

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES
INCURRED BY AKIN GUMP STRAUSS HAUER & FELD LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PEGASUS SATELLITE TELEVISION, INC., ET AL.
FOR THE PERIOD DECEMBER 1, 2004 TO DECEMBER 31, 2004**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), co-counsel to the Official Committee of Unsecured Creditors of Pegasus Satellite Television, Inc., et al. (the “Committee”) submits for review its monthly statement (the “Monthly Fee Statement”) of fees for services rendered and out-of-pocket expenses for the period December 1, 2004 to December 31, 2004 the “Compensation Period”). In support of the Monthly Statement, Akin Gump states as follows:

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

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

2. On June 24, 2004, the Bankruptcy Court entered an Order under 11 U.S.C. §§331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Interim Compensation Order”). Pursuant to the Interim Compensation Order, the Bankruptcy Court authorized the filing of monthly fee statements and authorized payment of 90% of any unobjected to fees and 100% of the expenses requested in the Monthly Fee Statement.

3. On July 13, 2004, the Bankruptcy Court entered an order (the “Retention Order”) authorizing the retention of Akin Gump as co-counsel to the Committee nunc pro tunc to June 2, 2004.

4. For the Compensation Period, Akin Gump’s fees for providing professional services to the Debtors totaled \$298,205.75. In connection with the services rendered, Akin Gump has recorded actual and necessary out-of-pocket expenses in the amount of \$10,695.50. There may exist additional out-of-pocket expenses that Akin Gump has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto are the following: (i) a schedule summarizing all time expended by attorneys and paraprofessionals (Exhibit “A”); (ii) a detailed accounting of the services rendered, itemized by name of the person who rendered the service, the date, the amount of time expended and a description of the services rendered (please note that these descriptions divide attorney time into tenths of an hour) (Exhibit “B”); and (iii) a schedule of out-of-pocket disbursements incurred in connection with the services performed (Exhibit “C”).

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amount Due
12/01/04 – 12/31/04	\$298,205.75	\$29,820.58	\$268,385.17	\$10,695.50	\$279,080.67

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

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

Dated: January 26, 2005

Respectfully submitted,
AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ David H. Botter

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

EXHIBIT A

PEGASUS SATELLITE TELEVISION, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Stephen M. Baldini	Litigation	New York – 1990	33.30	\$525.00	\$17,482.50
David H. Botter	Financial Restructuring	New York – 1990	39.30	\$575.00	\$22,597.50
Tom Davidson	Telecommunications	Wisconsin – 1977	6.30	\$550.00	\$3,465.00
Daniel H. Golden	Financial Restructuring	New York – 1978	10.70	\$775.00	\$8,292.50
Douglas W. Killip	Tax	New York – 1988	40.50	\$550.00	\$22,275.00
Russell W. Parks	Corporate	New York – 1983	64.50	\$600.00	\$38,700.00
Russell L. Reid	Financial Restructuring	Texas – 1989	90.70	\$675.00	\$61,222.50
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Philip C. Dublin	Financial Restructuring	New York – 1999	75.05	\$450.00	\$33,772.50
Erica D. McGrady	Corporate	Ohio – 1997	47.00	\$395.00	\$18,565.00
Sean O'Donnell	Litigation	New York – 1997	1.20	\$415.00	\$498.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Heidi Anderson	Telecommunications	District of Columbia – 2001	4.20	\$255.00	\$1,071.00
Tess Autrey Bosher	Litigation	New York – 2002	84.30	\$300.00	\$25,290.00
Nava Hazan	Financial Restructuring	New York – 2000	76.65	\$425.00	\$32,576.25
Joseph P. Kamnik	Financial Restructuring	District of Columbia – 2003	29.70	\$285.00	\$8,464.50
Samenna Karmally	Corporate	Not Yet Admitted	2.20	\$285.00	\$451.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT
Andrew Barnes	Litigation		3.50	\$150.00	\$525.00
Matthew Cannata	Financial Restructuring		3.30	\$155.00	\$511.50
Cynthia Fitzpatrick	Financial Restructuring		1.30	\$165.00	\$214.50
Lauren Lee	Financial Restructuring		2.90	\$155.00	\$449.50
Peter J. Sprofera	Financial Restructuring		9.90	\$180.00	\$1,782.00
TOTAL			626.50		\$298,205.75

EXHIBIT B

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

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

Invoice Number 891911
Invoice Date 01/25/05
Client Number 680931
Matter Number 0001

Re: COMMITTEE OF UNSECURED CREDITORS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 12/31/04 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	11.90	\$3,571.00
0003	Akin Gump Fee Application/Monthly Billing Reports	13.50	\$3,462.00
0004	Analysis of Other Professionals Fee Applications/Reports	0.90	\$139.50
0007	Creditors Committee Meetings	22.90	\$12,717.50
0008	Court Hearings	4.10	\$2,357.50
0011	Executory Contracts/License Agreements	0.40	\$180.00
0012	General Claims Analysis/Claims Objections	7.90	\$3,497.50
0015	Analysis of Secured Claims/Adequate Protection Issues	304.20	\$142,962.50
0018	Tax Issues	42.50	\$23,137.50
0019	Labor Issues/Employee Benefits	0.40	\$230.00
0021	Exclusivity	13.70	\$5,867.50
0022	Plan, Disclosure Statement and Plan Related Documentation	73.60	\$35,752.50
0024	Asset/Stock Transaction/Business Liquidations	115.50	\$57,826.00
0025	Travel	4.50	\$1,968.75
0026	FCC Matters	10.50	\$4,536.00
	TOTAL	626.50	\$298,205.75

