/20/04	CPY	11/19/04-Duplicating charges	.60
11/20/04	OVT	10/12/04-Lotus NJ	65.28
11/20/04	OVT	10/25/04-Lotus NJ	59.16
11/20/04	OVT	11/01/04-Lotus NJ	65.28
11/20/04	OVT	10/28/04-Lotus NJ	65.28
11/20/04	TEL	11/19/04-Telephone Call To: 2128398570 NEW YORK, NY	4.25
11/23/04	WES	11/19/04-Westlaw research service	3.30
11/23/04	LEX	11/18/04-Lexis research service	368.32
11/23/04	LEX	11/19/04-Lexis research service	788.58
11/23/04	WES	11/19/04-Westlaw research service	188.25
11/23/04	CPY	11/22/04-Duplicating charges	17.00
11/23/04	CPY	11/22/04-Duplicating charges	45.40
11/23/04	TEL	11/22/04-Telephone Call To: 6109347098 BALACYNWYD, PA	2.12
11/23/04	TEL	11/22/04-Telephone Call To: 3128537256 CHICAGO, IL	2.37
11/23/04	TEL	11/22/04-Telephone Call To: 3128537030 CHICAGO, IL	2.48
11/23/04	GND	11/05/04-Lotus M 1 COLUMB	45.90
11/23/04	GND	11/05/04-Lotus LAG	52.02

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Date	Type	Description	Amount
11/23/04	WES	11/21/04-Westlaw research service	358.82
11/23/04	WES	11/19/04-Westlaw research service	57.39
11/23/04	DLV	11/18/04-Postage	1.06
11/23/04	FAX	11/18/04-Facsimile charges	2.50
11/23/04	LEX	11/16/04-Lexis research service	166.62
11/23/04	LEX	11/18/04-Lexis research service	31.28
11/23/04	LEX	11/17/04-Lexis research service	16.89
11/23/04	OVT	11/02/04-Lotus NJ	65.28
11/23/04	OVT	11/03/04-Lotus NJ	65.28
11/23/04	OVT	11/04/04-Lotus NJ	65.28
11/24/04	TEL	11/23/04-Telephone Call To: 2128398570 NEW YORK, NY	1.94
11/24/04	TEL	11/23/04-Telephone Call To: 2027368041 WASHINGTON, DC	1.65
11/24/04	TEL	11/23/04-Telephone Call To: 2128398570 NEW YORK, NY	1.71
11/24/04	CPY	11/23/04-Duplicating charges	.60
11/24/04	CPY	11/23/04-Duplicating charges	.90
11/24/04	SRC	10/01/04-10/29/04 - GLOBAL SECURITIES INFORMATION, INC. - IN000172290 - Online Searches - Acct#SIDLEYNY	15.21
11/24/04	TEL	11/23/04-Telephone Call To: 6109347344 BALACYNWYD, PA	1.22
11/25/04	TEL	11/24/04-Telephone Call To: 2128392000 NEW YORK, NY	2.75
11/25/04	TEL	11/23/04-Telephone Call To: 6109347098 BALACYNWYD, PA	3.33
11/25/04	TEL	11/24/04-Telephone Call To: 2156810955 PHILA, PA	1.13
11/25/04	TEL	11/24/04-Telephone Call To: 2027368041 WASHINGTON, DC	1.16
11/25/04	TEL	11/24/04-Telephone Call To: 2027368041 WASHINGTON, DC	1.07
11/25/04	TEL	11/24/04-Telephone Call To: 3128530634 CHICAGO, IL	1.25
11/25/04	CPY	11/24/04-Duplicating charges	.10
11/25/04	CPY	11/24/04-Duplicating charges	.60
11/25/04	CPY	11/24/04-Duplicating charges	.20
11/25/04	CPY	11/24/04-Duplicating charges	2.80
11/29/04	DOC	10/15/04- BOISE CASCADE OFFICE PRODUCTS CORPORATION- Office Supplies- 476528	124.93
11/29/04	TEL	10/01 - 10/31/04 - Cellular telephone charges above monthly plan	60.00

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Date	Type	Description	Amount
11/29/04	TEL	09/01 - 09/30/04 - Cellular telephone charges above monthly plan	16.19
11/29/04	OVT	Dinner 11/18	23.15
11/29/04	DOC	10/15/04- BOISE CASCADE OFFICE PRODUCTS CORPORATION- Office Supplies- 476528	94.47
11/29/04	DOC	10/15/04- BOISE CASCADE OFFICE PRODUCTS CORPORATION- Office Supplies- 476528	14.09
11/30/04	TEL	11/29/04-Telephone Call To: 6109347000 BALACYNWYD, PA	4.38
11/30/04	TEL	11/30/04-Telephone Call To: 6109347000 BALACYNWYD, PA	1.40
11/30/04	TEL	11/30/04-Telephone Call To: 2159793840 PHILA, PA	1.02
11/30/04	TEL	11/30/04-Telephone Call To: 6109347344 BALACYNWYD, PA	2.00
11/30/04	TEL	11/29/04-Telephone Call To: 2128395473 NEW YORK, NY	5.27
11/30/04	DLV	11/09/04- Federal Express Corporation- TR #642749883825 GREGG SPATHESQ. OMNIPOINT HOLDINGSINC. 4 SYLVAN WAY PARSIPPANY, NJ 07054	5.48
11/30/04	DLV	11/05/04- Federal Express Corporation- TR #641294057900 TED S.LODGE PEGASUS SATELLITE COMMUNICATIO 225 CITY LINE AVE. BALA-CYNWYD, PA 19004	11.80
11/30/04	CPY	11/05/04-Binding	10.02
11/30/04	CPY	Hand labor duplicating service-weekday	31.73
11/30/04	CPY	10/28/04-Duplicating charges	7,599.40
11/30/04	GND	10/28/04 - DIAMOND CAB COMPANY - 329152 - 450 5th St NW	23.65
11/30/04	CPY	11/15/04-Binding	1.67
11/30/04	CPY	Hand labor duplicating service-weekday	31.73
11/30/04	WES	11/24/04-Westlaw research service	593.63
11/30/04	DLV	11/23/04 - Postage	1.20
11/30/04	FAX	11/23/04 - Facsimile charges	4.00
11/30/04	CPY	11/30/04-Duplicating charges	.40
11/30/04	CPY	11/30/04-Duplicating charges	.40
11/30/04	LEX	11/29/04-Lexis research service	46.23
11/30/04	DOC	10/15/04 - THE PAIGE COMPANY INC - 77421 - (750) Miracle Box	38.56
11/30/04	OVT	11/11/04-Lotus NJ	65.28
11/30/04	OVT	11/22/04-Overtime Meals	22.02
11/30/04	GND	10/05/04 - DIAMOND CAB COMPANY - 329166 - 1415 Chapin St.	12.10

SIDLEY AUSTIN BROWN & WOOD LLP

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Re: Case Administration

Date	Type	Description	Amount
11/30/04	GND	10/05/04 - DIAMOND CAB COMPANY - 329168 - 450 5th St NW	38.49
11/30/04	OVT	11/22/04-Overtime Meals	13.57
11/30/04	OVT	11/17/04 - OT Meal	9.50
11/30/04	GND	11/19/04 - OT Parking	13.00
11/30/04	CPY	11/02/04-Binding	<u>1.67</u>
Total Expenses			\$40,345.96