

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

DISTRICT OF )  
COLUMBIA ) SS:  
)

2. I am a partner in the firm of Shaw Pittman LLP (“Shaw Pittman”), which maintains offices at 2300 N Street N.W., Washington, D.C. 20037-1128, and elsewhere, and I am duly authorized to make this Affidavit on behalf of Shaw Pittman. I make this Affidavit in support of the Application of the above captioned debtors and debtors-in-possession (the “Debtors”), et al. for an Order Authorizing It to Retain and Employ Shaw Pittman, as Special Counsel in Connection with Certain Communications Law Matters (the “Application”). Except as set forth below, the facts set forth in this Affidavit are personally known to me based upon my

review of relevant documents and other pertinent information and, if called as a witness, I could and would testify thereto. In particular, the Schedules referenced herein and attached hereto and the disclosures derived therefrom were prepared by persons employed by Shaw Pittman and, as noted below, are based on, among other things, information provided by the Debtors or its counsel. Unless otherwise defined, all capitalized terms used herein have the meanings given to them in the Application.

3. By the Application, the Debtors seek to retain Shaw Pittman as special counsel, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, as of the Petition Date, to perform legal services in connection with Communications Law Matters. More specifically, the Matters relate to services Shaw Pittman renders to the Debtors and their affiliates with respect to businesses which it operates pursuant to authorizations issued by the Federal Communications Commission (“FCC”) including (i) counseling on issues of compliance with law and regulation affecting the operation of communications entities (The “Communications Laws”); (ii) the preparation, filing, and prosecution of FCC applications; (iii) the preparation and filing of reports and other submissions required by the Communications Laws; (iv) the preparation of pleadings and petitions filed at the FCC, or subsequently on appeal to relevant courts, dealing with rulemaking and adjudicatory matters involving a Debtor, either as an affected party or as a petitioner.

4. Shaw Pittman and certain of its attorneys have rendered legal services to the Debtors and certain of their non-debtor affiliates prior to the Debtors’ petition date. In particular, Shaw Pittman has represented the Debtors and certain of their non-debtor affiliates since 1993 in connection with, among other things, the licensing and operation of its television stations; licensing of other communications systems; and prosecution of administrative rulemakings and

adjudicatory matters before the FCC. As a result, Shaw Pittman is intimately familiar with the Debtors and their business operations. This familiarity will enable Shaw Pittman to serve the Debtors in an efficient and effective manner.

5. In addition to its actual representation of the Debtors, Shaw Pittman is particularly well suited for the type of representation required by the Debtors. Shaw Pittman's attorneys have extensive experience and knowledge respecting Communications regulatory matters, among other fields of expertise.

6. To the best of my knowledge, information and belief formed after reasonable inquiry, other than in connection with this case, neither I, nor Shaw Pittman, nor any partner or associate thereof has any connection with the Debtors, its creditors, the U.S. Trustee or any other party with an actual or potential interest in this chapter 11 case or their respective attorneys or accountants, except as set forth below or in paragraph 8:

- Shaw Pittman does not represent, and has not represented, any entity other than the Debtors in matters related to this chapter 11 case.
- Prior to the Petition Date, Shaw Pittman performed certain legal services for the Debtors as described in paragraph 4 above and in Shaw Pittman's Disclosure of Compensation (the "Compensation Disclosure"), a copy of which is attached hereto as Exhibit B. As set forth in the attached Schedule A, the Debtors and their affiliates paid Shaw Pittman \$549,476.09 during the 12 months immediately preceding the Petition Date on account of fees and expenses incurred by Shaw Pittman on matters relating to the Debtors and their affiliates. Of this total amount, approximately \$179,791.00 was incurred by the Debtors, and approximately \$369,685.09 was incurred by the Debtors' non-debtor affiliates.
- As stated above, Shaw Pittman in the past has performed legal services for certain of the Debtors' non-debtor affiliates. These non-debtor affiliates have requested that Shaw Pittman continue to provide legal services to them on matters in which their interests are not adverse to the Debtors or their estates, and Shaw Pittman has agreed to do so.
- In accordance with our review, it appears that Shaw Pittman has a current representation or former representation of certain of the entities listed on Schedule B

hereto, or their affiliates. The representations listed on Schedule B are wholly unrelated to the Debtors and these chapter 11 cases.

- In addition to the relationships described above, from time to time, Shaw Pittman likely has represented, and likely will continue to represent, certain other creditors of the Debtors and various other parties actually or potentially adverse to the Debtors in matters wholly unrelated to the Debtors or the chapter 11 case. As described below, however, Shaw Pittman has undertaken a detailed search to determine whether it represents or has represented any significant creditors, equity security holders, prospective investors, insurance carriers, insiders or other parties in interest in such wholly unrelated matters, and all such known representations are listed on attached Schedule B.
- Shaw Pittman has approximately 400 attorneys and approximately 600 other employees. It is possible that certain Shaw Pittman attorneys or employees hold interests in mutual funds or other investment vehicles that may own the Debtors' securities.