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/24/04	DHB	0002 E-mails with committee members regarding status (.1)(.1); telephone conferences with creditors regarding same (.2).	0.40
11/30/04	PCD	0002 Call with Sandell regarding pending issues (NRTC, BA sale, exclusivity, etc.) (.4); confer with D. Botter regarding same (.2); e-mails with committee professionals regarding same (.2), call with E. McGrady regarding same (.1).	0.90
12/01/04	MC	0002 Print and organize hearing transcripts for N. Hazan	0.90
12/02/04	PCD	0002 Prepare for and call with Sandell regarding pending matters (BA sale, plan, nrtc, etc.) (2.4); review PCC 8-K (.3); e-mails regarding same (.1).	2.80
12/03/04	CTF	0002 Retrieve court docket.	0.10
12/06/04	CTF	0002 Retrieve court docket.	0.10
12/06/04	LL	0002 Review docket and update to do list.	1.10
12/08/04	PCD	0002 Call with Silverstein regarding status of case.	0.40
12/08/04	CTF	0002 Retrieve court docket.	0.10
12/10/04	CTF	0002 Retrieve court docket.	0.10
12/13/04	DHB	0002 Telephone conference with creditors regarding status (.3); telephone conference with J. Vian regarding open issues (.2).	0.50
12/13/04	CTF	0002 Retrieve court docket.	0.10
12/13/04	MC	0002 Cross Check 56(b) reply's references to the court's Docket for N. Hazan	0.90
12/13/04	MC	0002 Create mailing labels for 56(b) reply to be sent to the 2002 master service list.	1.50
12/13/04	LL	0002 Prepare filed motion and related documents for service.	0.60
12/14/04	LL	0002 Create certificate of services for service of documents filed 12/13.	0.30
12/15/04	CTF	0002 Retrieve court docket.	0.10
12/17/04	DHB	0002 Telephone conference with P. Crosby of Davidson Kempner regarding status of case and Bank litigation (.3).	0.30
12/17/04	CTF	0002 Retrieve court docket.	0.10
12/20/04	CTF	0002 Retrieve court docket.	0.10
12/22/04	CTF	0002 Retrieve court docket.	0.10
12/22/04	CTF	0002 Organize hearing transcripts.	0.40
11/24/04	PJS	0003 Review and prepare documents re fee statement.	2.10
11/29/04	PJS	0003 Review and prepare documents re fee statement.	1.10
11/30/04	PJS	0003 Review and prepare documents re fee statement.	1.30
12/03/04	PJS	0003 Review and prepare documents re fee statement.	1.90
12/06/04	NH	0003 Review invoice for November (2.3).	2.30
12/07/04	PJS	0003 Review and prepare documents re fee statement.	1.10
12/17/04	PJS	0003 Review and prepare documents re fee statement.	1.30
12/20/04	DHB	0003 Review and revise November fee statement.	1.00
12/20/04	NH	0003 Draft CNO re October fee (0.3).	0.30
12/30/04	PJS	0003 Review and prepare documents re monthly fee statement.	1.10
11/24/04	LL	0004 Update chart of professional monthly and interim fee requests.	0.30
12/23/04	LL	0004 Review docket and update fee chart.	0.60
11/30/04	RWP	0007 Participate in Committee call regarding status.	1.50
12/02/04	RWP	0007 Telephone calls with Sandell regarding status.	1.50
12/02/04	RWP	0007 Telephone calls with George Maguire regarding status and timing.	0.30
12/13/04	PCD	0007 Calls regarding 12/14 committee meeting (.4); e-mails regarding same (.2).	0.60
12/15/04	DHG	0007 Participate in Committee conference call.	1.50
12/15/04	RWP	0007 Participate in Committee conference call.	1.50
12/15/04	DHB	0007 Prepare for (.7); and attend committee conference call (1.5); follow up telephone conferences with committee members (.2).	2.40
12/15/04	DHB	0007 Prepare for (.7); and attend committee conference call (1.5); follow up telephone conferences with committee members (.2).	2.40
12/15/04	EDM	0007 Committee call.	1.50
12/15/04	NH	0007 Committee call re bank litigation and plan (1.5).	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/23/04	DHG	0007 Participate in Committee call re bank interest settlement negotiations and plan status.	1.20
12/23/04	RWP	0007 Participate in Committee call regarding status.	1.00
12/23/04	DHB	0007 Prepare for Committee call (.7); attend same (1.5).	2.20
12/23/04	PCD	0007 Committee conference call regarding bank lit, plan, broadcast sale (1.4).	1.40
12/23/04	EDM	0007 Participate in Committee Call.	1.00
12/23/04	NH	0007 Committee call re broadcast assets, plan and bank litigation (1.4).	1.40
11/24/04	DHB	0008 Attend omnibus hearing telephonically (.7).	0.70
12/16/04	DHB	0008 Prepare for and attend hearing (1.3); draft detailed e-mail to Committee regarding same (.5); telephone conference with R Reid regarding same (.3); follow-up discussions with Committee members regarding same (.6) (.3); discussion with Bank counsel regarding same (.2) (.2).	3.40
12/02/04	PCD	0011 E-mails regarding contract rejection issues (.2).	0.20
12/03/04	PCD	0011 E-mails regarding contract rejection amounts (.2).	0.20
12/01/04	PCD	0012 E-mails regarding Spectracite claim (.2); review proposal regarding same (.5); call with R. Parks regarding same (.2).	0.90
12/07/04	PCD	0012 Call with debtors regarding claims analyses (.4).	0.40
12/07/04	NH	0012 Conference call with Debtors' counsel re claim objection process (0.4).	0.40
12/16/04	PCD	0012 Attend meeting in Philadelphia regarding claims (2.3); prepare for claims meeting (.5); review claims presentation (.8).	3.60
12/16/04	NH	0012 Meeting with Pegasus' management re claim objection and reconciliation process (1.5).	1.50
12/20/04	PCD	0012 Review claims objection (.6); e-mails regarding same (.1).	0.70
12/20/04	NH	0012 Review motion re objection to various claims (0.4).	0.40
11/23/04	JPK	0015 Confer with N. Hazan (email) regarding negotiations between Debtors and DIRECTV for surreply to Secured Lenders reply to Committee objection to payment of prepayment penalties and default interest.	0.20
11/23/04	RLR	0015 Review communication from Danny Golden regarding task code for bank litigation (0.10); conference with Steve Baldini regarding bank litigation strategy (0.30); communicate with David Botter regarding same (0.20).	0.60
11/24/04	SMB	0015 Reviewing summary judgment motion (2.00); reviewing research regarding law of the case, collateral estoppel (1.00).	3.00
11/24/04	RLR	0015 Communicate with David Botter and Steve Baldini regarding bank litigation (0.20); communicate with working group regarding Wilmington's motion for partial summary judgment (0.30); coordinate obtaining a copy of same for review (0.10).	0.60
