

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**ORDER PURSUANT TO 11 U.S.C. SECTIONS
105, 363(b) AND 365 AND BANKRUPTCY RULE 9019 AUTHORIZING AND
APPROVING (I) THE FIRST AMENDMENT TO THE MASTER SITE AGREEMENT
AND REPLACEMENT SITE AGREEMENTS WITH SPECTRASITE BROADCAST
TOWERS, INC., (II) THE ASSUMPTION OF THE MASTER SITE AGREEMENT, AS
AMENDED, (III) THE SETTLEMENT OF SPECTRASITE BROADCAST
TOWERS, INC.'S DAMAGE CLAIM; AND (IV) GRANTING RELATED RELIEF**

Upon the Debtors' Motion for Order Pursuant to 11 U.S.C. Sections 105, 363(b) and 365 and Bankruptcy Rule 9019 Authorizing and Approving (I) the First Amendment to the Master Site Agreement and Replacement Site Agreements with Spectrasite Broadcast Towers, Inc., (II) the Assumption of the Master Site Agreement, as Amended, (III) the Settlement of Spectrasite Broadcast Towers, Inc.'s Damage Claim; and (IV) Granting Related Relief (the "Motion")¹ of Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates, each a debtor and debtor in possession herein (collectively, the "Debtors")² pursuant to sections 105(a), 363(b) and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 6006 and 9019; and it appearing that the Court has jurisdiction to consider the Motion and the relief

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

² The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, 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 Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp. and

requested therein in accordance with 11 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Existing Site Agreements are terminated effective as of the date set forth in the First Amendment; and it is further

ORDERED, that the Debtors entry into the First Amendment to the Master Site Agreement under the terms and conditions provided for in the First Amendment attached to the Motion as Exhibit A, pursuant to 11 U.S.C. § 363, is authorized and approved effective as of the date set forth in the First Amendment; and it is further

ORDERED, that the Debtors entry into the Replacement Site Agreements, pursuant to 11 U.S.C. § 363, is authorized and approved effective as of the date set forth in the First Amendment; and it is further

ORDERED, that the Debtors' assumption of the Master Site Agreement pursuant to 11 U.S.C. § 365(a) is authorized and approved effective as of the date of entry of this Order; and it is further

ORDERED, that payment of the Settlement Amount by the Debtors is authorized and approved; and it is further

ORDERED, that payment of the Settlement Amount satisfies all of the Debtors' pre-petition obligations under section 365(b) of the Bankruptcy Code in respect of the Master Site Agreement; and it is further

ORDERED, that the Court shall retain exclusive jurisdiction to resolve any disputes arising from or relating to the relief sought or authorized in this Order.

Dated: April 25, 2005

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICEDistrict/off: 0100-2
Case: 04-20878User: rrowell
Form ID: pdf900Page 1 of 5
Total Served: 148

Date Rcvd: Apr 25, 2005

The following entities were served by first class mail on Apr 27, 2005.

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The following entities were served by electronic transmission.
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TOTAL: 0

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

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

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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 Owensboro, Kentucky
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
cr Grady County, Georgia Tax Commissioner
cr Greene County Tax Commissioner
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 Highland County, Ohio Treasurer
cr Houston CAD
cr Indiana Department of Revenue
cr Ingram ISD
cr IntelliRisk Management Corporation
cr Jackson County
cr Jefferson County Georgia Tax Commissioner
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 Morton County, Kansas Treasurer
cr Nebraska Department of Revenue
cr Normangee ISD
cr Nortel Networks, Inc.
cr Omnipoint Holdings, Inc.
cr Oneida County Treasurer & Tax Collector
cr Par Capital Management, Inc.
cr Paramount Pictures Corp.
cr Pecos County
intp Pegasus Communications Corporation
cr Pennsylvania Department of Revenue

***** BYPASSED RECIPIENTS (continued) *****
cr Polk County
cr Poth ISD
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acc PricewaterhouseCoopers LLP
cr Professional Satellite & Communications
cr Professional Satellite & Communications
cr Refugio County
sp Shaw Pittman LLP
cr Shelby County
cr Stockdale ISD
cr Suwannee County , Florida
cr TWC of Kentucky, Inc.
cr Telepictures Distribution
cr Terrell County
cr The Steering Committee of Senior Secured Creditors
cr Tift County Tax Commissioner
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 Washington County Georgia Tax Commissioner
cr Webclick Concepts, Inc.
cr Wilmington Trust Co.
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TOTALS: 110, * 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 27, 2005

Signature:

