

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**AFFIDAVIT BY C. LAWRENCE CONNOLLY, III, IN SUPPORT OF  
APPLICATION FOR 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)**

*STATE OF ILLINOIS* )  
) SS:  
*COUNTY OF LAKE* )

I, C. Lawrence Connolly, III, being duly sworn, hereby depose and say:

1. I am Secretary of Hewitt Associates LLC ("Hewitt"), a professional consulting firm, with its corporate headquarters located at 100 Half Day Road, Lincolnshire, Illinois 60069-3342. I am duly authorized to make this Affidavit on behalf of Hewitt. I submit this Affidavit in accordance with sections 327 and 328 of title 11 of the United States Code (the "Bankruptcy Code") in support of the application (the "Application") of the above captioned debtors and debtors-in-possession (the "Debtors") for an order pursuant to sections 327(a) and 328(a) of the Bankruptcy Code authorizing the Debtors to retain and employ Hewitt as their compensation consultant in these chapter 11 cases.

2. Unless otherwise stated in this Affidavit, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto. Capitalized terms and

phrases not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

### **HEWITT'S PROFESSIONAL QUALIFICATIONS**

3. Hewitt is particularly well suited to provide the Contracted Services required by the Debtors. Hewitt is a global outsourcing and consulting firm delivering a complete range of human capital management services to companies. Hewitt provides services from 86 offices in 37 countries. Hewitt has extensive expertise and over 60 years of experience in assisting companies in connection with corporate restructuring and a variety of corporate planning needs. In addition, Hewitt is an independent company, with no ties to any public accounting firms, investment banking firms, credit rating agencies, management consulting firms or financial services organizations. The Debtors will benefit from Hewitt's vast experience in performing consulting services for companies undergoing financial reorganizations, both in and out of chapter 11.

4. Hewitt has expertise and experience with executive employment issues with respect to the telecommunications industry in general and the cable and satellite television industries in particular. Hewitt's client roster includes more than half of the Fortune 500 companies and more than a third of the Fortune Global 500 companies. As the largest multi-service human resource delivery provider in the world, Hewitt handles more than 53 million HR-related customer interactions a year from more than 13 participants. For 60 years, Hewitt has been pioneering HR ideas, services and products to improve its clients' business results.

5. Hewitt's executive compensation practice team is comprised of senior consultants, junior consultants and support staff who have extensive experience providing

services like the Contracted Services. Members of this team typically hold a law degree or master in business administration.

### **HEWITT'S RELATIONSHIP WITH THE DEBTORS**

6. As a result of the proposed engagement of Hewitt by the Debtors, Hewitt has become familiar with the Debtors' compensation and incentive programs. I believe that Hewitt and the professionals it employs are uniquely qualified to advise the Debtors in the matters for which Hewitt is proposed to be employed. The Debtors have requested that Hewitt serve as their compensation consultant during these chapter 11 cases to analyze whether the Debtors' compensation and incentive programs are reasonable, and whether such programs are comparable to other compensation and incentive programs in the cable and satellite television industry.

### **DISINTERESTEDNESS AND ELIGIBILITY**

7. In preparing this Affidavit, I caused to be reviewed a list of the significant parties-in-interest provided to Hewitt by the Debtors (the "Interested Parties"), which is attached hereto as Schedule 1. The identities of the Interested Parties were provided to Hewitt by the Debtors. The list of the Interested Parties is comprised of the following:

- a) The Debtors;
- b) The Debtors' officers and directors
- c) The Debtors' significant creditors;
- d) The Debtors' secured lenders;
- e) Persons holding a large percentage of the Debtors' issued and outstanding voting securities;
- f) The Debtors' professionals in this bankruptcy case;

- g) The Debtors' significant trade creditors; and
- h) Other professionals employed by the Debtors.