11/26/04	RLR	0015 Review Wilmington's motion for summary judgment, Rule 56(b) state of material undisputed facts, and cited authority.	4.50
11/28/04	DHB	0015 Begin review of Banks' summary judgment pleadings (.6).	0.60
11/28/04	RLR	0015 Communicate with working group regarding stipulation of facts forwarded by Andy Rosenberg (0.20); review same (1.10); communicate with David Botter regarding November 29 conference (0.20)	1.50
11/29/04	JPK	0015 Continue draft of Surreply to Secured Lenders' Reply to Committee objection to the payment of prepayment penalties and default interest.	4.20
11/29/04	DHB	0015 Meet with litigators regarding Bank litigation (.4).	0.40
11/29/04	SEO	0015 Prepare and meet with team re Bank litigation.	1.20
11/29/04	RLR	0015 Coordinate conference to discuss bank litigation (0.20); communicate with David Botter regarding senior lender's request for page extension for joinder brief (0.20); participate in working group conference call (0.40).	0.80
11/30/04	JPK	0015 Continue draft of Surreply to Secured Lenders' Reply to Committee objection to payment of prepayment penalties and default interest.	4.40
11/30/04	RLR	0015 Telephone conference with Steve Baldini and Tess Autrey Bosher regarding response to motion for partial summary judgment (0.20); communicate with working group regarding same (0.20); communicate with David Botter regarding joinder issues (0.10).	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/01/04	JPk	0015 Continue draft of Surreply to reply to Committee objection to payment of prepayment penalties an default interest.	5.20
12/01/04	SMB	0015 Telephone call with R. Reid regarding summary judgment (.30); reviewing research regarding estoppel (.50).	0.80
12/01/04	NH	0015 Meeting w/ PD and RR re bank litigation/ strategy (0.5); email to DB re same (0.2); start review of all of the transcripts re voluntary nature of the sale/ risk of loss (1.2).	1.90
12/01/04	THA	0015 Research and review cases regarding voluntariness of prepayment (4.5).	4.50
12/01/04	RLR	0015 Conference with Phil Dublin and Nava Hazan regarding response to motion for partial summary judgment (0.50); review communications regarding a meeting with David Botter to discuss same (0.20); draft letter to Andy Rosenberg and Kris Hansen regarding discovery issues (0.30); draft recap for working group regarding divided responsibilities for preparation of response to motion for partial summary judgment (0.50).	1.00
12/02/04	JPk	0015 Confer with N. Hazan regarding response to Summary Judgment motion of Junior Lenders.	0.40
12/02/04	JPk	0015 Continue draft of Surreply to reply to Committee objection to payment of prepayment penalties and default interest.	4.60
12/02/04	PCD	0015 Calls regarding bank lit (.7).	0.70
12/02/04	NH	0015 Discuss summary judgment motion of junior lenders with PD and RR (0.2).	0.20
12/02/04	THA	0015 Review case law regarding voluntariness of prepayment (2.1); research and review case law regarding judicial estoppel (2.8).	4.90
12/02/04	RLR	0015 Communicate with David Botter regarding senior lenders' request for page limit extension for joinder brief (0.20); communicate with Mr. Botter, Phil Dublin, and Nava Hazan regarding time for call to discuss statement of undisputed facts (0.30).	0.30
12/03/04	JPk	0015 Draft response to summary judgment motion of junior creditors regarding payment of prepayment penalties and default interest.	7.20
12/03/04	DHG	0015 Office conference D. Botter re negotiations with banks re interest litigation.	0.30
12/03/04	DHB	0015 Telephone conferences with counsel to Banks regarding settlement of litigation (.3) (.3); telephone conferences with committee members regarding same (.2); work with R. Reid and P. Dublin regarding same (.2).	1.00
12/03/04	PCD	0015 Calls regarding bank lit (.4); review documents regarding same (1.8).	2.20
12/03/04	THA	0015 Research and review case law regarding judicial estoppel (5.6); draft inserts for response to motion for summary judgment (1.3).	6.90
12/03/04	RLR	0015 Communicate with Kris Hansen regarding consent motion to adjourn evidentiary hearing on summary judgment and regarding discovery (0.20); attempt to schedule call with David Botter to discuss statement of undisputed facts (0.20).	0.40
12/04/04	PCD	0015 E-mails regarding bank lit (.2).	0.20
12/04/04	RLR	0015 Communicate with David Botter and Phil Dublin regarding telephone conference to discuss statement of undisputed facts.	0.20
12/05/04	THA	0015 Research and review case law regarding judicial estoppel and law of the case (3.6); draft response to summary judgment motion (4.2).	7.80
12/05/04	RLR	0015 Communicate with David Botter and Phil Dublin regarding telephone conference to discuss statement of undisputed facts.	0.20
12/06/04	SMB	0015 Draft, revising summary judgment motion (1.00); reviewing, revising stipulation (.50); telephone call with T. Autrey (.20).	1.70
12/06/04	THA	0015 Review and revise judicial estoppel insert for response to summary judgment motion (2.7); research and review case law regarding law of the case (3.6); draft law of the case insert for response (3.3); t/c w/S. Baldini (.2); review cases cited in summary judgment motion. (.8).	10.60
12/06/04	RLR	0015 Review and comment on motion to continue evidentiary hearing (0.50);	3.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/07/04	SMB	0015 communicate with counsel for lenders regarding same (0.30); communicate with David Botter and Phil Dublin regarding telephone conference to discuss statement of undisputed facts (0.20); outline arguments in response to motion for partial summary judgment (2.20). Reviewing, revising transcripts regarding summary judgment briefs (.80); reviewing research regarding voluntaries (1.00); telephone call with T. Autrey, R. Reid regarding summary judgment (.50).	2.30
12/07/04	DHB	0015 Telephone conference with B. Robins regarding status of bank discussions (.3); telephone conference with bondholders regarding same and status (.3) (.2); conference call with R. Reid, P. Dublin and N. Hazan regarding summary judgment objection (4).	1.20
12/07/04	PCD	0015 Call with Akin team regarding bank litigation (.6); review documents regarding same (.5).	1.10
12/07/04	NH	0015 Review consent motion (0.1); draft response to motion of the junior lenders for summary judgment (4.0); call with DB, RR and PD re motion for summary judgment (0.4).	4.50
