

Hearing Date:  
March 24, 2005 at 10:30 a.m.  
Objection Deadline:  
March 21, 2004 at 4:00 p.m.  
PORTLAND

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**INTERIM FEE APPLICATION FOR SERVICES RENDERED AND EXPENSES  
INCURRED BY SHAW PITTMAN LLP AS SPECIAL COUNSEL TO  
PEGASUS SATELLITE TELEVISION, INC. AND CERTAIN  
OF ITS SUBSIDIARIES AND AFFILIATES  
FOR THE PERIOD BEGINNING SEPTEMBER 1, 2004  
AND ENDING NOVEMBER 30, 2004**

Shaw Pittman LLP ("Shaw Pittman"), special counsel to Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, hereby submits its second interim fee application (the "Interim Fee Application") for allowance and reimbursement of expenses of the amounts sought in the Monthly Fee Statements filed during the period beginning September 1, 2004 and ending November 30, 2004 (the "Second Interim Period"). In support of this Interim Fee Application, Shaw Pittman 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

<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.

of Title 11 of the United States Code, (the “Bankruptcy Code”) in the Bankruptcy Court for the District of Maine (the “Bankruptcy Court”).

2. 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.

3. On June 28, 2004, the Bankruptcy Court signed an order (the “Retention Order”) authorizing the retention of Shaw Pittman as special counsel to the Debtors on the terms and conditions provided in the Retention Order.

4. For the Second Interim Period, Shaw Pittman’s fees for providing professional services to the Debtors totaled \$56,448.00. In connection with services rendered, Shaw Pittman has recorded actual and necessary out-of-pocket expenses in the amount of \$1,502.35 during this period. There may exist additional out-of-pocket expenses that Shaw Pittman has incurred but not yet processed due to timing, which expenses will be submitted at a later date. Thus, the total amount for fees and expenses incurred during the Second Interim Period was \$57,950.35. As a result of the 10% holdback reduction, the total amount due under the Monthly Fee Statements during the Second Interim Period was \$52,305.55. Attached hereto as Exhibit A is a schedule summarizing actual and necessary expenses recorded in the Monthly Fee Statements during the Second Interim Period.

5. A summary of all fees and out-of-pocket expenses applied for in the three Monthly Fee Statements during the Second Interim Period is outlined below:

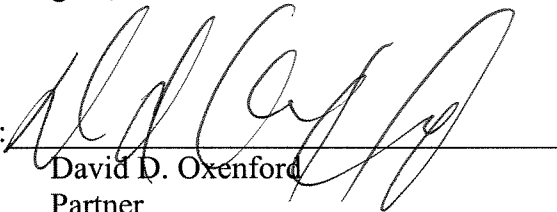
<b>Period</b>	<b>Total Fees</b>	<b>Less Holdback @ 10%</b>	<b>Fees Due</b>	<b>Total Expenses</b>	<b>Amounts Due</b>
September 1 – September 30, 2004	\$32,323.00	-\$3,232.30	\$29,090.70	\$1,121.40	\$30,212.10
October 1 – October 31, 2004	\$14,130.50	-\$1,413.05	\$12,717.45	\$299.33	\$13,016.78
November 1 – November 30, 2004	\$9,994.50	-\$999.45	\$8,995.05	\$81.62	\$9,076.67
<b>Totals for Interim Period September 1 – November 30, 2004</b>	<b>\$56,448.00</b>		<b>\$50,803.20</b>	<b>\$1,502.35</b>	<b>\$52,305.55</b>
<b>Total Fees and Expenses for Interim Period not including 10% holdback – \$57,950.35</b>					

6. Attached hereto as Exhibit B is a schedule of the hours billed by each professional at Shaw Pittman, and their respective hourly rates, during the Second Interim Period.

7. Attached hereto as Exhibit C is a copy of the monthly invoices for the Second Interim Period, detailing the activity undertaken by that professional and the supporting time records for each activity.

SHAW PITTMAN LLP  
2300 N Street, N.W.  
Washington, D.C. 20037

BY:

  
David D. Oxenford  
Partner

**EXHIBIT A**

**SHAW PITTMAN LLP**

September 1 – September 30, 2004

Expense	Amount
Document Reproduction	\$167.60
Courier	126.07
Facsimile	25.00
Filing Fee	400.00
Long Distance	29.70
Postage	1.29
Total	\$749.66

October 1 – October 31, 2004

Expense	Amount
Document Reproduction	\$ 39.60
Courier	35.00
Filing Fee	150.00
Local Transportation	33.00
Long Distance	25.65
Postage	2.03
Air Express Delivery	14.05
Total	\$299.33

November 1 – November 30, 2004

Expense	Amount
Outside Document Production	\$ 30.00
Conducting Search	3.92
Document Reproduction	9.00
Long Distance	38.70
Total	\$ 81.62

**EXHIBIT B**

September 1 – September 30, 2004

<b><u>Name</u></b>	<b><u>Hours Billed</u></b>	<b><u>Hourly Rate</u></b>
David Oxenford	4.80	\$425.00
Brendan Holland	28.20	\$310.00
Lauren Lynch Flick	1.70	\$375.00
Kim Croley	.30	\$145.00
Jennifer Kunkle	9.40	\$145.00