7. To check and clear potential conflicts of interest in this case, Shaw Pittman researched its comprehensive client database to determine whether it has or had any relationships with the following entities (collectively, the "Interested Parties"):

- (a) the Debtors and their nondebtor affiliates;
- (b) the Debtors' current directors and officers;
- (c) the Debtors' 50 largest unsecured creditors;
- (d) the major lenders to the Debtors;
- (e) significant vendors to the Debtors;
- (f) parties to significant litigation with the Debtors and nondebtor affiliates, including the Debtors' insurance carriers;
- (g) the Debtors' material secured creditors;
- (h) the Debtors' indenture trustees;
- (i) other significant parties in interest, including the Debtors' major equity holders; and

- (j) other retained professionals.

The identities of the Interested Parties were provided to Shaw Pittman by the Debtors, and are set forth on Schedule C attached hereto and incorporated herein by reference. To the extent that Shaw Pittman's research of its relationships with the Interested Parties indicated that Shaw Pittman is providing services to any of these entities (or affiliated entities) in matters unrelated to this chapter 11 case, the identities of such entities are set forth on Schedule B attached hereto and incorporated herein by reference.

8. Despite the efforts described above to identify and disclose Shaw Pittman's connections with parties in interest in this case, because Shaw Pittman is an international firm and because the Debtors are a large enterprise with hundreds, if not thousands, of creditors and other relationships, Shaw Pittman is unable to state with certainty that every client representation or other connection has been disclosed. In this regard, if Shaw Pittman discovers additional information that requires disclosure, Shaw Pittman will file a supplemental disclosure with the Court as promptly as possible.

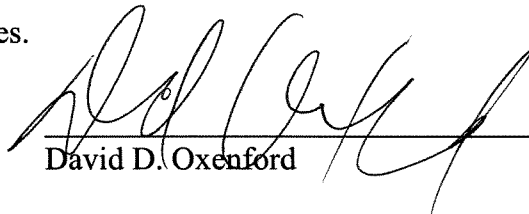
9. As far as I have been able to ascertain, neither I, nor Shaw Pittman, nor any partner or associate thereof, hold or represent any interest adverse to the Debtors or the estate in the matters for which Shaw Pittman is proposed to be retained. Accordingly, I believe that Shaw Pittman is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code.

10. Subject to the Court's approval and in accordance with section 330(a) of the Bankruptcy Code, Shaw Pittman intends to (a) charge for its professional services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses. Shaw Pittman will maintain detailed, contemporaneous records of time and any actual and necessary

expenses incurred in connection with the rendering of the services described above by category and nature of the service rendered. The current standard hourly rates of the primary attorneys presently designated to represent the Debtors range from \$195 to \$685. The hourly rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with this case. The hourly rates for project assistants, paralegals and similar non-lawyer personnel range from \$90 to \$195. The hourly rates set forth above are Shaw Pittman's standard hourly rates for work of this nature. Shaw Pittman's hourly rates are set at a level designed to fairly compensate Shaw Pittman for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned.

11. The proposed employment of Shaw Pittman is not prohibited by or improper under Bankruptcy Rule 5002. Shaw Pittman and the professionals it employs are qualified to represent the Debtors in the matters for which Shaw Pittman is proposed to be employed.

12. Shaw Pittman intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the local rules of this Court, and pursuant to any additional procedures that may be established by the Court in these cases.

  
David D. Oxenford

Sworn to before me this 3d day of June, 2004.

  
Notary Public

RICKY A. PURSLEY  
NOTARY PUBLIC, DISTRICT OF COLUMBIA  
My Commission Expires November 14, 2006

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

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

**DISCLOSURE OF COMPENSATION OF SHAW PITTMAN LLP**

Pursuant to section 329 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), David D. Oxenford hereby certifies as follows:

1. I am a member of the law firm of Shaw Pittman LLP (“Shaw Pittman”) and am duly authorized to make this Disclosure of Compensation on behalf of Shaw Pittman in connection with the Application of the above captioned debtors and debtors-in-possession (the “Debtors”), et al. for an Order Authorizing It to Retain and Employ Shaw Pittman, as Special Counsel in Connection with Certain Communications Law Matters (the “Application”). The facts set forth in this Disclosure of Compensation are personally known to me based upon my review of the relevant documents and other pertinent information and, if called as a witness, I could and would testify thereto. Unless otherwise defined, all capitalized terms used herein have the meanings given to them in the Application.