12/07/04	THA	0015 Conference with S. Baldini (.5); research and review case law regarding law of the case and draft insert for response to summary judgment motion (4.1).	4.60
12/07/04	RLR	0015 Review communications regarding adjournment for settlement talks with lenders' counsel (0.30); communicate with lenders' counsel regarding motion to continue (0.30); inquire about status of various sections of response to motion for partial summary judgment (0.30); telephone conference with David Botter, Phil Dublin, and Nava Hazan regarding statement of undisputed facts (0.70); work on response (6.60).	8.20
12/08/04	SMB	0015 Reviewing, revising draft summary judgment opposition (1.00); meeting with T. Autrey regarding summary judgment (.40).	1.40
12/08/04	DHB	0015 Work with team on response to Bank summary judgment (.7); telephone conference with committee members regarding same (.5).	1.20
12/08/04	PCD	0015 Call with Akin team regarding bank lit issues (.7); confer with D. Botter regarding same (.2); confer with N. Hazan regarding same (.1), e-mails regarding same (.1).	1.10
12/08/04	NH	0015 Meeting with P. Dublin, R. Reid and D. Botter re summary judgment (0.5); draft response to summary judgment (3.2).	3.70
12/08/04	THA	0015 Review draft response to summary judgment motion (2.4); review and revise sections of response. (1.8).	4.20
12/08/04	RLR	0015 Forward FR draft of response to motion for partial summary judgment to litigators for insertion of their sections (0.20); telephone conference with David Botter, Phil Dublin, and Nava Hazan regarding statement of undisputed facts (0.60); work on same (4.90).	5.70
12/09/04	SMB	0015 Meeting with T. Autrey regarding summary judgment motion (.40); draft, revising summary judgment opposition (1.20); telephone call with P. Dublin regarding additional affidavits (.20).	1.80
12/09/04	PCD	0015 Calls regarding bank lit (.3); e-mails regarding same (.1).	0.40
12/09/04	NH	0015 Review all emails of D. Botter re summary judgment reply (2.3); review/classify same (1.2); draft response to summary judgment motion (1.5); continue draft of same (2.0).	7.00
12/09/04	THA	0015 Draft and revise brief in response to motion for partial summary judgment (8.5); review case law for preparation of response brief (1.5); meeting with S. baldini (.4).	10.40
12/09/04	RLR	0015 Report to entire working group the conclusions from telephone conferences regarding the statement of undisputed facts (0.30); communicate with Nava Hazan regarding her review of David Botter's email messages (0.20); communicate with Tess Autrey Boshier regarding voluntariness research (0.20); communicate with working group regarding timing of committee call (0.20); review communications regarding Fortgang affidavit (0.20); revise response to motion for partial	6.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		summary judgment (5.70).	
12/10/04	JPk	0015 Confer with N. Hazan regarding review of transcripts for information for response to summary judgment motion (.1); review same (3.4).	3.50
12/10/04	SMB	0015 Telephone call with counsel regarding summary judgment (.50); reviewing, revising brief and supporting pleadings (2.50); telephone call with P. Dublin, E. Fortgang (.40); reviewing, revising Fortgang affidavit (.30).	3.70
12/10/04	DHG	0015 Review summary judgment motion and draft response and related case law.	3.60
12/10/04	PCD	0015 Call re sj response (.2); call with C. Fortgang regarding affidavit (.1); draft same (.2); review SE response (.4); confer with N. Hazan regarding same (.2).	1.10
12/10/04	NH	0015 Draft response to summary judgment of junior lenders/draft 56(b) statement (6.0).	6.00
12/10/04	THA	0015 Conference call with team (.2); review and revise brief in response to motion for summary judgment (7.2); incorporate comments from team into response brief. (1.4).	8.80
12/10/04	RLR	0015 Review revised draft of response to motion for partial summary judgment (4.30); communicate with working group regarding conference about same (0.20); participate in conference (0.40); review agenda for December 16 hearing (0.20); review senior lenders' joinder (0.20); communicate with David Botter regarding status of response (0.20).	5.50
12/11/04	NH	0015 Draft 56(b) statement (2.0).	2.00
12/11/04	RLR	0015 Communicate with working group regarding response tasks (0.30); work on responsive pleadings to motion for partial summary judgment (4.50).	4.80
12/12/04	SMB	0015 Draft, revising summary judgment brief response, Rule 56(b) statement and motion to extend (4.50); reviewing correspondence regarding discovery requests (.50); telephone call with all counsel regarding opposition (.80).	5.80
12/12/04	PCD	0015 Review sj reply draft (.9); e-mails regarding same (.2).	1.10
12/12/04	NH	0015 Draft response to junior summary judgment, statement of facts, motion to exceed page limit (6.5)	6.50
12/12/04	THA	0015 Revise response brief and incorporate team comments (6.7); review Rule 56(b) statement (.8).	7.50
12/12/04	RLR	0015 Review and revise response to motion for partial summary judgment and Rule 56(b) statement of material undisputed facts (5.30); communicate with Nava Hazan and Tess Autrey Boshier regarding same (0.60); review correspondence from Kris Hansen regarding discovery issues (0.40); communicate with working group regarding same (0.20); review and revise motion to extend page limitation for response to motion for partial summary judgment (0.30); communicate with working group regarding Fortgang affidavit (0.20).	7.00
12/13/04	SMB	0015 Reviewing, revising summary (2.50); judgment opposition; reviewing, revising 56(b) statement (1.50); meeting with T. Autrey (.40); reviewing pleadings regarding committee call (.50).	4.90
12/13/04	DHB	0015 Review and comment on final draft of brief regarding Banks (.6); office conference with S. Baldini regarding comments thereto (.3); e-mail communications regarding same (.2); telephone conference with A. Rosenberg regarding settlement discussions (.2).	1.10
12/13/04	PCD	0015 Review sj reply and statement of facts (.8); e-mails regarding same (.2); call with S. Baldini regarding same (.1); confer with N. Hazan regarding same (.1).	1.20
12/13/04	NH	0015 Draft response to Junior summary judgment pleading, statement of facts and file same (6.0).	6.00