8. To the best of my knowledge and belief, neither Hewitt, I, nor any other employee of Hewitt has any connection with or holds any interest adverse to the Interested Parties in the matters on which Hewitt is proposed to be retained, except as follows:

- a) The Debtors have many creditors. From time to time, Hewitt may perform or may have performed services for, or maintained other commercial or professional relationships with, certain creditors of the Debtors and various other parties adverse to the Debtors, in each case in matters unrelated to this case.
- b) From time to time, Hewitt also may have had dealings on other unrelated matters with certain of the other professionals expected to provide services in this case.

9. To the best of my knowledge, information and belief, Hewitt has not been retained to assist any entity or person other than the Debtors on matters relating to, or in direct connection with, this case. If Hewitt's proposed retention by the Debtors is approved by this Court, Hewitt will not accept any engagement or perform any service that is adverse to the Debtors for any entity or person other than the Debtors in this case. Hewitt will, however, continue to provide professional services to entities or persons that may be creditors or equity security holders of the Debtors or parties-in-interest in this case, provided that such services do not relate to, or have any direct connection with, this case.

10. Insofar as I have been able to determine, Hewitt and the employees of Hewitt that will work on this engagement do not hold or represent any interest adverse to the Debtors or its estate, and Hewitt is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code, in that Hewitt, its professionals and employees:

- a) are not creditors, equity security holders or insiders of the Debtors;

- b) are not and were not investment bankers for any outstanding security of the Debtors;
- c) have not been, within three years before the date of the filing of the Debtors' chapter 11 petition, (i) investment bankers for a security of the Debtors or (ii) attorneys for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- d) were not, within two years before the date of filing of the Debtors' chapter 11 petition, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

11. I am not related or connected to and, to the best of my knowledge, no other professional of Hewitt who will work on this engagement is related or connected to, any United States Bankruptcy Judge for the District of Maine, any of the District Judges for the District of Maine who handle bankruptcy cases, the United States Trustee for this Region or any employee in the Office of the United States Trustee for this Region.

12. If Hewitt discovers any additional information that requires disclosure, Hewitt will promptly file a supplemental Affidavit with this Court.

#### **COMPENSATION AND FEE APPLICATION**

13. The terms of Hewitt's proposed compensation are fully set forth in the Consultant Agreement, and I respectfully refer this Court to the Consultant Agreement, which is attached hereto as Exhibit B to the Application, for a full recitation of its terms.

14. Subject to the Court's approval, Hewitt's compensation for the Contracted Services would be a fixed fee of \$80,000, including expenses. The fixed fee would be paid in one lump sum payment on the Petition Date. The fixed fee was calculated by multiplying the Debtors' and Hewitt's estimate that approximately 250 hours of Contracted Services will need to

be performed at an average hourly billing rate of \$320. Furthermore, with respect to the Additional Services, if any, compensation will generally be based on the following hourly rates:

<i>Staff Level</i>	<i>Hourly Billing Rate</i>
Lead Compensation Consultants	\$400 - \$600
Junior Compensation Consultants	\$250 - \$400
Compensation Analysts	\$150- \$250
Administrative Assistant(s)	\$100 - \$175

15. The fixed fees and expense reimbursement provisions described above as well as the hourly rates are consistent with normal and customary billing practices for cases of this size and complexity that require the level and scope of services outlined. Hewitt and the Debtors also believe that the foregoing compensation arrangements are both reasonable and market-based.


16. It is not the general practice of human resource consulting firms to keep detailed time records similar to those customarily kept by attorneys. As a result, it would be prohibitively difficult for Hewitt to maintain its time record in accordance with the tenth of an hour increments set forth in Local rule 2016-1(a)(3)(i). However, Hewitt would file one fee application with respect to the fixed fee for Contracted Services in which Hewitt will include a standard monthly billing statement, which will set forth by general description the services performed, and it will also identify the employees providing the services by name and title, as well as a range of billing rates for those individuals.

17. To the extent that Hewitt performs any Additional Services, Hewitt will submit fee applications that also provide the same information mentioned above.

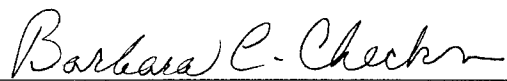
18. Hewitt seeks approval of the terms of its compensation pursuant to section 328(a) of the Bankruptcy Code. Except as provided above and subject to Court approval, Hewitt intends to apply to the Court for allowance of compensation and reimbursement of expenses in

accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the District of Maine Local Bankruptcy Rules, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 ("Fee Guidelines"), and orders of this Court.

Dated: June 1, 2004

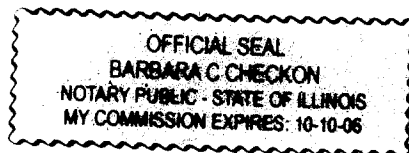
  
\_\_\_\_\_  
C. Lawrence Connolly, III  
Secretary  
Hewitt Associates LLC

Sworn to and subscribed before  
me this 1<sup>st</sup> day of June, 2004.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 10-10-2006

CHI 2962663v1





# **SCHEDULE 1**

SCHEDULE 1

ALL PEGASUS ENTITIES (including non-debtor affiliates)

ARGOS SUPPORT SERVICES COMPANY  
B.T. SATELLITE, INC.  
BRIDE COMMUNICATIONS, INC.  
CARR RURAL TV, INC.  
DBS TELE-VENTURE, INC.  
DIGITAL TELEVISION SERVICES OF INDIANA, LLC  
PBT HOLDING, INC.  
PEGASUS BROADCAST TELEVISION I, INC.  
PEGASUS SATELLITE FINANCE CORPORATION  
PEGASUS SATELLITE TELEVISION I, INC.  
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 COMMUNICATIONS CORPORATION  
PEGASUS COMMUNICATIONS CORPORATION PAC  
PEGASUS COMMUNICATIONS MANAGEMENT COMPANY  
PEGASUS DEVELOPMENT 107 CORPORATION  
PEGASUS DEVELOPMENT 107 LICENSE CORPORATION  
PEGASUS DEVELOPMENT 9182 CORPORATION  
PEGASUS DEVELOPMENT CORPORATION  
PEGASUS DEVELOPMENT DBS CORPORATION  
PEGASUS GUARD BAND, LLC  
PEGASUS LETTER OF CREDIT SUBSIDIARY, INC.  
PEGASUS MEDIA & COMMUNICATIONS, INC.  
PEGASUS REAL ESTATE COMPANY  
PEGASUS RURAL BROADBAND, LLC  
PEGASUS RURAL TELEVISION, LLC  
PEGASUS PCS PARTNERS, LP  
PEGASUS SATELLITE COMMUNICATIONS HOLDINGS, INC.  
PEGASUS SATELLITE COMMUNICATIONS, INC.  
PEGASUS SATELLITE DEVELOPMENT CORPORATION  
PEGASUS SATELLITE TELEVISION OF ILLINOIS, INC.  
PEGASUS SATELLITE TELEVISION, INC.  
PEGASUS TRAVEL, INC.  
PMC SATELLITE DEVELOPMENT, LLC  
PORTLAND BROADCASTING, INC.  
PRIMEWATCH, INC.  
PST HOLDINGS, INC.

SATELLITE ACCESS CORPORATION  
SOUTH PLAINS DBS, L.P.  
TELECAST OF FLORIDA, INC.  
WDSI LICENSE CORPORATION  
WFXU CORPORATION  
WFXU LICENSE CORPORATION  
WGFL CORPORATION  
WGFL LICENSE CORPORATION  
WILF, INC.  
WOLF LICENSE CORPORATION  
WPME CORPORATION  
WPME LICENSE CORPORATION  
WTLH LICENSE CORPORATION

