

**Declaration of Warren T. Pratt in Support of Application for Order
Authorizing the Debtors and Debtors-in-Possession to Employ and Retain
Drinker Biddle & Reath LLP as Special Corporate and Regulatory Counsel
Pursuant to 11 U.S.C. §§ 327(e) and 328(a), and Disclosure of Compensation**

I, Warren T. Pratt, declare:

1. I am admitted to practice law in the State of Delaware and the Commonwealth of Pennsylvania and am a member of the law firm of Drinker Biddle & Reath LLP ("DB&R"), which has an office at One Logan Square, Philadelphia, Pennsylvania 19103-6996.

2. DB&R has performed legal services for the Debtors and their affiliates, including the non-debtor parent of the Debtors, Pegasus Communications Corporation ("the Parent"), and the predecessors of such persons, since 1987. Such services have included:

- (a) financing transactions, including securities offerings;
- (b) acquisitions and divestitures;
- (c) advice concerning federal and state securities laws;
- (d) employee benefits;
- (e) real estate;
- (f) trademarks;
- (g) certain litigation matters; and
- (h) general corporate advice and representation.

3. I have been advised by the Debtors that they wish to employ and retain DB&R as their special corporate and regulatory counsel on matters similar to those on which DB&R has represented them before and on other matters that may arise from time to time.

4. To the best of my knowledge, information and belief, the partners, counsel and associates of DB&R do not hold or represent any interest adverse to the Debtors or the estates with respect to the matters on which DB&R is being retained.

5. DB&R has performed a review of potential connections and relationships between DB&R and the Debtors and others listed on Exhibit B, which reflects the following:

- (a) directors and officers of the Debtors and the Parent;
- (b) major lenders to the Debtors;
- (c) indenture trustees for issuances of debt of the Debtors;
- (d) certain unsecured creditors of the Debtors on a consolidated basis;
- (e) significant vendors;
- (f) major insurance carriers, reinsurance carriers, agents and brokers;
- (g) equity holders of 5% or more of the equity of the Debtors or the Parent;
- (h) parties to significant litigation with the Debtors; and
- (i) other retained professionals.

6. DB&R has a current representation or has had a former representation of certain of the entities listed on Exhibit B or such entities' affiliates. Those representations are wholly unrelated to the Debtors or their chapter 11 cases. DB&R is a large law firm with offices in five states and the District of Columbia and may have represented, may represent, or may in the future represent – in matters wholly unrelated to the Debtors' bankruptcy cases – other entities not currently known to DB&R who may be creditors, shareholders, or parties in interest in the Debtors' bankruptcy cases.

7. As stated above, DB&R in the past has performed legal services for the Parent and its affiliates that are not Debtors in these chapter 11 cases. The Parent and its non-debtor affiliates have requested that DB&R continue to provide legal services to them on matters in which their interests are not adverse to the Debtors or the estates, and DB&R has agreed to do so.

8. In addition, DB&R partner Michael B. Jordan has served and intends to continue to serve as an Assistant Secretary for several of the Debtors and their non-debtor affiliates.

9. The proposed employment of DB&R is not prohibited by or improper under Bankruptcy Rule 5002.


10. DB&R and the professionals it employs are qualified to represent the Debtors in the matters for which DB&R is proposed to be employed.

11. DB&R has not received a prepetition retainer from the Debtors in connection with the services to be rendered in these bankruptcy cases. DB&R has received approximately \$1,600,000 in fees and expenses from the Parent and its subsidiaries, including the Debtors, in the twelve months preceding the date of this Declaration. For the services to be rendered to the Debtors in these chapter 11 cases, and subject to the approval of the Bankruptcy Court, DB&R will be compensated from the Debtors' estates at its standard hourly rates and will be reimbursed for reasonable and necessary expenses. Such fees and expenses over the next 12 months are not expected to exceed \$750,000. The current standard hourly rates of DB&R range from \$305 to \$550 for partners, \$165 to \$385 for counsel and associates, and \$70 to \$195 for paralegals. Such rates are subject to adjustment as of September 1 of each year and, on occasion, more frequently.

12. No agreement or understanding exists between DB&R and any other person for a division of compensation for services to be rendered in or in connection with these cases, except among members of DB&R. No division of compensation prohibited by 11 U.S.C. § 504 will be made. DB&R has not shared or agreed to share any compensation to be received in these cases with any entity or person other than its partners, counsel and associates.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 1, 2004.



Warren T. Pratt

EXHIBIT B

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 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
POL SINELLI, 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