12/13/04	THA	0015 Review and revise brief in response to motion for partial summary judgment (1.8); incorporate comments from team into response brief	6.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.8); review and revise Rule 56(b) statement of facts (3.4); telephone calls with N. Hazan; conference with S. Baldini (.4); conference with R. Reid (.2).	
12/13/04	RLR	0015 Review and revise Rule 56(b) statement (3.20); communicate with working group regarding same and regarding response (0.50); work on finalizing papers for filing (1.00); communicate with David Botter regarding committee call (0.20); communicate with working group regarding filing confirmation (0.20).	5.10
12/14/04	SMB	0015 Meeting with T. Autrey (.20); telephone call with R. Reid (.20); telephone call with D. Botter (x5); reviewing pleadings regarding committee call (1.00).	1.90
12/14/04	THA	0015 Review cases cited in response.	0.80
12/14/04	RLR	0015 Communicate with working group regarding committee call (0.30); prepare for December 16 argument on motion for partial summary judgment (6.30).	6.60
12/14/04	AB	0015 Create binder of cases cited in committee's brief.	3.50
12/15/04	SMB	0015 Reviewing pleadings, prepare for committee call (1.00); telephone call (x4) with Botter, Reid regarding committee call (.40); committee call regarding proposed settlement (.50).	1.90
12/15/04	DHB	0015 Telephone conferences with Committee members regarding potential settlement of Bank litigation (.5); office conference with R. Reid regarding same (.3); telephone conferences with Banks' counsel regarding same (.3) (.1).	1.20
12/15/04	RLR	0015 Telephone conference with David Botter regarding committee call (0.20); conference with Steve Baldini regarding same (0.20); prepare for and participate on call (1.30); review communications from committee members (0.30); communicate with Mr. Botter regarding settlement negotiations (0.30); prepare for December 16 argument on motion for partial summary judgment (4.70)	7.00
12/16/04	SMB	0015 Telephone call with R. Reid regarding summary judgment hearing (.40); reviewing correspondence regarding claims settlement (.50).	0.90
12/16/04	DHG	0015 Review memo on results of summary judgment motion.	0.40
12/16/04	DHB	0015 Telephone conference with A. Rosenberg regarding settlement (.2); office conference with R. Reid regarding hearing preparation (.2).	0.40
12/16/04	PCD	0015 E-mails regarding status of bank litigation (.2).	0.20
12/16/04	THA	0015 Review new correspondence (.3).	0.30
12/16/04	RLR	0015 Prepare for argument on motion for partial summary judgment (3.30); review additional materials filed by Wilmington in reply to response (1.00); telephone conference with David Botter regarding same (0.30); participate in hearing on motion (2.00); telephone conferences with Mr. Botter regarding hearing outcome (0.40); review and revise email to committee summarizing hearing (0.50); communicate with working group regarding same (0.20); review communications from committee members (0.20); review communication from Kris Hansen regarding discovery issues (0.10); travel to and from Portland (4.00).	12.00
12/17/04	SMB	0015 Draft correspondence regarding claims analysis (.60); reviewing correspondence regarding settlement negotiations (.30).	0.90
12/17/04	DHB	0015 Various e-mail correspondence regarding results of bank summary judgment hearing (.4); telephone conference with Banks' counsel regarding same (.2).	0.60
12/17/04	PCD	0015 E-mails regarding bank lit (.2); calls regarding same (.2).	0.40
12/17/04	RLR	0015 Communicate with David Botter and Steve Baldini regarding committee feedback and settlement strategy (0.60); outline remaining arguments (0.60); communicate with Tad Davidson regarding December 20 conference call. (0.40).	1.60
12/20/04	DHB	0015 Telephone conferences with creditors regarding status of bank litigation (.3); telephone conference with committee member Sandell regarding	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/20/04	RLR	0015 remaining arguments (.4). Conference with David Botter regarding settlement negotiation strategy and committee call (0.20); telephone conference with Mr. Botter and Tad Davidson regarding same (0.50); review documents produced by Wilmington (2.80).	3.50
12/21/04	SMB	0015 Reviewing correspondence with B. Botter, Reid regarding right to appeal (.40); telephone call with T. Autrey regarding appeal rights (.20).	0.60
12/21/04	DHB	0015 E-mails with litigators regarding appeal of Bank litigation (.2); telephone conference with creditors regarding status of same (.4).	0.60
12/21/04	RLR	0015 Communicate with David Botter and Steve Baldini regarding appeal of ruling on voluntariness.	0.40
12/22/04	THA	0015 Research timing and appealability of partial summary judgment decision (1.3); draft summary of the law regarding timing and appealability of summary judgment (4.9).	6.40
12/22/04	RLR	0015 Communicate with David Botter, Steve Baldini, and Tess Autrey Boshier regarding committee call and regarding appeal of order on motion for partial summary judgment.	0.50
12/23/04	SMB	0015 Telephone conference with committee re: secured lenders motion (1.2); Review Pleadings re: pre-payment analysis (.5)	1.70
12/23/04	DHG	0015 Office conference D. Botter re settlement negotiations with Banks.	0.70
12/23/04	RLR	0015 Participate in committee call (1.50); communicate with Gayle Allen regarding order on motion for partial summary judgment (0.20).	1.70
12/27/04	RLR	0015 Communicate with Nava Hazan and Gayle Allen regarding order on motion for partial summary judgment.	0.30
12/29/04	RLR	0015 Review communications regarding order on motion for partial summary judgment.	0.20
11/01/04	DWK	0018 Tax analysis regarding attribute utilization/deconsolidation issues and consolidated return loss rules.	2.00
11/02/04	DWK	0018 Further research and analysis regarding consolidated loss attributes and limitations.	1.50
11/03/04	DWK	0018 Calls regarding tax issues and plan structure.	1.50
11/05/04	DWK	0018 Calls regarding tax related issues for sale to PCC (.6); analysis regarding same (.9).	1.50
11/08/04	DWK	0018 Calls regarding plan structuring issues.	1.00
11/09/04	DWK	0018 Tax analysis regarding PCC structuring issues regarding tax attributes.	1.50