50 LARGEST UNSECURED CREDITORS

BANK ONE  
BASIC YOUR BEST BUY INC.  
BCK COMMUNICATIONS  
CITY OF MARLBOROUGH  
COLLECTECH SYSTEMS, INC.  
COMMISSIONER OF REVENUE SERVICES  
DIRECTV  
DIRECTV LITIGATION VERDICT  
ESTADO LIBRE ASOCIADO DE PUERTO RICO  
FEDEX  
FLORIDA DEPARTMENT OF FINANCE  
FLORIDA DEPARTMENT OF REVENUE  
INDIANA DEPARTMENT OF REVENUE  
IOWA DEPARTMENT OF REVENUE  
JOHNSON COUNTY TAC  
JOHNSON COUNTY TREASURER  
JP MORGAN TRUST COMPANY NA (11.25% SR. NOTES DUE 2010)  
KANSAS DEPARTMENT OF REVENUE  
MINNESOTA DEPARTMENT OF REVENUE  
NATIONWIDE CREDIT, INC.  
NEBRASKA DEPARTMENT OF REVENUE  
NEW MEXICO TAXATION  
NORTEL NETWORKS  
NORTH CAROLINA DEPARTMENT OF REVENUE  
NRTC  
NUCENTRIX CONVERSIONS  
PEGASUS COMMUNICATIONS CORPORATION  
PETRY TELEVISION  
PROFESSIONAL SATELLITE & COMMUNICATIONS  
RF MEDIA ASSOCIATES  
SATELLITE SYSTEM NETWORK  
SOUTH CAROLINA DEPARTMENT OF REVENUE  
SOUTH DAKOTA STATE TREASURER  
STATE CONTROLLER - TEXAS

STATE OF TEXAS COMPTROLLER  
STATE TAX COMMISSIONER  
TENNESSEE DEPARTMENT OF REVENUE  
THE WB TV NETWORK  
TREASURER OF STATE (OHIO)  
TWENTIETH CENTURY FOX  
UTAH STATE TAX COMMISSION  
VERMONT DEPARTMENT OF TAXES  
W. DALE SUMMERFORD  
WACHOVIA BANK, NATIONAL ASSOCIATION  
(12.375% SR. NOTES DUE 2006)  
WACHOVIA BANK, NATIONAL ASSOCIATION  
(12.5% SR. NOTES DUE 2007)  
WACHOVIA BANK, NATIONAL ASSOCIATION  
(13.5% SR. NOTES DUE 2007)  
WACHOVIA BANK, NATIONAL ASSOCIATION  
(9.625% SR. NOTES DUE 2005)  
WACHOVIA BANK, NATIONAL ASSOCIATION  
(9.75% SR. NOTES DUE 2006)  
WEBCLICK CONCEPTS, INC.  
WEST VIRGINIA STATE TAX DEPARTMENT

**MAJOR LENDERS TO THE DEBTORS**

1888 FUND LTD  
A3 FUNDING LP  
ABLECO FINANCE LLC  
AMMC CDO I LIMITED  
AMMC CDO II LTD  
APEX (TRIMARAN) CDO I, LTD  
ARCHIMEDES FUNDING III LTD  
AVERY POINT CLO LTD  
BALLYROCK CDO I LIMITED  
BANK OF AMERICA  
BANK OF AMERICA DISTRESSED TRADE  
BILL & MELINDA GATES FOUNDATION  
BINGHAM CDO LP  
BLUE SQUARE FUNDING LIMITED SER 3  
BRANT POINT CBO 1999-1 LTD  
CALIFORNIA ENDOWMENT  
CALIFORNIA PUBLIC EMPLOYEES  
CANPARTNERS INVESTMENTS IV LLC  
CASTLE HILL I - INGOTS LTD  
CASTLE HILL II - INGOTS LTD  
CENTURION CDO II LTD  
CENTURION CDO VI LTD  
CANADIAN IMPERIAL BANK OF COMMERCE  
COHANZICK CREDIT OPPORTUNITIES FUND, LTD.  
COHANZICK HIGH YIELD PARTNERS, LP  
CREDIT OPPORTUNITIES FUNDING INC  
DAIMLER CHRYSLER CORPORATION MASTER  
DELTA MASTER TRUST  
DEBT STRATEGIES FUND INC.  
DEUTSCHE BANK TRUST CO AMERICAS  
ELF FUNDING TRUST I  
EMERALD ORCHARD LIMITED  
ENDURANCE CLO I LTD

FERNWOOD ASSOCIATES  
FERNWOOD RESTRUCTURING  
FIDELITY ADVISOR SERIES II  
FIR TREE RECOVERY MASTER FUND LP  
FIR TREE VALUE PARTNERS LDC  
FRANKLIN CLO II, LIMITED  
FRANKLIN FLOATING RATE TRUST  
FRANKLIN FLOATING RATE DAILY ACCESS  
FRANKLIN FLOATING RATE MASTER  
GABRIEL CAPITAL, L.P.  
GENERAL BOARD OF PENSION AND HEALTH  
GENERAL MOTORS INVESTMENT  
GLENEAGLES TRADING LLC  
GMAC INVESTMENT FUNDS  
GREAT POINT CLO 1999-1 LTD  
HALCYON FUND  
HARBOUR TOWN FUNDING LLC  
HIGHLAND LEGACY LIMITED  
HIGHLAND LOAN FUNDING V LTD  
HIGHLAND OFFSHORE PARTNERS LP  
IBM RETIREMENT PLAN  
ING PRIME RATE TRUST  
ING SENIOR INCOME FUND  
INNER HARBOR CBO 2001-1 LTD  
INTERNATIONAL PAPER RETIREMENT PLAN  
IOWA PUBLIC EMPLOYEES RETIREMENT  
J PAUL GETTY TRUST  
KZH CYPRESS TREE-1 LLC  
KZH STERLING LLC  
LONG LANE MASTER TRUST IV  
LONGHORN CDO (CAYMAN) LTD  
LONGHORN CDO II LTD  
MAGMA CDO LTD  
MASTER SENIOR FLOATING RATE TRUST  
MERRILL LYNCH GLOBAL INVESTMENT SERIES  
MERRILL LYNCH PRIME RATE PORTFOLIO  
MICROSOFT CORPORATION  
ML CBO IV CAYMAN LTD  
ML CLO XV PILGRIM AMERICA CAYMAN  
ML CLO XX PILGRIM AMERICA CAYMAN  
OCM HIGH YIELD FUND II LP  
OCM HIGH YIELD LIMITED PARTNERSHIP  
OCM HIGH YIELD TRUST  
ORIX FINANCE CORP I  
PACIFIC GAS AND ELECTRIC COMPANY  
PAM CAPITAL FUNDING LP  
PAMCO CAYMAN LTD  
PILGRIM AMERICA HIGH INCOME INVESTMENT  
PILGRIM CLO 1999-1 LTD  
QWEST PENSION TRUST  
RACE POINT CLO LIMITED  
RACE POINT II CLO LIMITED  
RESTORATION FUNDING CLO LTD  
SAB CAPITAL PARTNERS II  
SAB CAPITAL PARTNERS, LP  
SAB OVERSEAS FUND

