

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**ORDER AUTHORIZING THE DEBTORS AND DEBTORS IN
POSSESSION TO RETAIN AND EMPLOY HEWITT ASSOCIATES LLC AS
COMPENSATION CONSULTANT PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)**

Upon consideration of the application (the "Application") of Pegasus Satellite Television, Inc. and certain of its affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),¹ by which the Debtors requested the entry of an order authorizing the Debtors to retain and employ Hewitt as their expert compensation consultant in these chapter 11 cases pursuant to 11 U.S. C. §§ 327(a) and 328(a); and upon the Affidavit of Ted S. Lodge, President, Chief Operating Officer and Counsel of Pegasus Satellite Communications, Inc. in Support of First Day Motions; and upon the Affidavit of C. Lawrence Connolly, III, Corporate Secretary of Hewitt, attached to the Application as Exhibit A, in support of the retention of Hewitt; and Notice of this Application has been given to (i) the United States Trustee for the District of Maine; (ii) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (iii) the administrative agents for the credit facilities of

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.

Pegasus Media & Communications, Inc. and Pegasus Satellite Communications, Inc. (“PSC”); (iv) each of the indenture trustees for each series of notes of PSC and (v) those parties in interest who have filed a Notice of Appearance. The Debtors submit that in light of the nature of the relief requested, no further notice is required it is hereby

ORDERED, that the Application is granted in its entirety; and it is further

ORDERED, that the Debtors are authorized to retain and employ Hewitt,² as their employee compensation consultants in these chapter 11 cases, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, on the terms and conditions described in the Application, nunc pro tunc, as of June 2, 2004; and it further

ORDERED, that Hewitt is to provide any and all Contracted and Additional Services for the Debtors that are necessary or appropriate in connection with these chapter 11 cases; and it is further

ORDERED, that Hewitt will be compensated for the Contracted Services based upon a fixed fee of \$80,000, including expenses; and it is further

ORDERED, that Hewitt is excused from the requirements of maintaining time records in tenth of an hour increments as set forth in Local Rule 2016-1(a); and it is further

ORDERED, that Hewitt will be compensated for the Additional Services, if any, based on hourly rates set forth in the Application; and it is further

ORDERED, that Hewitt will file one fee application with the Court with respect to the fixed fee for Contracted Services in which it will include a standard monthly billing statement, which will set forth, by general description, the services preformed, the name and title

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

of the individuals performing such services and the billing rates for those individuals; and it is further

ORDERED, that to the extent Hewitt performs the Additional Services, Hewitt will submit fee application(s) that also provide the same information as provided above; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any matters related to or arising from the implementation or interpretation of this Order.

Dated: _____, 2004

UNITED STATES BANKRUPTCY JUDGE