October 1 – October 31, 2004

<b><u>Name</u></b>	<b><u>Hours Billed</u></b>	<b><u>Hourly Rate</u></b>
David Oxenford	3.80	\$425.00
Brendan Holland	23.80	\$310.00
Lauren Lynch Flick	3.60	\$375.00
Kim Croley	4.40	\$145.00
Jennifer Kunkle	15.50	\$145.00
Kim Lacey	.30	\$205.00
Karen Ross	4.10	\$205.00

November 1 – November 30, 2004

<b><u>Name</u></b>	<b><u>Hours Billed</u></b>	<b><u>Hourly Rate</u></b>
David Oxenford	7.00	\$425.00
Brendan Holland	19.10	\$310.00
Lauren Lynch Flick	.30	\$375.00
Kim Croley	2.90	\$145.00
Jennifer Kunkle	3.90	\$145.00

**EXHIBIT C**

# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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

October 26, 2004  
ID: 39717-0000

**Invoice No. 589439**

## REGARDING: PEGASUS BROADCAST TELEVISION, INC.

For Professional Services Through 09/30/2004 \$ 3,614.00

For Expenses Incurred Through 09/30/2004 \$ 174.80

**TOTAL AMOUNT DUE** \$ 3,788.80

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/07/04	Holland, B	E-mail with T. Van Wazer; Work on issues re: pending pro forma applications; E-mail with M. Nachman; Work on issues re: pending assignment applications to Pegasus Broadcast Television; Review FCC Order on DTV channel election and spectrum repacking; Summarize same	1.10
09/08/04	Croley, K	Work on monthly memorandum	1.20
09/09/04	Holland, B	Work on monthly status memorandum; E-mail with M. Nachman; Review FCC Order re: DTV repacking and channel election	1.50
09/10/04	Holland, B	Review and summarize DTV Order on channel election and spectrum repacking	0.40
09/13/04	Holland, B	Review FCC Order re: DTV transition; Draft summary re: same	0.20
09/13/04	Holland, B	Telephone conference with M. Bertman at the FCC; Work on waiver of application fees	0.40
09/14/04	Holland, B	Review and summarize LPTV Digital Order; E-mail re: same; Work on issues re: waiver of application fees	0.30
09/21/04	Holland, B	Telephone conference with L. Carpenter re: DTV transition; E-mail with L. Carpenter	0.40
09/22/04	Kunkle, J	Work on ownership reports	4.60
09/23/04	Kunkle, J	Work on ownership reports	4.80
09/27/04	Holland, B	E-mail with L. Carpenter re: corrections to the CDBS database	0.30

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/30/04	Holland, B	E-mail with T. Van Wazer; Telephone conference with M. Nachman; Monitor status of pro forma applications; Scan and forward same; E-mail with L. Carpenter	1.10
09/30/04	Holland, B	Work on monthly application for fees and pleadings to Bankruptcy Court; E-mail to Sidley	1.00
Total Hours			<u>17.30</u>

#### TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Holland, B	310.00	6.70	\$ 2,077.00
Croley, K	145.00	1.20	\$ 174.00
Kunkle, J	145.00	9.40	\$ 1,363.00
Total for Professional Services		<u>17.30</u>	<u>\$ 3,614.00</u>

#### EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Courier	\$ 22.21
Document Reproduction	\$ 133.40
Long Distance Telephone	\$ 0.90
Telecopier/Fax	\$ 17.00
Postage	\$ 1.29
Total For Expenses	<u>\$ 174.80</u>

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For Professional Services Through 09/30/2004	\$ 3,614.00
For Expenses Incurred Through 09/30/2004	<u>\$ 174.80</u>
<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 3,788.80</u></b>

# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

**Please wire funds to:**

Shaw Pittman LLP  
Account 5004305471  
ABA 255071981  
Chevy Chase Bank  
7501 Wisconsin Avenue, 12th Floor  
Bethesda, Maryland 20814  
Invoice reference: ID: 39717-0000 Invoice No. 589439

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

October 26, 2004  
ID: 39717-0002

**Invoice No. 589440**

**REGARDING: WDSI LICENSE CORP.**

For Professional Services Through 09/30/2004 \$ 4,257.50

For Expenses Incurred Through 09/30/2004 \$ 495.66

**TOTAL CURRENT BILLING** \$ 4,753.16

Previously Billed and Uncollected Through 10/26/2004 \$ 4,182.40

**TOTAL AMOUNT DUE** \$ 8,935.56

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/01/04	Holland, B	E-mail with M. Nachman; Work on issues re: modification of WPDP-LP for Class A on Channel 25	0.20
09/07/04	Holland, B	Monitor status of pending application for Class A status for WPDP-LP	0.20
09/08/04	Oxenford, D	Conference with B. Holland re: Class A	0.30
09/08/04	Holland, B	Telephone conference with H. Hashemzadeh at the FCC; Conference with D. Oxenford; E-mail with L. Carpenter; Work on tolling for WPDP-LP Class A displacement	1.00
09/09/04	Lynch-Flick, L	Conference with B. Holland re: WPDP-LP submissions	0.20
09/09/04	Holland, B	E-mail with L. Carpenter; Work on issues re: Class A status for WPDP-LP on Channel 25	0.20
09/10/04	Oxenford, D	Telephone conference with FCC re: Class A; E-mail re: Class A; Conference with B. Holland	0.80
09/10/04	Holland, B	Work on tolling request, waiver request and STA for WPDP--LP to preserve Class A status; E-mail with FCC re: same; Conference with D. Oxenford re: same	3.60
09/13/04	Oxenford, D	Telephone conference with FCC re: LPTV and Class A; Telephone conference with B. Holland	0.70
09/16/04	Holland, B	Work on issues re: waiver of DTV freeze and/or tolling of displacement construction permit; Conference with D. Oxenford re: same	0.30
09/17/04	Oxenford, D	Review and revision of FCC pleadings; Telephone conference with B. Kreisman	0.80

PEGASUS COMMUNICATIONS CORPORATION  
39717-0002  
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October 26, 2004  
Invoice No: 589440

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/17/04	Holland, B	Draft waiver request, tolling request and STA for WPDP-LP; Prepare and file same; Conference with D. Oxenford re: WPDP-LP	2.90
09/20/04	Lynch-Flick, L	Work on WPDP-LP issues	0.20
09/20/04	Holland, B	E-mail with L. Carpenter; Work on issues re: WPDP-LP	0.50
09/23/04	Holland, B	Work on status of WPDP-LP STA for Class A	0.10
09/24/04	Oxenford, D	Conference with B. Holland re: FCC filing	0.10
09/29/04	Oxenford, D	E-mail to FCC re: WPDP-LP	0.40
Total Hours			<hr/> 12.50

#### TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Lynch-Flick, L	375.00	0.40	\$ 150.00
Oxenford, D	425.00	3.10	\$ 1,317.50
Holland, B	310.00	9.00	\$ 2,790.00
Total for Professional Services		<hr/> 12.50	<hr/> \$ 4,257.50

#### EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Filing Fee	\$ 400.00
Courier	\$ 68.86
Document Reproduction	\$ 26.80
Total For Expenses	<hr/> \$ 495.66

PEGASUS COMMUNICATIONS CORPORATION  
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October 26, 2004  
Invoice No: 589440

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For Professional Services Through 09/30/2004	\$ 4,257.50
For Expenses Incurred Through 09/30/2004	\$ 495.66
<b>TOTAL FEES AND EXPENSES</b>	<b>\$ 4,753.16</b>

**PREVIOUS STATEMENTS OUTSTANDING**

Invoice No.	580779	July 28, 2004	\$ 21.70
Invoice No.	583771	August 27, 2004	\$ 28.20
Invoice No.	585848	September 21, 2004	\$ 4,132.50
Total For Outstanding Statements			\$ 4,182.40
<b>TOTAL AMOUNT DUE</b>			<b>\$ 8,935.56</b>

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53-0233137

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

October 26, 2004  
ID: 39717-0003

**Invoice No. 589441**

**REGARDING: WOLF LICENSE CORP.**

For Professional Services Through 09/30/2004 \$ 186.00

For Expenses Incurred Through 09/30/2004 \$ 4.20

**TOTAL CURRENT BILLING** \$ **190.20**

Previously Billed and Uncollected Through 10/26/2004 \$ 434.15

**TOTAL AMOUNT DUE** \$ **624.35**

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/07/04	Holland, B	E-mail with L. Carpenter; Work on status of Class A status on Channel 24	0.20
09/09/04	Holland, B	Work on status of Channel 24 Class A application; E-mail with H. Hashemzadeh at the FCC	0.40
Total Hours			<u>0.60</u>

**TIME SUMMARY**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Holland, B	310.00	<u>0.60</u>	\$ <u>186.00</u>
Total for Professional Services		0.60	\$ 186.00

**EXPENSE SUMMARY**

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ 0.20
Telecopier/Fax	\$ 4.00
Total For Expenses	<u>\$ 4.20</u>

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For Professional Services Through 09/30/2004	\$ 186.00
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For Expenses Incurred Through 09/30/2004	\$ 4.20
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<b>TOTAL FEES AND EXPENSES</b>	<u><b>\$ 190.20</b></u>
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PEGASUS COMMUNICATIONS CORPORATION  
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October 26, 2004  
Invoice No: 589441

**PREVIOUS STATEMENTS OUTSTANDING**

Invoice No.	580780	July 28, 2004	\$	34.10
Invoice No.	583772	August 27, 2004	\$	14.75
Invoice No.	585849	September 21, 2004	\$	385.30
Total For Outstanding Statements			\$	434.15
<b>TOTAL AMOUNT DUE</b>			<b>\$</b>	<b><u>624.35</u></b>

# ShawPittman LLP

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53-0233137

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Employer Identification Number  
53-0233137

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

October 26, 2004  
ID: 39717-0006

**Invoice No. 589443**

**REGARDING: WTLH License Corp.**

For Professional Services Through 09/30/2004 \$ 4,757.50

For Expenses Incurred Through 09/30/2004 \$ 73.80

**TOTAL CURRENT BILLING** \$ 4,831.30

Previously Billed and Uncollected Through 10/26/2004 \$ 509.45

**TOTAL AMOUNT DUE** \$ 5,340.75

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/09/04	Oxenford, D	Conference with B. Holland and L. Lynch Flick re: license renewal issues	0.30
09/09/04	Holland, B	Work on issues re: license renewal and ownership reports	0.20
09/14/04	Lynch-Flick, L	Conference with B. Holland re: renewal application filing issues	0.20
09/15/04	Holland, B	Telephone conference with D. Hinterschied re: WTLH license renewal; Work on issues re: EEO public file report	0.30
09/16/04	Holland, B	Telephone conference with WTLH; Work on issues re: license renewals and EEO information	0.30
09/17/04	Holland, B	Work on issues re: license renewals and EEO reports; Telephone conference with L. Conroy; Telephone conference with A. Mameniskis	0.30
09/20/04	Holland, B	Work on issues re: ownership reports and EEO reports for license renewals	0.70
09/21/04	Lynch-Flick, L	Review RF radiation exhibit for renewal application	0.10
09/21/04	Holland, B	Work on issues re: license renewals and ownership reports; E-mail with M. Nachman; E-mail with D. Hinterschied	0.50
09/22/04	Lynch-Flick, L	Conference with B. Holland re: renewal issues	0.20
09/22/04	Holland, B	Work on EEO reports for license renewal; Work on public file report	0.20
09/23/04	Lynch-Flick, L	Work on Florida renewal application issue with B. Holland	0.50
09/23/04	Oxenford, D	Conference with B. Holland re: renewal and EEO	0.20

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/23/04	Holland, B	Telephone conference with D. Hinterschied; Telephone conference with A. Mameniskis; Work on EEO public file report and Form 396 for license renewal; Work on ownership reports; Conference with K. Croley	2.30
09/23/04	Croley, K	Work on license renewals and supporting documents	1.40
09/24/04	Lynch-Flick, L	Conference with B. Holland re: renewals	0.30
09/24/04	Holland, B	Work on various issues for license renewal; Work on issues re: EEO compliance	0.70
09/27/04	Holland, B	Work on Forms 323 and 303-S for license renewals; Work on annual public file reports; Telephone conference with L. Conroy; E-mail with L. Conroy	1.50
09/28/04	Holland, B	Work on Forms 303-S, 323 and EEO public file reports for license renewal	0.50
09/29/04	Holland, B	Work on Form 303-S and EEO public file reports; E-mail with L. Conroy; Telephone conference with L. Conroy; Work on drafts of Form 396 and related narratives	0.90
09/30/04	Oxenford, D	Review and revision of renewal application; Conference with B. Holland re: issues; Review and revision of renewal revised exhibits	0.90
09/30/04	Holland, B	Telephone conference with D. Hinterschied; E-mail with M. Nachman; Work on Form 396, EEO public file reports and Form 303-S for license renewals; Conference with D. Oxenford re: same; Work on exhibits re: same	2.80
Total Hours			15.30

**TIME SUMMARY**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>		<u>Amount</u>
Lynch-Flick, L	375.00	1.30	\$	487.50
Oxenford, D	425.00	1.40	\$	595.00
Holland, B	310.00	11.20	\$	3,472.00
Croley, K	145.00	1.40	\$	203.00
Total for Professional Services		15.30	\$	4,757.50

**EXPENSE SUMMARY**

<u>Description</u>		<u>Amount</u>
Courier	\$	35.00
Document Reproduction	\$	6.00
Long Distance Telephone	\$	28.80
Telecopier/Fax	\$	4.00
Total For Expenses	\$	73.80

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For Professional Services Through 09/30/2004	\$	4,757.50
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For Expenses Incurred Through 09/30/2004	\$	73.80
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<b>TOTAL FEES AND EXPENSES</b>	<b>\$</b>	<b>4,831.30</b>
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**PREVIOUS STATEMENTS OUTSTANDING**

Invoice No.	580778	July 28, 2004	\$	46.85
Invoice No.	583773	August 27, 2004	\$	54.80
Invoice No.	585850	September 21, 2004	\$	407.80
Total For Outstanding Statements			\$	509.45

<b>TOTAL AMOUNT DUE</b>	<b>\$</b>	<b>5,340.75</b>
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# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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7501 Wisconsin Avenue, 12th Floor  
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Invoice reference: ID: 39717-0006 Invoice No. 589443

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Shaw Pittman LLP FEIN: 53-0233137

# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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

October 26, 2004  
ID: 39717-0012

**Invoice No. 589445**

**REGARDING: HMW, Inc.**

For Professional Services Through 09/30/2004	\$ 124.00
For Expenses Incurred Through 09/30/2004	\$ 1.20
<b>TOTAL CURRENT BILLING</b>	<b>\$ 125.20</b>
Previously Billed and Uncollected Through 10/26/2004	\$ 260.24
<b>TOTAL AMOUNT DUE</b>	<b>\$ 385.44</b>

PEGASUS COMMUNICATIONS CORPORATION  
39717-0012  
PAGE 2

October 26, 2004  
Invoice No: 589445

### ITEMIZED SERVICES

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/22/04	Holland, B	E-mail with M. Nachman; Review FCC databases and files; Forward copies of DTV STA	0.20
09/29/04	Holland, B	Work on STA for WPXT-TV; E-mail with L. Carpenter re: same	0.20
Total Hours			<u>0.40</u>

### TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Holland, B	310.00	<u>0.40</u>	\$ <u>124.00</u>
Total for Professional Services		0.40	\$ 124.00

### EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ <u>1.20</u>
Total For Expenses	\$ 1.20

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For Professional Services Through 09/30/2004	\$ 124.00
For Expenses Incurred Through 09/30/2004	\$ 1.20
<b>TOTAL FEES AND EXPENSES</b>	<u>\$ 125.20</u>

PEGASUS COMMUNICATIONS CORPORATION  
39717-0012  
PAGE 3

October 26, 2004  
Invoice No: 589445

**PREVIOUS STATEMENTS OUTSTANDING**

Invoice No.	580781	July 28, 2004	\$	25.15
Invoice No.	583765	August 27, 2004	\$	33.45
Invoice No.	585851	September 21, 2004	\$	201.64
Total For Outstanding Statements			\$	260.24
<b>TOTAL AMOUNT DUE</b>			<b>\$</b>	<b><u>385.44</u></b>

# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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Bethesda, Maryland 20814  
Invoice reference: ID: 39717-0012 Invoice No. 589445

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# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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

October 26, 2004  
ID: 39717-0033

**Invoice No. 589450**

**REGARDING: Pegasus Satellite Communications, Inc.**

For Professional Services Through 09/30/2004 \$ 220.50

**TOTAL CURRENT BILLING** \$ **220.50**

Previously Billed and Uncollected Through 10/26/2004 \$ 954.90

**TOTAL AMOUNT DUE** \$ **1,175.40**

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
09/09/04	Oxenford, D	E-mail to M. Nachman re: assignment of license application; Conference with B. Holland	0.30
09/09/04	Holland, B	Telephone conference with M. Nachman; E-mail with M. Nachman; Conference with D. Oxenford; Work on issues re: pending assignment for Hammond	0.30
Total Hours			<u>0.60</u>

**TIME SUMMARY**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	0.30	\$ 127.50
Holland, B	310.00	0.30	\$ 93.00
Total for Professional Services		<u>0.60</u>	<u>\$ 220.50</u>

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For Professional Services Through 09/30/2004	\$ 220.50
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<b>TOTAL FEES AND EXPENSES</b>	<b><u>\$ 220.50</u></b>
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**PREVIOUS STATEMENTS OUTSTANDING**

Invoice No.	580771	July 28, 2004	\$ 925.50
Invoice No.	583769	August 27, 2004	\$ 29.40
Total For Outstanding Statements			<u>\$ 954.90</u>

<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 1,175.40</u></b>
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Employer Identification Number  
53-0233137

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

July 28, 2004  
ID: 39717-0000

**Invoice No. 580761**

## **REGARDING: PEGASUS BROADCAST TELEVISION, INC.**

For Professional Services Through 06/30/2004 \$ 6,398.00

For Expenses Incurred Through 06/30/2004 \$ 117.05

**TOTAL AMOUNT DUE** \$ 6,515.05

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/03/04	Oxenford, D	Preparation of affidavit	0.90
06/07/04	Holland, B	E-mail with M. Nachman re: cores password for Pegasus Broadcast Television; Work on issues re: bankruptcy notifications	0.30
06/09/04	Oxenford, D	Conference with B. Holland re: FCC filing on bankruptcy	0.30
06/09/04	Holland, B	Work on issues re: bankruptcy and filings with FCC; E-mail with M. Nachman; Review bankruptcy court documents	1.00
06/10/04	Holland, B	Conference with D. Oxenford; Telephone conference with M. Nachman; Work on issues re: bankruptcy; Prepare and file notifications for broadcast stations	2.30
06/10/04	Croley, K	Work on monthly memorandum	1.00
06/15/04	Holland, B	Work on monthly status memorandum; Work on Form 316s and issues for bankruptcy reorganization; Conference with R. Reed	1.50
06/15/04	Reed, R	Work on preparation of Form 316 applications	1.00
06/16/04	Oxenford, D	Review and revision of status memorandum; Conference with B. Holland	0.20
06/16/04	Holland, B	Work on monthly status memorandum; Conference with D. Oxenford; E-mail with S. Blank	0.50
06/16/04	Reed, R	Work on preparation of Form 316 applications	3.50
06/22/04	Holland, B	E-mail with M. Nachman; Telephone conference with M. Nachman; Work on issues re: EEO compliance	0.90
06/23/04	Oxenford, D	Review and revision of Form 316 exhibits; Conference with B. Holland	0.40

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 3

July 28, 2004  
Invoice No: 580761

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/23/04	Holland, B	Work on Form 316s and exhibits reflecting pro forma transfer as a result of bankruptcy; Conference with D. Oxenford re: same; E-mail with M. Nachman	2.60
06/24/04	Oxenford, D	Conference with B. Holland re: bankruptcy Form 316 application	0.20
06/24/04	Holland, B	Work on Form 316s and exhibits for pro forma corporate transfer; Review decision re: multiple ownership rules; E-mail with M. Nachman	1.90
06/28/04	Holland, B	Telephone conference with M. Nachman; E-mail with M. Nachman; Work on status of pending assignment applications; Work on issues re: pending administrative proceedings	0.40
06/29/04	Holland, B	Work on Forms 316 and exhibits for bankruptcy filings; Telephone conference with M. Nachman re: same; Work on application for pro forma transfer for Pegasus Broadcast Television	0.50
06/30/04	Holland, B	Conference with R. Reed; Work on Form 316s and exhibits for subsidiaries affected by bankruptcy; E-mail with M. Nachman	1.60
06/30/04	Croley, K	Work on chart of license renewal deadlines	0.50
06/30/04	Reed, R	Work on preparation of Form 316 applications	3.40
Total Hours			24.90

#### TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	2.00	\$ 850.00
Holland, B	310.00	13.50	\$ 4,185.00
Croley, K	145.00	1.50	\$ 217.50
Reed, R	145.00	7.90	\$ 1,145.50
Total for Professional Services		24.90	\$ 6,398.00

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 4

July 28, 2004  
Invoice No: 580761

**EXPENSE SUMMARY**

<u>Description</u>	<u>Amount</u>
Courier	\$ 105.06
Air Express Delivery	\$ (22.68)
Document Reproduction	\$ 18.40
Long Distance Telephone	\$ 15.30
Postage	\$ 0.97
Total For Expenses	\$ 117.05

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For Professional Services Through 06/30/2004	\$ 6,398.00
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For Expenses Incurred Through 06/30/2004	\$ 117.05
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<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 6,515.05</u></b>
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*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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

August 27, 2004  
ID: 39717-0000

**Invoice No. 583770**

## REGARDING: PEGASUS BROADCAST TELEVISION, INC.

For Professional Services Through 07/31/2004 \$ 8,071.50

For Expenses Incurred Through 07/31/2004 \$ 139.54

**TOTAL AMOUNT DUE** \$ 8,211.04

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/01/04	Holland, B	Work on Form 316s and exhibits for pro forma; Conference with R. Reed	1.10
07/01/04	Reed, R	Work on preparation of electronic Form 316s	4.50
07/02/04	Oxenford, D	Conference with B. Holland re: Form 316 applications	0.10
07/02/04	Holland, B	Prepare and file Form 316s for all license sub parent to bankruptcy; Conference with R. Reed re: same	0.90
07/02/04	Reed, R	Revisions to Form 316s and filing of applications	5.00
07/06/04	Holland, B	E-mail with M. Nachman; Work on issues re: pro forma application and fee payments	0.30
07/08/04	Holland, B	E-mail with M. Nachman; Work on issues re: Form 316 pro forma transfers for bankruptcy	0.10
07/08/04	Holland, B	Conference with L. Lynch Flick; Work on children's programming issues	0.10
07/09/04	Holland, B	Work on monthly status memorandum; E-mail with M. Nachman; Research issues re: regulatory fees and bankruptcy	1.10
07/12/04	Holland, B	Conference with J. Kunkle; Work on estimate of 2004 regulatory fees; Conference with K. Lacey; Work on issues re: waiver of applications fees and waiver of regulatory fees; Research issues re: same	0.70
07/12/04	Lin, T	Work on document production for bankruptcy and antitrust litigation	1.20
07/12/04	Lacey, K	Conference with B. Holland re: requirements for waiver of application and regulatory fee payments; Research re: same	1.70
07/12/04	Kunkle, J	Work on children's programming reports	1.80

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 3

August 27, 2004  
Invoice No: 583770

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/13/04	Holland, B	Conference with K. Lacey; Work on petition for waiver of application fees and regulatory fees	0.40
07/13/04	Lin, T	Work on document production for bankruptcy and antitrust litigation	0.40
07/13/04	Lacey, K	Conference with B. Holland re: requirements for waiver for application and regulatory fee payments	0.30
07/13/04	Kunkle, J	Preparation of 2004 regulatory fees	2.10
07/14/04	Holland, B	E-mail with M. Nachman; Conference with K. Lacey; Work on issues re: petition for application and regulatory fees	0.30
07/14/04	Lacey, K	Work on petition re: waiver of application fees	1.10
07/15/04	Oxenford, D	Review and revision of fee waiver request	0.30
07/15/04	Holland, B	Conference with K. Lacey; Work on petition for waiver of fees; Research issues re: same; Prepare filings for submission of filing fees; Telephone conference with M. Nachman	1.20
07/15/04	Lacey, K	Work on petition re: waiver of application fees	3.30
07/16/04	Holland, B	Work on 2004 regulatory fee estimate; Work on petition for waiver of application fees; Prepare and file same; E-mail with M. Nachman	1.00
07/16/04	Kunkle, J	Preparation of 2004 regulatory fees	0.90
07/21/04	Oxenford, D	Telephone conference with M. Nachman re: regulatory fees; Research re: regulatory fees	0.60
07/21/04	Lacey, K	Conference with D. Oxenford re: waiver of regulatory fee filing; Work on same	0.70
07/22/04	Oxenford, D	Telephone conference with M. Nachman re: regulatory fees; Conference with K. Lacey re: waiver request	0.40
07/22/04	Lacey, K	Work on waiver of regulatory fee filing	0.70

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 4

August 27, 2004  
Invoice No: 583770

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/26/04	Holland, B	Work on issues re: waiver of regulatory fees; Work on issues re: bankruptcy proceeding; Obtain copies of Bankruptcy court orders	0.80
07/26/04	Lacey, K	Conference with B. Holland re: regulatory fee waiver filing	0.20
07/29/04	Holland, B	Conference with J. Kunkle; Work on petition for refund of 2004 regulatory fees; Work on issues re: bankruptcy	0.30
07/29/04	Holland, B	Work on issues re: bankruptcy	0.30
07/29/04	Kunkle, J	Work on petition for waiver of 2004 regulatory fees	1.20
07/30/04	Oxenford, D	Review of fee waiver letter	0.20
07/30/04	Holland, B	Work on issues re: bankruptcy proceeding; Work on issue re: waiver of 2004 regulatory fees; Conference with D. Oxenford re: same; E-mail with M. Nachman	1.00
Total Hours			36.30

#### TIME SUMMARY

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
Oxenford, D	425.00	1.60	\$ 680.00
Holland, B	310.00	9.60	\$ 2,976.00
Lin, T	330.00	1.60	\$ 528.00
Lacey, K	205.00	8.00	\$ 1,640.00
Kunkle, J	145.00	6.00	\$ 870.00
Reed, R	145.00	9.50	\$ 1,377.50
Total for Professional Services		36.30	\$ 8,071.50

#### EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Document Reproduction	\$ 120.00
Long Distance Telephone	\$ 15.30

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 5

August 27, 2004  
Invoice No: 583770

<u>Description</u>	<u>Amount</u>
Postage	\$ 4.24
Total For Expenses	\$ 139.54

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For Professional Services Through 07/31/2004	\$ 8,071.50
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For Expenses Incurred Through 07/31/2004	\$ 139.54
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<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 8,211.04</u></b>
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*A Limited Liability Partnership Including Professional Corporations*

Employer Identification Number  
53-0233137

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

September 21, 2004  
ID: 39717-0000

**Invoice No. 585847**

## **REGARDING: PEGASUS BROADCAST TELEVISION, INC.**

For Professional Services Through 08/31/2004 \$ 4,694.00

For Expenses Incurred Through 08/31/2004 \$ 115.15

**TOTAL AMOUNT DUE** \$ 4,809.15

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
08/02/04	Oxenford, D	E-mail to M. Nachman re: JSAs	0.20
08/02/04	Holland, B	Telephone conference with M. Nachman re: pending applications	0.20
08/03/04	Oxenford, D	Telephone conference with M. Nachman re: JSAs	0.30
08/04/04	Holland, B	Telephone conference with M. Nachman	0.70
08/04/04	Kunkle, J	Work on monthly client memorandum and monthly status checks of pending matters	1.00
08/05/04	Holland, B	Work on issues re: waiver of regulatory fees; E-mail with M. Fitzgerald; Work on status of pending Form 316 pro forma applications; Telephone conference with M. Nachman	1.10
08/06/04	Holland, B	Work on monthly status memorandum; Conference with K. Croley; Work on issue re: regulatory fees and status of pending applications	0.40
08/06/04	Croley, K	Work on monthly memorandum	2.40
08/09/04	Holland, B	Review FCC databases; Prepare and forward August monthly status memorandum; Work on issues re: 2004 regulatory fees; E-mail with M. Nachman	0.70
08/10/04	Oxenford, D	E-mails re: regulatory fees	0.30
08/10/04	Holland, B	Telephone conference with M. Nachman; E- mail with D. Oxenford; Work on issues re: waiver of annual regulatory fees; E-mail with L. Carpenter	0.60
08/11/04	Holland, B	E-mail with M. Nachman re: regulatory fees; Work on issues re: waiver of regulatory fees; Work on schedules for sale of Pegasus Broadcast Television assets	0.60

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
08/11/04	Lacey, K	Conference with B. Holland re: waiver of regulatory fees	0.20
08/11/04	Kunkle, J	Work on FY 2004 regulatory fees; Update license schedules	2.80
08/12/04	Holland, B	E-mail with M. Nachman; Work on regulatory fees and waiver request; Work on schedules for sale of broadcast assets; Conference with J. Kunkle	1.10
08/12/04	Kunkle, J	Work on FY 2004 regulatory fees; Update license schedules	0.10
08/13/04	Holland, B	Work on issues re: schedule and issues re: sale of Pegasus Broadcast Television assets; Work on issues re: regulatory fees and waiver request for regulatory fees; Telephone conference with M. Nachman; Telephone conference with S. Blank	1.10
08/13/04	Kunkle, J	Work on FY 2004 regulatory fees; Update license schedules	1.60
08/16/04	Holland, B	Work on request for waiver of regulatory fees; Work on status of Form 316 applications for pro forma transfer; Work on schedules for sale of Pegasus Broadcast Television assets	0.80
08/17/04	Holland, B	Prepare and file FCC regulatory fees and request for waiver for Pegasus Broadcast Television and subsidiaries; Conference with K. Lacey	0.80
08/17/04	Lacey, K	Conference with B. Holland re: regulatory fee waiver filing; Review same	0.20
08/26/04	Oxenford, D	E-mail re: JSA rulemaking	0.10
08/26/04	Holland, B	Review FCC files and database; E-mail with S. Blank re: upper tier reorganization	0.80
08/30/04	Oxenford, D	Telephone conference with M. Nachman re: digital transition	0.20