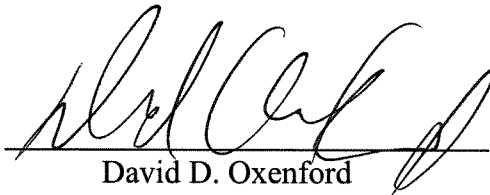
2. The Debtor and its affiliates have paid Shaw Pittman \$539,476.09 during the 12 months immediately preceding the Petition Date on account of fees and expenses

incurred by Shaw Pittman on matters relating to the Debtor and its affiliates (collectively, the "Prepetition Payments"). Of this total amount, approximately \$179,791.00 was incurred by the Debtors, and approximately \$369,685.09 was incurred by the Debtors' non-debtor affiliates. The source of the Prepayment and the Prepetition Payments was the operating cash of the Debtor and its affiliates.

3. Neither I, nor Shaw Pittman, nor any partner or associate thereof has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtor's chapter 11 case, other than as permitted by the Bankruptcy Code.

4. Shaw Pittman has not agreed to share compensation received in connection with this case with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 in respect of the sharing of compensation among Shaw Pittman's partners.

Dated: June 2, 2004



David D. Oxenford



**SCHEDULE B**  
**ENTITIES WITH WHICH SHAW PITTMAN LLP**  
**HAS A CURRENT OR FORMER RELATIONSHIP**

**LIST OF PEGASUS CORPORATE ENTITIES FOR WHICH SHAW PITTMAN LLP HAS DONE WORK:**

BDI Associates LLC  
Bride Communications, Inc.  
BT Satellite, Inc.  
HMW, Inc.  
Pegasus Broadcast Associates, L.P.  
Pegasus Capital Holdings, LLC  
Pegasus Communications Corporation  
Pegasus Communications Portfolios Holdings, Inc.  
Pegasus Development 107 Corporation  
Pegasus Development 107 License Corporation  
Pegasus Development Corporation  
Pegasus Development DBS Corporation  
Pegasus Guard Band, LLC  
Pegasus IVDS, Inc.  
Pegasus Media & Communications, Inc.  
Pegasus Rural Broadband  
Pegasus Rural Television, LLC  
Pegasus Satellite Communications Holdings, Inc.  
Pegasus Satellite Communications, Inc.  
Portland Broadcasting, Inc.  
Satellite Access Corporation  
WDBD License Corporation  
WILF, Inc.  
WDSI License Corporation  
WFXU Corporation  
WFXU License Corporation  
WGFL License Corporation  
WOLF License Corporation  
WPME Corp.  
WPME License Corp.  
WTLH License Corporation

**50 LARGEST UNSECURED CREDITORS**

AIG Gloval Investments  
American Express Asset Management  
DirecTV  
J.P. Morgan Trust Company, N.A.

Wachovia Bank, NA  
Warner Brothers, Inc.  
King World Productions  
KB Prime Media, LLC  
WNEP TV  
Nielson Media Research  
Bank One  
Fedex Corporation  
Nortel Networks  
Paymentech

#### MAJOR LENDERS TO THE DEBTORS

Archimedes Funding III Ltd  
Bank of America  
Centurion CDO VI Ltd  
Canadian Imperial Bank of Commerce  
Daimler Chrysler Corporation Master  
Deutsche Bank Trust Co Americas  
GMAC Investment Funds  
Great Point CLO 1999-1 Ltd  
International Paper Retirement Plan  
KZH Sterling LLC  
Long Lane Master Trust IV  
Merrill Lynch Global Investment Series  
Merrill Lynch Prime Rate Portfolio  
OCM High Yield Fund II LP  
OCM High Yield Limited Partnership  
OCM High Yield Trust  
Pacific Gas and Electric Company  
Pilgrim America High Income Investment  
Pilgrim CLO 1999-1 Ltd  
Qwest Pension Trust  
Wilmington Trust Company

#### PARTIES TO SIGNIFICANT LITIGATION WITH THE DEBTORS

DirecTV  
Hughes Electronics Corporation

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

National Casualty Company  
Scottsdale Insurance Co.  
Hartford Fire Insurance Co.

INDENTURE TRUSTEES

J.P. Morgan Trust Company, N.A.  
First Union National Bank  
Wachovia Bank, N.A.

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

Argos Support Services Company

ADDITIONAL EQUITY HOLDERS IN PEGASUS SATELLITE COMMUNICATIONS, INC.

JP Morgan 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

OTHER RETAINED PROFESSIONALS

PriceWaterHouseCoopers  
Seyfarth Shaw LLP

SIGNIFICANT VENDORS TO THE DEBTORS

KB Prime Media LLC  
King World Productions  
Nielson Media Research  
Warner Brothers Inc.

**SCHEDULE C**

**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 1 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 PELLECE 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  
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