

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**ORDER AUTHORIZING THE RETENTION OF
SIDLEY AUSTIN BROWN & WOOD LLP
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon the Application (the "Application")¹ of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors"),² for an order authorizing the retention and employment of the law firm of Sidley Austin Brown & Wood LLP ("Sidley") as general reorganization and bankruptcy counsel for the Debtors, pursuant to §§ 327(a) and 1107 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and upon the Affidavit of Ted S. Lodge, President, Chief Operating Officer and Counsel of Pegasus Satellite Communications, Inc., in support of First Day Motions (the "Lodge Affidavit"); and the Affidavit of Larry J. Nyhan in Support of Application for an Order Authorizing Retention of Sidley Austin Brown & Wood LLP as attorneys for the Debtors and Debtors in Possession and Disclosure of Compensation Pursuant to Bankruptcy Code Section 329 (the "Nyhan Affidavit"); and the court having reviewed the Application; and notice of the Application having been given

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Application.

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.,

to (i) the United States Trustee for the District of Maine; (ii) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (iii) the administrative agents for the credit facilities of Pegasus Media & Communications, Inc. and Pegasus Satellite Communications, Inc. ("PSC") and (iv) each of the indenture trustees for each series of notes of PSC; and it appearing that no other notice need be given; and it appearing that Shaw Pittman neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that Shaw Pittman is "disinterested," as that term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the estate and its creditors; after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application be, and hereby is, granted; and it is further

ORDERED, that pursuant to §§ 327(a) and 1107 of the Bankruptcy Code, the retention and employment of Sidley as attorneys for the Debtors as of the date of the filing of these chapter 11 cases on the terms set forth in the Application and the Nyhan Affidavit is approved; and it is further

ORDERED, that Sidley shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED, that Sidley is authorized to apply the retainer received from the Debtors to pay any allowed fees, charges or distributions relating to services rendered to the Debtors subsequent to the Petition Date; and it is further

ORDERED, that Sidley shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED, that Sidley is authorized to apply the retainer it received from the Debtors to pay any fees, charges or disbursements relating to services rendered to the Debtors prior to the date hereof.

Dated:

UNITED STATES BANKRUPTCY JUDGE