

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Pegasus Rural Broadband, LLC, <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 11-11772 (PJW) (Jointly Administered) Re: Docket Nos. 351, 352, 446 Objection Deadline: 2/2/12 @ 4:00 PM Hearing Date: 2/9/12 @ 3:00 PM
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**NOTICE OF SECOND QUARTERLY FEE APPLICATION
OF ELLIOTT GREENLEAF AS COUNSEL TO
THE DEBTORS FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF OCTOBER 1, 2011 THROUGH DECEMBER 31 2011**

Name of Applicant:	<u>Elliott Greenleaf</u>
Authorized to provide professional services to:	<u>Debtors</u>
Date of retention:	<u>July 6, 2011</u> <u>(<i>nunc pro tunc</i> to June 10, 2011)</u>
Period for which compensation and reimbursement is sought:	<u>October 1, 2011 through December 31, 2011</u>
Total amount of fee compensation sought as actual, reasonable and necessary:	<u>\$272,886.00</u>
Total amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$6,641.45</u>
Total amount of fee compensation previously	

¹ The Debtors are Xanadoo Spectrum, LLC, a Delaware limited liability company; Xanadoo Holdings, Inc., a Delaware corporation; Xanadoo, LLC, a Delaware limited liability company; Pegasus Guard Band, LLC, a Delaware limited liability company; and Pegasus Rural Broadband, LLC, a Delaware limited liability company. Xanadoo Holdings, Inc. is the sole member of Xanadoo, LLC, Pegasus Guard Band, LLC, and Pegasus Rural Broadband, LLC. Xanadoo Holdings, Inc. is a wholly owned subsidiary of Xanadoo Spectrum, LLC.

authorized for payment under the Order
 Authorizing Procedures for Interim Compensation
 and Reimbursement of Expenses of Professionals
 (“Interim Compensation Order”)(Docket
 No. 208) as actual, reasonable and necessary:

\$161,818.40

Total amount of expenses previously
 authorized for reimbursement under the
 Interim Compensation Order as actual,
 reasonable and necessary:

\$5,518.05

Total amount of holdback fees sought:

\$54,577.20

This is a(n) ___ Monthly X Interim Application ___ Final Application

Summary of Fee Applications for Compensation Period:

Fee Application Covered Dates, Doc. No., Date Filed	Total Fee Request	Total Expense Request	Certificate of No Objection/ Certification of Counsel Filing Date, Doc. No.	Total Amount of Fees Approved to Date via Certificate of No Objection (80%)	Total Amount of Expenses Approved to Date via Certificate of No Objection (100%)	Amount of Holdback Fees
10/01/11-10/31/11 Doc. No. 351 12/6/2011	\$133,330.50	\$3,304.83	Doc. No. 387 12/29/2011	\$106,664.40	\$3,304.83	\$26,666.10
11/01/11 – 11/30/11 Doc. No. 352 12/6/2011	\$68,942.50	\$2,213.22	Doc. No. 388 12/29/2011	\$55,154.00	\$2,213.22	\$13,788.50
12/01/11 – 12/31/11 Doc. No. 446 1/12/2012	\$970,613.00	\$1,123.40	TBD	\$56,490.40 ²	\$1,123.40 ³	\$14,122.60 ⁴
Total:	\$272,886.00	\$6,641.45		\$218,308.80	\$6,641.45	\$54,577.20

PLEASE TAKE NOTICE that on January 19, 2012, Elliott Greenleaf, Counsel to the above-captioned debtors (the “Debtors”), filed the attached Second Quarterly Fee Application of Elliott Greenleaf as Counsel to the Debtors, for Compensation for

² Provided no objections are filed.

³ Provided no objections are filed.

⁴ *Id.*

Services Rendered and Reimbursement of Expenses for the Period of October 1, 2011 through December 31, 2011 (the “Quarterly Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Quarterly Application must be made in accordance with this Court’s Interim Compensation Order and (a) must be filed no later than **February 2, 2012 at 4:00 PM** (the “Objection Deadline”) and (b) be served upon and received by (i) the Debtors, Pegasus Rural Broadband, 225 City Line Avenue, Suite 100, Bala Cynwyd, PA 19004 (Attn: Scott Blank, Senior Vice President, Legal and Corporate Affairs, and General Counsel); (ii) counsel to the Debtors, Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahralddin-Aravena, Esq.); (iii) counsel for the DIP Lender, Drinker Biddle & Reath LLP, One Logan Square, Suite 2000, Philadelphia, PA 19103, Attention: Michael Jordan, Esq.; and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attention: Mark S. Kenney, Esq.) no later than the Objection Deadline.

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PLEASE TAKE FURTHER NOTICE that a hearing on the Quarterly Application is scheduled for **February 9, 2012 at 3:00 PM** before the Honorable Peter J. Walsh, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

Dated: **January 19, 2012**
Wilmington, Delaware

ELLIOTT GREENLEAF

/s/ Shelley A. Kinsella

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)

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