

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

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 WTLH License Corp.

9019; and it appearing that the Court has jurisdiction to consider the Motion and the relief 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, as amended, pursuant to 11 U.S.C. § 365(a) is authorized and approved effective as of February 1, 2005; and it is further

ORDERED, that the Master Site Agreement, as amended, and the Replacement Site Agreements may hereafter be assigned in accordance with Section 14(a) of the Master Site Agreement, as amended.

ORDERED, that payment of the Settlement Amount by the Debtors is authorized, approved and directed; 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 in relief authorized in this Order.

Dated: _____, 2005

UNITED STATES BANKRUPTCY JUDGE