

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**ORDER GRANTING MOTION OF THE AD HOC NOTEHOLDERS COMMITTEE
OF PEGASUS SATELLITE COMMUNICATIONS, INC., ET. ALS., FOR ENTRY OF
AN ORDER PURSUANT TO BANKRUPTCY RULE 3018(A) ALLOWING CHANGE
OF PREVIOUSLY CAST VOTES RELATING TO THE DEBTORS' FIRST
AMENDED JOINT CHAPTER 11 PLAN**

This matter came before the Court on the Motion of the Ad Hoc Noteholders Committee of Pegasus Satellite Communications, Inc. (the "Ad Hoc Noteholders Committee") for Entry of an Order Pursuant to Federal Rule of Bankruptcy Procedure 3018(a) Allowing Certain Creditors to Change Previously Cast Votes Relating to the First Amended Joint Chapter 11 Plan of Pegasus Satellite Television, Inc. and its Subsidiaries and Certain of its Affiliates (the "3018 Motion"), and after such hearing and notice as is required by Title 11 of the United States Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court, the Court finding just cause for the relief sought by the 3018 Motion, it is hereby ORDERED:

That the 3018 Motion is granted. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a), the creditors listed on Exhibit A to the 3018 Motion are hereby authorized to change their previously cast votes rejecting to the First Amended Joint Chapter 11 Plan (the "Plan") of Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates (the "Debtors") and enter votes accepting the Plan, upon the Debtors' filing of modifications to the Plan consistent with an agreement that may be reached between the Debtors and the Ad Hoc Noteholders Committee.

Dated: April 14, 2005

/s/ James B. Haines, Jr.
Honorable James B. Haines, Jr.
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

District/off: 0100-2
Case: 04-20878User: rrowell
Form ID: pdf900Page 1 of 5
Total Served: 150

Date Rcvd: Apr 15, 2005

The following entities were served by first class mail on Apr 17, 2005.

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The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (continued) *****

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

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aty Bernstein, Shur, Sawyer & Nelson
aty Drinker, Biddle & Reath, LLP
aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP
aty Shaw, Pittman, LLP
aty Sidley Austin Brown & Wood LLP
cr Advance Notice, Inc.
sp Arnold & Porter, LLP
cr Austin CAD
cr Bartow County Tax Commissioner
cr Bexar County
cr Blanco CAD
cr Buena Vista ISD
fa Capital & Technology Advisors, LLC
op Capital Management Associates, Inc.
intp Carsey Warner Distribution, LLC
cr Charles County, Maryland
cr Citadel Broadcasting Company
cr City of DeLeon, a municipal corporation, DeLeon Independent School District
cr City of Del Rio, Texas
cr City of Poth
cr City of Stockdale
cr Connecticut Dept. of Revenue Services
cr County of Lynn
cr County of Henderson, Trinity Valley Community Coll
cr County of Van Zandt
cr County of Wilbarger, Vernon Independent School Dis
cr Crown Castle South, LLC
cr D.E. Shaw Laminar Portfolios, LLC
cr Delaware Street Capital Master Fund, LP, et al
cr Directv
consult FTI Consulting, Inc.
cr Fox Broadcasting Company
cr Gonzales County, Texas
fa Greenhill & Co., LLC
intp H.M. Davidson & Co., L.L.C.
cr HBK Investments L.P.
cr HSBC Bank USA
consult Herbein & Company, Inc.
acc Herbein Consulting, Inc.
consult Hewitt Associates LLC
cr Houston CAD
cr Indiana Department of Revenue
cr Ingram ISD
cr IntelliRisk Management Corporation
cr Jackson County
op KPMG LLP
cr Kansas Department of Revenue
cr Karnes City ISD
cr Karnes County, Texas
consult Kekst and Company Incorporated
sp King & Spalding, LLP
cr Kinney County Appraisal District
acc Kreischer Miller
cr LEC Development, Inc.
cr LaVernia ISD
cr Lampass CAD
cr Lee County
cr Llano County
cr Madison County
cr Massachusetts Department of Revenue
cr Mastagorda County
cr Medina ISD
cr Metron North America, Inc.
fa Miller Buckfier Lewis Ying & Co., LLC
cr Nebraska Department of Revenue
cr Normangee ISD
cr Nortel Networks, Inc.
cr Omnipoint Holdings, Inc.
cr Par Capital Management, Inc.
cr Paramount Pictures Corp.
cr Pecos County
intp Pegasus Communications Corporation
cr Polk County
cr Poth ISD
aud PricewaterhouseCoopers LLP
acc PricewaterhouseCoopers LLP
cr Professional Satellite & Communications
cr Professional Satellite & Communications
cr Refugio County
sp Shaw Pittman LLP

***** BYPASSED RECIPIENTS (continued) *****
cr Shelby County
cr Stockdale ISD
cr TWC of Kentucky, Inc.
cr Telepictures Distribution
cr Terrell County
cr The Steering Committee of Senior Secured Creditors
cr Trinity County
cr Trinity/Groveton Tax Office
cr Twentieth Television, Inc.
cr Val Verde County
cr Wachovia Bank, National Association
cr Warner Bros. Domestic Television Distribution
cr Warner Bros. Entertainment, Inc.
cr Webclick Concepts, Inc.
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TOTALS: 98, * 1

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 17, 2005

Signature:

