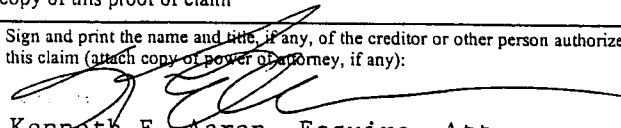


# Exhibit D

<b>United States Bankruptcy Court -</b>		<b>PROOF OF CLAIM</b>
Name of Debtor Pegasus Satellite Television, Inc.		Case Number 04-20878
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Felton Street Associates Limited Partnership		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent: Felton Street Associates Limited Partnership c/o Kenneth E. Aaron, Esquire Weir & Partners LLP 1339 Chestnut Street, Suite 500 Philadelphia, PA 19107 Telephone number: 215-665-8181		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces a previously filed claim dated: _____ <input type="checkbox"/> amends
<b>1. Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Lease</u>		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2. Date debt was incurred:</b> 2/25/00		<b>3. If court judgment, date obtained:</b>
<b>4. Total Amount of Claim at Time Case Filed: \$ 2,905,100.28</b> (unsecured) (secured) (priority) (Total)		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____  Amount of arrearage and other charges <u>at time case filed</u> included in the secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
<b>6. Unsecured Nonpriority Claim \$ 2,905,100.28</b> <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.		This Space is for Court Use Only
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  <b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.  <b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date 1/26/05	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  Kenneth E. Aaron, Esquire, Attorney	

Prepetition Claim (Pre 6/2/2004)	Total Invoice	Prepetition Portion	Post Petition Portion*
Electric 3/23-4/21	8,464.01	8,464.01	0
Gas 4/2-5/4	1,709.82	1,709.82	0
Electric 4/21-5/20	3,751.81	3,751.81	0
Electric 4/21-5/20	8,637.39	8,637.39	0
Gas 5/4-6/4	380.00	355.48	24.52
Electric 5/20-6/22	4,565.65	1,879.92	2,685.73
Electric 5/20-6/22	9,769.44	4,022.76	5,746.68
<b>Subtotal Prepetition Claim</b>	<b>37,278.12</b>	<b>28,821.20</b>	<b>8,456.92</b>

\* Post Petition Portions Have Been Paid. There do remain outstanding utility bills not yet received that will cover a portion of the period they were in possession of the premises

Post Rejections (Rejection Effective of 12/31/2004)	Rent	Vacant Space Utilities
Jan-05	132,236.50	6,000.00
Feb-05	132,236.50	6,000.00
Mar-05	132,236.50	6,000.00
Apr-05	132,236.50	6,000.00
May-05	132,236.50	6,000.00
Jun-05	132,236.50	6,000.00
Jul-05	132,236.50	6,000.00
Aug-05	132,236.50	6,000.00
Sep-05	138,247.25	6,000.00
Oct-05	138,247.25	6,000.00
Nov-05	138,247.25	6,000.00
Dec-05	138,247.25	6,000.00
<b>Subtotal Year 1 Post Rejection</b>	<b>1,610,881.00</b>	<b>72,000.00</b>

Leasing Commissions	SF	\$ PSF	Total
	72,219.00	\$ 7.00	\$ 505,533.00

Unamortized Tenant Improvements	\$773,236.79
Interest Rate	7.50%
Gross Tenant Improvements	\$ 2,861,001.10
Term (Months)	88
Pmt	(\$39,404.79)
Commencement Date (After Partial Month)	Jun-00
Termination Date	Sep-07
Rejection Date +1 Year	Dec-05

Unamortized Leasing Commissions	\$167,079.79
Interest Rate	7.50%
Gross Leasing Commissions	\$ 574,984.95
Term (Months)	88
Pmt	(\$8,514.52)
Commencement Date (After Partial Month)	Jun-00
Termination Date	Sep-07
Rejection Date +1 Year	Dec-05

Summary of Damages	\$
Prepetition Utilities	28,821.20
Post Petition Rents	1,610,881.00
Post Petition Utilities	72,000.00
Leasing Commissions-Releasing	505,533.00
Unamortized Tenant Improvements-Primary	773,236.79
Unamortized Leasing Commissions	167,079.79
Less: Applied Security Deposit	(252,451.50)
<b>Net Claim Amount</b>	<b>\$ 2,905,100.28</b>