11/10/04	DWK	0018 Calls regarding tax restructuring issues for plan of reorganization.	1.00
11/11/04	DWK	0018 Further analysis regarding plan structuring alternatives.	2.00
11/15/04	DWK	0018 Review common shares subscription agreement.	2.50
11/16/04	DWK	0018 Calls regarding subscription agreement (.7); analysis of attribute reattribution consolidated return rules (2.6); tax review of liquidating trust agreement (1.2).	4.50
11/17/04	DWK	0018 Further review of liquidating trust agreement.	3.00
11/19/04	DWK	0018 Calls regarding plan structure for PCC sale/subscription.	1.50
11/29/04	DWK	0018 Calls/meetings regarding plan tax issues.	2.00
12/02/04	DWK	0018 Calls re plan structuring issues.	2.50
12/03/04	DWK	0018 Conference call re tax structuring (1.9); analysis re same (.6).	2.50
12/07/04	DWK	0018 Calls/mtgs re tax issues for plan.	2.00
12/08/04	DWK	0018 Calls re tax issues for plan of reorg.	1.50
12/13/04	DWK	0018 Conf call re tax matters for plan structure/subscription.	2.00
12/23/04	DWK	0018 Calls with Prks re committee comments and alternatives; tax analysis re same (.8). Review plan (2.2).	3.00
12/23/04	NH	0018 Draft summary re tax payment motion (0.6).	0.60
12/28/04	DWK	0018 Calls re liquidation/deemed liquidation tax issues.	1.50
12/28/04	PCD	0018 Review summary regarding tax motion (.3); comment on same (.1).	0.40
12/28/04	NH	0018 Summary for committee re North Dakota sales tax issues. (0.9).	0.90
12/29/04	PCD	0018 E-mails regarding N.D. Audit (.1).	0.10
11/24/04	DHB	0019 Office conference with P. Dublin regarding revisions to KERP order	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/24/04	DHB	0021 (.2); review revised order (.2). Telephone conference with counsel to Davidson Kempner regarding exclusivity (.2).	0.20
12/01/04	PCD	0021 E-mails regarding exclusivity (.2); confer with D. Botter regarding same (.2).	0.40
12/21/04	PCD	0021 Draft letter regarding exclusivity (.1); e-mails regarding same (.1).	0.20
12/22/04	NH	0021 Draft objection to exclusivity motion (2.1).	2.10
12/23/04	NH	0021 Draft objection to exclusivity motion (1.1).	1.10
12/28/04	NH	0021 Draft objection to exclusivity motion (3.2).	3.20
12/29/04	NH	0021 Draft objection to exclusivity motion (4.0).	3.50
12/30/04	NH	0021 Draft objection to exclusivity motion (3.0).	3.00
11/28/04	DHB	0022 Review and comment regarding plan and structure (3.2).	3.20
11/29/04	DHB	0022 Begin review of Disclosure Statement (.4); e-mails to P. Dublin regarding plan questions (.2); office conference with P. Dublin and N. Hazan regarding plan comments (.7); work related thereto (.4).	1.70
11/30/04	DHB	0022 Prepare for and conference call with Debtors regarding Plan comments (1.5).	1.50
11/30/04	PCD	0022 Call with Debtors regarding plan (1.5); review same (1.4); confer with N. Hazan regarding same (.2).	3.10
11/30/04	EDM	0022 Conference call regarding Spectrasite proposal and digital buildout issues with working group from PSC, Akin Gump and Sidley.	1.50
12/01/04	PCD	0022 Calls regarding plan (1.4); e-mails regarding same (.1); review plan (.6); review and revise liq trust agreement (.6); e-mails regarding same (.1).	2.80
12/01/04	NH	0022 Comment on plan of reorganization re liquidating trust (1.4); review additional comments to plan (0.3).	1.70
12/02/04	DHG	0022 Review plan draft.	3.00
12/02/04	DHB	0022 Office conference with P. Dublin re outstanding issues and teleconference with B. Robins re same (.3); review PCC issues list (.2); email correspondence re UB issues (.2); conference call with profs and Sandel re all open issues (1.8).	2.50
12/02/04	PCD	0022 Call with Davidson regarding plan (.6); review same (.6).	1.20
12/02/04	NH	0022 Draft portion of the Plan re liquidating trust (2.1); further revision of the plan re rider on liquidating trustee (1.1); further revision of same (0.4).	3.60
12/03/04	DHB	0022 Office conference with P. Dublin regarding plan issues (.2).	0.20
12/03/04	PCD	0022 Review revised plan (1.1); e-mails regarding same (.1).	1.20
12/04/04	PCD	0022 Review latest draft of plan (1.4).	1.40
12/05/04	RWP	0022 Review Plan redraft.	2.50
12/05/04	PCD	0022 Review and revise plan draft (3.4); e-mails regarding same (.2).	3.60
12/06/04	DHB	0022 Begin review of plan changes and office conference with P. Dublin regarding same (.5).	0.50
12/06/04	PCD	0022 Review revised plan (1.4); confer with D. Botter regarding same (.6); e-mails regarding same (.2).	2.20
12/06/04	NH	0022 Review revised plan (1.3); redraft Liquidating Trust Agreement (3.1).	4.40
12/08/04	DHB	0022 Office conference with P. Dublin regarding plan comments (.5); telephone conference with G. Macguire regarding same (.3); telephone conferences with creditors regarding status of same (.2) (.2).	1.20
12/08/04	PCD	0022 Revise plan (2.4); confer with D. Botter regarding same (.2); calls regarding same (.2); e-mails regarding same (.1).	2.90
12/09/04	PCD	0022 Call with Sidley regarding plan (.3); call with T.Davidson regarding same (.2); review latest draft (.7).	1.20
12/10/04	PCD	0022 E-mails regarding plan (.1); call with D. Botter regarding same (.1).	0.20
12/13/04	PCD	0022 Conference call with Debtors and PCC regarding plan (2.1); draft memo regarding open plan items (1.1); review plan (.2).	3.40
12/13/04	NH	0022 Call with debtors' counsel and PCC re plan (2.0).	2.00
12/15/04	PCD	0022 E-mails regarding plan (.2).	0.20
12/17/04	PCD	0022 E-mails regarding plan status (.1); review revised draft (1.3).	1.40
12/20/04	DHB	0022 Review revised plan draft (.5); office conferences with P. Dublin	2.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		regarding same (.2) (.2); telephone conferences with creditors regarding same (.2); e-mails regarding same (.1); review and revise P. Dublin memo regarding summary of plan (.3); office conference with P. Dublin regarding same (.1); office conference with D. Golden regarding status of plan and other open issues (.4).	
12/20/04	PCD	0022 Review draft plan (1.6); confer with D. Botter regarding same (.3); e-mails regarding same (.2); draft memo regarding plan (1.4).	3.50
12/21/04	PCD	0022 Review plan draft (.5); calls with D. Botter regarding same (.2); call with Debtors and PCC regarding plan and related follow-up (2.1).	2.80
12/21/04	NH	0022 Review plan (draft of September 17) (1.2) - conference call with debtors re plan (1.5).	2.70
12/22/04	PCD	0022 Review and revise Pegasus disclosure statement (3.2); confer with D. Botter regarding same (.2).	3.40
12/23/04	DHB	0022 Conference call with Debtors regarding plan status (.5); follow-up regarding same (.5).	1.00
12/23/04	PCD	0022 Calls with Sidley regarding plan (1.1); call with D. Botter regarding plan (.4).	1.50
12/28/04	PCD	0022 E-mails regarding plan (.1); call with D. Botter regarding same (.2).	0.30
12/29/04	PCD	0022 Review revised plan draft (1.7); e-mails regarding same (.2).	1.90
12/30/04	PCD	0022 E-mails regarding disclosure statement status.	0.20
11/24/04	RWP	0024 Review rejection list numbers (.8); review Stock Purchase Agreement against list (.9); review Fortress extension (.3).	2.00
11/26/04	RWP	0024 Review Spectrasite background correspondence and contracts.	2.00
11/29/04	RWP	0024 Review new LLC charts regarding transaction.	1.50
11/29/04	RWP	0024 Work on structural issues regarding Plan and NOL's and bifurcated effective dates (2.1); work on Spectrasite offer proposal (1.4).	3.50
11/29/04	DHB	0024 Office conference with R. Parks regarding status of sale discussions (.1); e-mail to G. Macguire regarding same (.1).	0.20
11/29/04	EDM	0024 Review and analyze proposal related to digital buildout issues, claim analysis and Spectrasite proposal (3.6); telephone conference with R. Parks and T. Lodge regarding same (.3).	3.90
11/30/04	RWP	0024 Participate in Spectrasite conference call.	1.20
11/30/04	RWP	0024 Review Contract regarding proposal.	2.50
11/30/04	DHB	0024 Telephone conference with B. Robins regarding status of PCC deal (.3); review PCC claims and expense analysis (.4); e-mails regarding same (.1).	0.80
11/30/04	PCD	0024 Calls regarding om (.1); call regarding Spectrasite with debtors (.8); calls with Akin team regarding same (.2).	1.10
11/30/04	EDM	0024 Conference call regarding plan and disclosure statement with PSC, PCC, Akin Gump and Sidley.	1.20
11/30/04	EDM	0024 Draft memo regarding patronage certificates in preparation for Wed committee conference call (1.2); review and revise Offering Memorandum (2.3).	3.50
11/30/04	EDM	0024 Review documentation relating to Spectrasite proposal and digital buildout issues.	2.50
12/01/04	RWP	0024 Review Stock Purchase Agreement issues list and Offering Memorandum review (1.6); review SpectraSite proposal (.4).	2.00
12/01/04	RWP	0024 Telephone calls on proposal.	0.50
12/01/04	DHB	0024 Office conference with R. Parks and P. Dublin regarding PCC sale issues (.2).	0.20
12/01/04	PCD	0024 Calls regarding BA sale (.7); e-mails regarding same (.2).	0.90
12/01/04	EDM	0024 Draft and revise issues list regarding Subscription Agreement (1.4); review and revise Offering Memorandum (3.4); review and revise Spectrasite Proposal (2.4).	7.20
12/01/04	EDM	0024 Telephone conference regarding Spectrasite Proposal.	0.50
12/01/04	SK	0024 Review Peg. Satellite Communications 10-K, 10-Q, 424b, and S-4 filings for information related to the use of proceeds raised through	2.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		various note offerings.	
12/02/04	PCD	0024 E-mails regarding BA sale issues (.2); review om (.6); review memo regarding subscription agreement (.3); e-mails regarding same (.1).	1.20
12/02/04	EDM	0024 Review and revise Offering Memorandum.	1.10
12/02/04	EDM	0024 Conference call with Sandell Asset Management, Akin Gump, CTA and Greenhill.	1.50
12/03/04	RWP	0024 Participate in AMT call.	1.00
12/03/04	PCD	0024 Calls regarding BA sale issues (.8); e-mails regarding same (.1).	0.90
12/03/04	EDM	0024 Revise summary of patronage certificates.	1.60
12/05/04	DHB	0024 E-mail communications related to prospective bidders (.2).	0.20
12/06/04	RWP	0024 Work on 365 issues on contracts being assigned to LLCs (1.4); review LLC structure PCC is proposing and Plan language regarding same (.4); work on stalking horse issues (1.2).	3.00
12/06/04	PCD	0024 E-mails regarding broadcast sale (.3); calls regarding same (.5).	0.80
12/07/04	RWP	0024 Review Master Lease and Asset Purchase Agreement of Spectrasite regarding settlement issues, changes desired in documents.	3.50
12/07/04	PCD	0024 Calls regarding BA sale (.7); review documents regarding same (.2); e-mails regarding same (.3).	1.20
12/07/04	EDM	0024 Review and revise Subscription Agreement redraft (.3); prepare issues list regarding same (.3); review and revise Spectrasite Master Lease and Asset Purchase Agreement (1.4).	2.00
12/08/04	RWP	0024 Telephone calls with Tom Yancey regarding Stock Purchase Agreement issues (.4); telephone calls with George Maguire regarding Stock Purchase Agreement issues (.5); review redraft of Stock Purchase Agreement from PCC (1.6).	2.50
12/08/04	PCD	0024 Calls regarding ba sale (.8); e-mails regarding same (.1); review memo regarding pat cert (.2); calls regarding same (.2); confer with D. Botter regarding same (.1).	1.40
12/08/04	EDM	0024 Attention to patronage certificates and articles and bylaws of NRTC.	0.30
12/08/04	EDM	0024 Telephone conference with T. Yancey regarding Subscription Agreement (.3); telephone conference with G. Maguire regarding Subscription Agreement issues (.4); review Subscription Agreement and draft issues list regarding same (2.8).	3.50
12/08/04	EDM	0024 Review and revise Spectrasite Master Lease (1.4); telephone conference with T. Yancey regarding same (.3).	1.70
12/09/04	RWP	0024 Work on Flash Cut issues (1.1); review budgets regarding same (.4).	1.50
12/09/04	EDM	0024 Draft memo to Committee regarding open items on Subscription Agreement.	2.80
12/09/04	EDM	0024 Review revised digital buildout documentation.	0.80
12/10/04	RWP	0024 Work on Chattanooga flash cut issues (1.2); revise memorandum on Subscription Agreement issues (1.8).	3.00
12/10/04	PCD	0024 Calls regarding BA sale issues with Akin team and CTA (.8).	0.80
12/10/04	EDM	0024 Conference call with working group regarding flash cut issues.	0.80
12/13/04	RWP	0024 Participate in conference call on digital issues with PSC.	0.50
12/13/04	RWP	0024 Email correspondence regarding digital status (.4); review budgets on digital (2.1).	2.50
12/13/04	PCD	0024 Revise memo regarding open issues for broadcast sale (.6); e-mails regarding same (.1).	0.70
12/13/04	EDM	0024 Telephone conference with T. Yancey regarding revisions to Spectrasite Master Lease Agreement (.5); review additional digital buildout information (1.6).	2.10
12/14/04	RWP	0024 Work on Chattanooga digital issues (1.8); review Retransmission Consents (.4); telephone calls regarding flash cut issues (.3).	2.50
12/14/04	EDM	0024 Work on Chattanooga digital issues (.9); telephone conferences regarding flash out issues (.3).	1.20
12/15/04	RWP	0024 Review documents in advance of call regarding status and open issues list (.6); telephone calls with Tom Yancey regarding issues on Master	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
12/15/04	PCD	0024 Lease amendment requests (.4).	0.30
12/20/04	RWP	0024 E-mails regarding BA sale issues (.3).	2.50
12/20/04	PCD	0024 Work on Chattanooga digital build out and settlement issues.	1.10
12/20/04	EDM	0024 E-mails regarding BA sale issues (.2); calls regarding same (.4); review digital documents (.3); calls regarding same (.2).	1.80
12/21/04	RWP	0024 Work on digital buildout, settlement and PCC issues.	2.00
12/21/04	DHB	0024 Review Spectrasite issues list (.6); telephone calls with Ted Lodge regarding negotiation positions (.2) and review underlying Purchase Master Lease Agreements (1.2).	0.50
12/21/04	EDM	0024 Various office conferences with P. Dublin and e-mails with P. Dublin regarding plan discussions (.2) (.3).	1.10
12/22/04	RWP	0024 Review Spectrasite issue list (.9); telephone conference with T. Lodge regarding same (.2).	4.50
12/22/04	DHB	0024 Work on settlement issues with Spectrasite and PCC negotiation position on open issues (2.8); telephone calls on digital/Wachovia loan procedures (.9); telephone calls with George Maguire regarding open issues (.8).	0.70
12/22/04	PCD	0024 Office conferences with P. Dublin regarding status (.1); telephone conference with B. Robbins regarding same (.1); office conference with R. Parks regarding status of sale (.3); telephone conference with creditors regarding same (.2).	0.20
12/22/04	EDM	0024 E-mails regarding PCC/BA sale issues (.2).	1.90
12/23/04	RWP	0024 Telephone conferences regarding Spectrasite, Subscription Agreement issues and digital buildout (.7); review documentation regarding same (1.2).	5.50
12/23/04	PCD	0024 Numerous telephone calls with Ted Lodge and George Maguire regarding negotiation positions and issues (2.4); review counters and issues lists (1.7); telephone calls with Tom Yancey regarding Options and Wachovia Notes (.6); telephone calls with Doug Killip regarding use of NOLs (.8).	0.90
12/27/04	RWP	0024 Call with Parks regarding broadcast sale (.4); call with D. Killip regarding same (.2); e-mails regarding broadcast business and sale issues (.3).	1.50
12/27/04	RWP	0024 Work on Hammond CP purchase issues and consequences and telephone calls with Tom Yancey regarding same.	1.50
12/28/04	RWP	0024 Work on issues regarding NOL availability and usage in DTV and COD.	2.50
12/16/04	PCD	0025 Review latest Spectrasite settlement proposals (2.2); telephone calls with George Maguire regarding open PCC issues (.3).	2.25
12/16/04	NH	0025 Travel to Philadelphia for Claims meeting (2.4); return from Philly (2.1) (actual time - 4.5)	1.00
12/16/04	NH	0025 Travel back to New York (actual time - 2.0).	1.25
11/30/04	TWD	0026 Travel to Pegasus' headquarters (actual time - 2.5).	0.50
12/01/04	TWD	0026 Telephone call with R. Parks to discuss Spectra Site issue (.30); review same (.20).	0.50
12/07/04	TWD	0026 Reviewed SpectecSite settlement proposal (.40); email correspondence to R. Parks re: same.	0.20
12/10/04	TWD	0026 Email correspondence from and to P. Dublin on DTV buildout schedule (.10); telephone call from T. Van Wazer re: same.	0.70
12/13/04	HRA	0026 Telephone call with financial advisors to Committee and R. Parks re: FCC and business implications of Pegasus' DTV buildout.	1.40
12/13/04	TWD	0026 Analysis regarding digital television plans in Chattanooga and Scranton (.7); phone conference with consulting engineer regarding same (.3); phone conference with Pegasus FCC counsel regarding same (.4).	0.50
12/14/04	HRA	0026 Telephone call with H. Anderson re: FCC and technical issues implicated by flash cut strategy (.2); reviewed email correspondence re: same (.3).	2.80
		0026 Analyze flash cut issues (1.1); phone conference with R. Parks regarding	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.1); telephone call to T. VanWazer regarding same (.4); review retransmission consent agreements (1.2).	
12/14/04	TWD	0026 Emails from R. Parks re: FCC and technical implications of flash out strategy (.20); emails to H. Anderson re: research on open issues (.20).	0.40
12/14/04	TWD	0026 Telephone call with H. Anderson re: digital flash out issues (.30); email correspondence with R. Parks re: same (.30).	0.60
12/15/04	TWD	0026 Telephone call with H. Anderson re: digital flash out regulator and technical issue update.	0.20
12/20/04	TWD	0026 Reviewed email correspondence from Pegasus re: revised strategy on digital buildout (.30); office conference with P. Dooley re: same (.10).	0.40
12/21/04	TWD	0026 Telephone call with R. Parks re: feasibility of services alternative transmitter sites to replace SpectraSite and possible FCC STAs.	0.30
12/22/04	TWD	0026 Telephone call with T. Van Wazer re: status of PCC waiver and antenna site issues (.4); telephone calls with R. Parks re: same (.1); office conference with K. Milne re: same (.1); email correspondence and telephone calls with R. Parks re: impact of moving location of antennas on SpectraSite towers on coverage and expects (.7).	1.30
12/23/04	TWD	0026 Email correspondence with R. Parks re: legal basis for PCC to acquire KB stations and inapplicability of approach to third party (0.30)/Email correspondence with R. Parks re: pros and cons of rejection of option with KB (0.20)/T.C. from T. Van Wazer re: FCC grant of Hammond, Louisiana C.P. to PCC (0.10)/Email correspondence to R. Parks re: pros and cons of closing on Hammond (0.10).	0.70
Total Hours			626.50

EXHIBIT C

**PEGASUS SATELLITE TELEVISION, INC.
DISBURSEMENT SUMMARY
DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

COURIER SERVICE/POSTAGE	\$366.45
LONG DISTANCE TELEPHONE/CONFERENCE CALLS	\$1,969.63
DUPLICATING/OUTSIDE DUPLICATING	\$1,639.35
FACSIMILE	\$21.75
MEALS/COMMITTEE MEETING EXPENSES	\$595.91
TRAVEL EXPENSES	\$4,617.77
COMPUTERIZED RESEARCH/CORPORATE SERVICE FEES	\$1,484.64
TOTAL	\$10,695.50