PEGASUS COMMUNICATIONS CORPORATION  
39717-0000  
PAGE 4

September 21, 2004  
Invoice No: 585847

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
08/31/04	Oxenford, D	E-mail to M. Nachman re: DTV deadlines	0.20
08/31/04	Holland, B	Conference with D. Oxenford; Review FCC news release re: DTV transition; Work on FCC issues re: bankruptcy proceeding	0.50
Total Hours			<u>19.00</u>

**TIME SUMMARY**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>		<u>Amount</u>
Oxenford, D	425.00	1.30	\$	552.50
Holland, B	310.00	9.40	\$	2,914.00
Lacey, K	205.00	0.40	\$	82.00
Croley, K	145.00	2.40	\$	348.00
Kunkle, J	145.00	5.50	\$	797.50
Total for Professional Services		19.00	\$	<u>4,694.00</u>

**EXPENSE SUMMARY**

<u>Description</u>	<u>Amount</u>
Courier	\$ 35.00
Conducting Search	\$ 1.05
Document Reproduction	\$ 69.20
Long Distance Telephone	\$ 9.90
Total For Expenses	<u>\$ 115.15</u>

For Professional Services Through 08/31/2004 \$ 4,694.00

For Expenses Incurred Through 08/31/2004 \$ 115.15

**TOTAL AMOUNT DUE** \$ 4,809.15

# ShawPittman LLP

*A Limited Liability Partnership Including Professional Corporations*

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Employer Identification Number  
53-0233137

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

November 19, 2004  
ID: 39717-0000

**Invoice No. 592582**

## REGARDING: PEGASUS BROADCAST TELEVISION, INC.

For Professional Services Through 10/31/2004	\$ 8,034.00
For Expenses Incurred Through 10/31/2004	\$ <u>97.85</u>
<b>TOTAL AMOUNT DUE</b>	<b>\$ <u>8,131.85</u></b>

**ITEMIZED SERVICES**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/01/04	Holland, B	Telephone conference with L. Carpenter re: DTV channel election, transition deadline and impact on Pegasus Broadcast Television stations	0.30
10/04/04	Oxenford, D	Telephone conference with counsel re: station status	0.30
10/04/04	Holland, B	Conference with D. Oxenford; Work on form of opinion letter for sale of Pegasus Broadcast Television assets	0.30
10/04/04	Croley, K	Work on monthly memorandum	0.20
10/05/04	Croley, K	Work on monthly memorandum	1.00
10/09/04	Holland, B	Review and forward FCC public notice re: DTV channel election and repacking; E-mail with L. Carpenter	0.20
10/10/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV and PSIP rules	0.20
10/11/04	Holland, B	E-mail with L. Carpenter re: DTV elections	0.10
10/12/04	Holland, B	Work on issues re: DTV channel election, repacking and changes in satellite station status; Telephone conference with L. Carpenter; E-mail with L. Carpenter; Work on monthly status memorandum	1.50
10/12/04	Croley, K	Work on monthly memorandum	0.80
10/12/04	Kunkle, J	Update chart of Pegasus FCC passwords	0.20
10/13/04	Oxenford, D	Telephone conference with attorney re: bidding interest	0.10
10/13/04	Holland, B	Telephone conference with M. Berten; Work on status of Form 316s; Work on various issues re: bankruptcy pro formas	0.30

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/13/04	Holland, B	Work on issues re: Interim Report to Bankruptcy Court	1.20
10/14/04	Oxenford, D	Telephone conference with M. Nachman re: indecency fine	0.40
10/14/04	Holland, B	Telephone conference with M. Fitzgerald; Work on status of pro forma Form 316s	0.30
10/14/04	Holland, B	Work on interim application filing for compensation and pleadings for Bankruptcy Court; E-mail with Sidley	2.50
10/15/04	Holland, B	E-mail with L. Carpenter; Work on issues re: DTV channel election; Review and forward FCC NAL for Pegasus Broadcast Television Fox stations; Conference with D. Oxenford re: same; Work on monthly status memorandum	1.00
10/18/04	Holland, B	Work on issues re: DTV channel election and repacking; E-mail with L. Carpenter	0.20
10/18/04	Holland, B	Work on proposed Order for Bankruptcy Court; Telephone conference with M. McClintock re: same	1.00
10/19/04	Oxenford, D	Telephone conference with M. Nachman; E-mail re: Fox indecency issue	0.30
10/19/04	Holland, B	Work on issues re: Fox NAL and Pegasus response	0.20
10/21/04	Holland, B	Work on DTV channel elections and forms	0.40
10/22/04	Holland, B	Work on issues re: pre-certification forms and first round elections for DTV repacking and channel election	0.40
10/24/04	Oxenford, D	E-mail re: Married by America meeting	0.20