SAN DIEGO COUNTY EMPLOYEES  
SANKATY HIGH YIELD PARTNERS III LP  
SAWGRASS TRADING LLC  
SEA PINES FUNDING LLC  
SENIOR HIGH INCOME PORTFOLIO  
SEQUILS CENTURION V, LTD.  
SEQUILS PILGRIM I LTD  
SEQUILS-ING I (HBDGM) LTD  
STANFIELD ARBITRAGE CDO, LTD.  
STANFIELD CLO LTD  
STANFIELD QUATTRO CLO LTD  
STANFIELD/RMF TRANSATLANTIC CDO LTD  
STATE TEACHERS RETIREMENT SYSTEM  
STELLAR FUNDING LTD  
SUNAMERICA LIFE INSURANCE COMPANY  
SUNAMERICA SENIOR FLOATING RATE  
THE PRESIDENT & FELLOWS OF HARVARD  
COLLEGE  
T ROWE PRICE HIGH YIELD FUND INC  
T ROWE PRICE INSTITUTIONAL HIGH  
TORONTO DOMINION (NEW YORK), INC.  
TRIPAR PARTNERSHIP  
TRS CALLISTO LLC  
TRS ELARA LLC  
UBS AG, STAMFORD BRANCH  
VULCAN VENTURES INC  
WELLS CAPITAL MANAGEMENT  
WELLS FARGO BANK NA  
WHIPPOORWILL DISTRESSED OPPORTUNITY  
FUND, L.P.  
WILMINGTON TRUST COMPANY  
WINDSOR LOAN FUNDING LIMITED

**PARTIES TO SIGNIFICANT LITIGATION  
WITH THE DEBTORS**

ANTERA BROADBAND, INC.  
ASSOULIN, MICHAEL D/B/A DISH AMERICA  
CABLE AMERICA, INC. D/B/A SATELLITE  
AMERICA, INC.  
DIRECTV  
ERVING FOODS  
FOX ENTERTAINMENT GROUP, INC. (PARENT  
TO DIRECTV)  
GALAXY AMERICAN COMMUNICATIONS  
GALAXY TELECOM, L.P.  
GENSSER PELLECCER D/B/A SATELLITE  
CONCEPTS  
HESTER, FELICIA  
HUGHES ELECTRONICS CORPORATION  
(PARENT TO DIRECTV)  
JONES, OLA  
MIDAMERICAN CABLE SYSTEMS, L.P.  
MILLER, DAVID  
MORRIS, GREGORY  
NEW PATH COMMUNICATIONS, L.C.

NEWS CORPORATION, LTD. (PARENT TO  
DIRECTV)  
OMEGA SATELLITE  
PARACOMM, INC.  
R/COM, L.C.  
RAMSEY, JATARQUA  
RUSSELL, ROBERT  
TELEPARTNERS, L.L.C.  
WESTCOM, L.C.

**MAJOR INSURANCE CARRIERS,  
REINSURANCE CARRIERS, AGENTS AND  
BROKERS**

NATIONAL CASUALTY COMPANY  
XL SPECIALTY INSURANCE CO.  
HOUSTON CASUALTY  
SCOTTSDALE INSURANCE CO.  
HARTFORD FIRE INS. CO.  
CHUBB GROUP

**INDENTURE TRUSTEES**

J.P MORGAN TRUST COMPANY, N.A.  
FIRST UNION NATIONAL BANK  
WACHOVIA BANK, NA

**EQUITY HOLDERS HOLDING MORE THAN  
5% OF THE EQUITY IN ANY ONE OF THE  
DEBTORS**

ARGOS SUPPORT SERVICES COMPANY  
BRIDE COMMUNICATIONS, INC.  
DTS MANAGEMENT (SOLE MEMBER)  
GOLDEN SKY HOLDINGS, INC.  
GOLDEN SKY SYSTEMS, INC.  
GOLDEN SKY SYSTEMS, INC. (GENERAL  
PARTNER)  
LEC DEVELOPMENT, INC. (GENERAL  
PARTNER)  
PEGASUS BROADCAST TELEVISION, INC.  
(GENERAL PARTNER)  
PEGASUS BROADCAST TELEVISION, INC.  
PEGASUS COMMUNICATIONS CORPORATION  
PEGASUS DEVELOPMENT CORPORATION  
PEGASUS DEVELOPMENT CORPORATION  
PEGASUS MEDIA & COMMUNICATIONS, INC.  
PEGASUS SATELLITE COMMUNICATIONS,  
INC.  
PEGASUS SATELLITE TELEVISION, INC.  
PEGASUS SATELLITE TELEVISION, INC.  
(SOLE MEMBER)  
PST HOLDINGS, INC.

**ADDITIONAL EQUITY HOLDERS IN  
PEGASUS SATELLITE COMMUNICATIONS,  
INC.**

JPMORGAN CHASE BANK

AMERICAN EXPRESS TRUST COMPANY  
BEAR, STEARNS SECURITIES, CORP.  
CITIBANK, N.A.  
FLEET NATIONAL BANK  
J.J.B HILLIARD, W.L. LYONS, INC.  
LEHMAN BROTHERS, INC.  
MORGAN STANLEY & CO. INCORPORATED  
PNC BANK, NATIONAL ASSOCIATION  
STATE STREET BANK AND TRUST COMPANY  
WACHOVIA CAPITAL MARKETS, LLC

**EQUITY HOLDERS HOLDING MORE THAN  
5% OF THE EQUITY IN PEGASUS  
COMMUNICATIONS CORPORATION**

ALTA COMMUNICATIONS VI, L.P  
AVENUE SPECIAL SITUATIONS FUND II, LP  
DBS INVESTORS, LLC  
FMR CORP.  
JOHN HANCOCK FINANCIAL SERVICES, INC.  
PAR CAPITAL MANAGEMENT, INC.  
FARLEY, STEPHEN L.  
PERRY CORP.  
PENINSULA CAPITAL ADVISORS.

**DIRECTORS AND OFFICERS OF THE FILING  
ENTITIES**

BLANK, SCOTT A.  
CARPENTER, LEE M.  
CRATE, CHERYL  
DIDIO, JOHN  
DORRAN, WILLIAM  
FINCK, DOUGLAS B.  
HANE, JOHN  
HEISLER, KAREN M.  
JORDAN, MICHAEL B.  
LINDGREN, RORY J.  
LODGE, TED S.  
PAGON, MARSHALL W.  
PARIS, JACK  
POOLER, JOSEPH W., JR.  
ROLFE, DENISE  
VERLIN, HOWARD E.  
YANNUZZI, MICHAEL

**OTHER RETAINED PROFESSIONALS**

ARNOLD & PORTER  
BALCH & BINGHAM LLP  
CAPELL & HOWARD, P.C.  
CAPITAL MANAGEMENT ASSOCIATES, INC.  
DRINKER BIDDLE & REATH LLP  
FLEISHMAN & WALSH  
FTI CONSULTING, INC.  
HERBEIN & COMPANY, INC.  
HEWITT ASSOCIATES  
HUNTER, MACLEAN, EXLEY & DUNN

KEKST & COMPANY, INC.  
KING & SPAULDING LLP  
LEWIS, FISHER, HENDERSON, CLAXTON &  
MULROY  
LYNN, TILLOTSON & PINKER, LLP  
MARTINEZ, ODELL & CALABRIA  
MILLER BUCKFIRE LEWIS YING & CO., LLC  
POLSNELLI, SHALTON & WELTE  
PRICEWATERHOUSECOOPERS  
RICHARDS, LAYTON & FINGER  
SEYFARTH SHAW LLP  
SHAW PITTMAN

**SIGNIFICANT VENDORS TO THE DEBTORS**

ALLIANCE DATA SYSTEMS  
BUDD BROADCASTING  
CARSEY-WERNER DISTRIBUTION  
COLUMBIA (CHICAGO)  
KB PRIME MEDIA LLC  
KING WORLD PRODUCTIONS  
METRON NORTH AMERICA  
NEW YORK TIMES WNEP-TV  
NIELSON MEDIA RESEARCH  
PARAMOUNT DOMESTIC T.V.  
PERFECT 10 SATELLITE DISTRIBUTING  
COMPANY  
PETRY TELEVISION  
RF MEDIA ASSOCIATES  
SPECTRASITE BROADCAST GROUP  
TWENTIETH CENTURY FOX  
VAC SERVICE CORP.  
WARNER BROTHERS INC.  
WCSH, PORTLAND ME