

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**STATEMENT OF FEES FOR SERVICES RENDERED AND EXPENSES INCURRED  
BY DRINKER BIDDLE & REATH LLP AS SPECIAL CORPORATE AND  
REGULATORY COUNSEL TO PEGASUS SATELLITE TELEVISION, INC.  
AND CERTAIN OF ITS SUBSIDIARIES AND AFFILIATES  
FOR THE PERIOD BEGINNING NOVEMBER 1, 2004  
AND ENDING NOVEMBER 30, 2004**

Drinker Biddle & Reath LLP (“Drinker Biddle”), Special Corporate and Regulatory Counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, submits for review its monthly statement (the “Monthly Statement”) of fees and out-of-pocket expenses for the period beginning November 1, 2004 and ending November 30, 2004 (the “Compensation Period”). In support of the Monthly Statement, Drinker Biddle states as follows:

1. On June 2, 2004, Pegasus Satellite Communications, Inc. and certain of its affiliates (collectively, the “Debtors”)<sup>1</sup> 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”).

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<sup>1</sup> 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 28, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Drinker Biddle as Special Corporate and Regulatory Counsel to the Debtors on the terms and conditions provided in the Retention Order.

3. On June 24, 2004, the Bankruptcy Court signed 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 a 10% fee “holdback” for all professionals of the Debtors’ estates that comply with the procedures provided therein.

4. For the Compensation Period, Drinker Biddle’s fees for providing professional services to the Debtors totaled \$1,334.50. In connection with services rendered, Drinker Biddle has incurred actual and necessary out-of-pocket expenses in the amount of \$249.75. There may exist additional out-of-pocket expenses that Drinker Biddle has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Attached hereto as Exhibit A is a schedule summarizing the corporate and regulatory matters (the “Corporate Matters”) which Drinker Biddle has rendered as Special counsel to the Debtors. Each Corporate Matter is identified along with the fees and expenses incurred in that particular Corporate Matter during the Compensation Period.

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

Interim Period	Total Fees	Less Holdback @ 10%	Fees Due	Total Expenses	Amounts Due
November 1 – November 30, 2004	\$1,334.50	\$133.45	\$1201.05	\$249.75	\$1,450.80

6. Attached hereto as Exhibit B is a copy of the monthly invoices for the compensation period detailing the activity undertaken by that Professional and the supporting time records for each activity in each Corporate Matter. A summary of the hours billed by each professional at Drinker Biddle, and their respective hourly rates, appears at the end of each Corporate Matter during the Compensation Period.

Drinker Biddle & Reath LLP  
One Logan Square  
18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103  
215-988-2700 – Telephone  
215-988-2757 – Facsimile


BY:   
Michael B. Jordan, Esquire

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**CERTIFICATE OF SERVICE**

I, Jane L. Gorman, hereby certify that on this <sup>3<sup>rd</sup></sup> day of February, 2005, I caused to be served by first class United States mail a copy of the Statement Of Fees For Services Rendered And Expenses Incurred By Drinker Biddle & Reath LLP As Special Corporate And Regulatory Counsel To Pegasus Satellite Television, Inc. And Certain Of Its Subsidiaries And Affiliates For The Period Beginning November 1, 2004 And Ending November 30, 2004 upon all parties on the attached service list.

By:   
Jane L. Gorman  
Legal Assistant  
Drinker Biddle & Reath LLP  
One Logan Square  
18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103

SERVICE LIST

<p>Pegasus Satellite Television 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 Attn: Scott Blank Joseph Pooler</p>	<p>Bernstein, Shur, Sawyer &amp; Nelson 100 Middle Street P.O. Box 9729 Portland, ME 04104 Attn: Robert J. Keach, Esquire</p>
<p>Sidley Austin Brown &amp; Wood, LLP One Bank Plaza 10 S. Dearborn Street Chicago, IL 60603 Attn: Larry J. Nyhan, Esquire James F. Conlan, Esquire</p>	<p>Sidley Austin Brown &amp; Wood, LLP 787 Seventh Avenue New York, NY 10019 Attn: Guy S. Neal, Esquire</p>
<p>Robert Checkoway, Esquire United State Trustee for The District of Maine 537 Congress Street, Room 303 Portland, ME 04104</p>	<p>Akin Gump Strauss Hauer &amp; Feld, LLP 590 Madison Avenue New York, NY 10022 Attn: David Botter</p>

# EXHIBIT A

# DrinkerBiddle&Reath

One Logan Square 18th and Cherry Streets

Philadelphia, PA 19103-6996

215-988-2700

PEGASUS SATELLITE COMMUNICATIONS, INC.

Invoice No.

01/31/05

496904

\* \* \* R E M I T T A N C E P A G E \* \* \*

For services through 30 Nov 2004 as follows:

Our File Matter Name -----	Amount -----
034614 PEGASUS SATELLITE TELEVISION	
Current Fees	.00
Expenses and Charges	249.75
	-----
046604 EMPLOYEE BENEFIT PLANS	
Current Fees	359.50
Expenses and Charges	.00
	-----
121977 MARLBOROUGH, MASSACHUSETTS	
Current Fees	975.00
Expenses and Charges	.00
	-----
	-----
Total Amount Due This Invoice Per Attached Detail	\$1,584.25

(06597)

# EXHIBIT B



# DrinkerBiddle&Reath L L P

One Logan Square 18th and Cherry Streets  
Philadelphia, PA 19103-6996  
215-988-2700

PEGASUS COMMUNICATIONS CORPORATION  
5 RADNOR CORPORATE CENTER, SUITE 454  
100 MATSONFORD ROAD  
RADNOR, PA. 19087

Invoice Number 496904  
Invoice Date 01/31/05  
Client Number 06597  
Matter Number 034614  
Page 2

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RE: (034614) PEGASUS SATELLITE TELEVISION

FOR DISBURSEMENTS INCURRED THROUGH 30 November 2004

EXPENSES AND CHARGES

11/09/04 Express Delivery Services (Hart-Scott-Rodino Filings 8/02/04)	249.75
	-----
CURRENT EXPENSES AND CHARGES	249.75
	-----
TOTAL THIS MATTER	\$249.75
	=====

# DrinkerBiddle&Reath

One Logan Square 18th and Cherry Streets

Philadelphia, PA 19103-6996

215-988-2700

PEGASUS SATELLITE COMMUNICATIONS, INC.  
 ATTN: SCOTT A. BLANK  
 225 CITY LINE AVENUE  
 SUITE 200  
 BALA CYNWYD, PA 19004

Invoice Number 496904  
 Invoice Date 01/31/05  
 Client Number 06597  
 Matter Number 046604  
 Page 3

-----  
 RE: (046604) EMPLOYEE BENEFIT PLANS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 November 2004

Date		Hours
-----		-----
11/01/04	DALAL	
	Re: Golden Sky 401(k) Plan --	.90
	Telephone conferences with	
	JWarner at Department of Labor	
	re: check error; e-mail to	
	CMKong re: same; Review with	
	CMKong re: same	
11/01/04	KONG	.70
	Review email from D. Carolina	
	regarding Golden Sky annual	
	report fee payment and discuss	
	same with J. Dalal (.2). Review	
	email from J. Dalal regarding	
	payment of fee for DFVC filing	
	and discuss same with J. Dalal	
	(.2). Email D. Carolina	
	regarding re-issuance of fee for	
	DFVC filing (.3).	
		-----
	TOTAL HOURS	1.60

TIME SUMMARY:

-----	-----	-----
J DALAL	0.90 hours at \$170.00 =	153.00
C KONG	0.70 hours at \$295.00 =	206.50

CURRENT FEES

-----  
 359.50

TOTAL THIS MATTER

-----  
 \$359.50  
 =====

# DrinkerBiddle&Reath

One Logan Square 18th and Cherry Streets

Philadelphia, PA 19103-6996

215-988-2700

PEGASUS SATELLITE COMMUNICATIONS, INC.  
ATTN: SCOTT A. BLANK  
225 CITY LINE AVENUE  
SUITE 200  
BALA CYNWYD, PA 19004

Invoice Number 496904  
Invoice Date 01/31/05  
Client Number 06597  
Matter Number 121977  
Page 4

-----  
RE: (121977) MARLBOROUGH, MASSACHUSETTS

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 November 2004

Date		Hours
-----		-----
11/11/04	DEUTSCH Call from M. Eyer about Marlborough Massachusetts lease surrender provisions; reviewing Marlborough Massachusetts lease (.4); call with M. Eyer to discuss surrender provisions (.4)	.80
11/16/04	DEUTSCH Reviewing correspondence from M. Eyer about Landlord's motion objecting to appointment of receiver (.1); reviewing Landlord's motion (.3); memo to M. Eyer responding (.2)	.60
11/17/04	DEUTSCH Call with M. Eyer and P. Caruso to discuss landlord's motion opposing liquidation and formulate response (.6); conference call with landlord to discuss motion and proposed settlement (.7); call with M. Eyer to discuss creditors response to proposed settlement (.3)	1.60
	TOTAL HOURS	3.00

# Drinker Biddle & Reath

One Logan Square 18th and Cherry Streets

Philadelphia, PA 19103-6996

215-988-2700

06597  
121977 MARLBOROUGH, MASSACHUSETTS  
31 JANUARY 2005

Invoice Number 496904  
Page 5

TIME SUMMARY:

-----	-----	-----
C DEUTSCH	3.00 hours at \$325.00 =	975.00
		-----
CURRENT FEES		975.00
		-----
TOTAL THIS MATTER		\$975.00
		=====
TOTAL AMOUNT OF THIS INVOICE		\$1,584.25
		-----
TOTAL BALANCE DUE		\$1,584.25
		=====

Payment for legal services is due within 30 days of invoice date.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

_____	)	
In re:	)	Chapter 11
	)	
PEGASUS SATELLITE TELEVISION, INC., et al.,	)	Case No. 04-20878 (Lead Case)
	)	
Debtors.	)	Jointly Administered
_____	)	

**CERTIFICATE OF SERVICE**

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on February 3, 2005 I caused the Statements of Fees for Services Rendered and Expenses Incurred by Drinker Biddle & Reath LLP as Special Corporate and Regulatory Counsel for the Period November 1, 2004 and Ending November 30, 2004 to be served on the parties listed by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk's office and therefore will be served as part of the Electronic Case Filing ("ECF") system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

February 3, 2005

/s/ Sheila R. Dilios  
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON  
100 Middle Street, P.O. Box 9729  
Portland, ME 04104-5029

## SERVICE VIA “ECF FILING”

- **Gayle H. Allen**  
[gallen@verrilldana.com](mailto:gallen@verrilldana.com); [bankr@verrilldana.com](mailto:bankr@verrilldana.com); [ebriggeman@verrilldana.com](mailto:ebriggeman@verrilldana.com)
- **Fred W. Bopp, III,**  
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- **Leonard M. Gulino**  
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- **George J. Marcus**  
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- **Missouri Department of Revenue**  
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- **Ellen Moring**  
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