

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")<sup>1</sup> of Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates, each a debtor and debtor in possession herein (collectively, the "Debtors")<sup>2</sup> pursuant to sections 105(a), 363(b) and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 6006 and

---

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

<sup>2</sup> 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: May 4, 2005

/s/ 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: 146

Date Rcvd: May 05, 2005

The following entities were served by first class mail on May 07, 2005.

db Pegasus Satellite Television, Inc., 213 Felton Street, Marlborough, MA 01752

aty +Abid Qureshi, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,  
New York, NY 10022-8554

aty +Akin Gump Strauss Hauer & Feld LLP, c/o Jacob A. Manheimer, Pierce Atwood, One Monument Square,  
Portland, ME 04101-1110

aty +Alan Eric Gamza, Esq., Moses & Singer LLP, 1301 Avenue of the Americas,  
New York, NY 10019-6158

aty +Alexander Simon, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119

aty +Andrew N. Rosenberg, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas,  
New York, NY 10019-6031

aty +Barbara Ellis-Munro, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,  
Atlanta, GA 30309-3592

aty Benjamin E. Marcus, Esq., Drummond Woodsum & MacMahon, 245 Commercial Street, P.O. Box 9781,  
Portland, ME 04104-5081

aty +Brian D. Salwowski, Esq., Attorney General of Indiana, Deputy Attorney General,  
Indiana Government Center South, 302 W. Washington Street, 5th Floor,  
Indianapolis, IN 46204-4701

aty +Bruce B. Hochman, Esq., Lambert Coffin, 477 Congress St., 14th Floor, P. O. Box 15215,  
Portland, ME 04112-5215

aty +C. MacNeil Mitchell, Winston & Strawn, LLP, Attn: Denise Cunsolo, Legal Asst.,  
200 Park Avenue, New York, NY 10166-0005

aty Daniel Cummings, Esq., Norman, Hanson & DeTroy, LLC, P.O. Box 4600, Portland, ME 04112-4600

aty +Daniel H. Golden, Akin, Gump, Strauss Hauer & Feld, LLP, 590 Madison Avenue,  
New York, NY 10022-8554

aty Daniel M. Glosband, Goodwin Proctor, LLP, Exchange Place, Boston, MA 02109

aty Daniel R. Felkel, Esq., Trough, Heisler & Piampiano, PA, P.O. Box 9711,  
Portland, ME 04104-5011

aty +David H. Botter, Akin, Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue,  
New York, NY 10022-8554

aty +David J. Gaier, Esq., McCarter & English, LLP, Mellon Bank Center, 1735 Market St., Suite 700,  
Philadelphia, PA 19103-7518

aty +Debra SuDock, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062

aty +Diane Meyers, Paul, Weiss, Rifkind, Wharton & Garrison,, 1285 Avenue of the Americas,  
New York, NY 10019-6031

aty +Diane W. Sanders, Linebarger, Goggan, Blair & Sampso, LLP, 1949 South I.H. 35 (78741),  
P.O. Box 17428, Austin, TX 78760-7428

aty +Edward J. Schultz, Jenkins & Jenkins Attorneys, PLLC, 800 South Gay Street, Suite 2121,  
Knoxville, TN 37929-9711

aty +Edward S. Weisfelner, Brown, Rudnick, Berlack, Israels LLP, 120 West 45th Street,  
New York, NY 10036-4041

aty +Ellen Moring, Esq., Sidley Austin Brown & Wood LLP, 787 Seventh Avenue,  
New York, NY 10019-6018

aty +Eric D. Statman, Lovells, 900 Third Avenue, New York, NY 10022-4728

aty +Eric K. Bradford, Esq., Office of the U.S. Trustee, 10 Causeway Street, Room 1184,  
Boston, MA 02222-1015

aty +F. Bruce Sleeper, Esq., Jensen, Baird, Gardner & Henry, P.O. Box 4510, Portland, ME 04112-4510

aty Fred W. Bopp, III, Esq., Perkins, Thompson, Hinckley & Keddy, One Canal Plaza, P O Box 426,  
Portland, ME 04112-0426

aty Frederick C. Emery, Jr., Esq., Asst U. S. Atty, P.O. Box 9718, Portland, ME 04104-5018

aty George J. Marcus, Esq., Marcus, Clegg & Mistretta, PA, 100 Middle St., East Tower,  
Portland, ME 04101-4102

aty +Gerald Huffaker, Huffaker, Green & Huffaker, P.O. Box 419, Tahoka, TX 79373-0419

aty +Gregg Spath, Property Management Dept., Omnipoint Holdings, Inc., 4 Sylvan Way,  
Parsippany, NJ 07054-3801

aty +Guy S. Neal, Esq., Sidney Austin Brown & Wood LLP, 1501 K Street, N.W.,  
Washington, DC 20005-1401

aty +Holly Gydus Rogers, Esq., ReGen Capital, P.O. Box 626 - Planetarium Station,  
New York, NY 10024-0626

aty +Jacob A. Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110

aty +Jacob Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110

aty +Jay S. Geller, One Monument Way, Suite 200, Portland, ME 04101-4078

aty +Jeffrey L. Jonas, Brown Rudnick Berlack Israels LLP, One Financial Center,  
Boston, MA 02111-2621

aty +Jeffrey Lee Costell, Costell & Cornelius Law Corporation, 1299 Ocean Avenue, Suite 400,  
Santa Monica, CA 90401-1042

aty +Jeffrey S. Berlowitz, Phillips, Eisinger, & Brown, PA, 4000 Hollywood Blvd. Suite 265-S,  
Hollywood, FL 33021-6782

aty Jennifer H. Pincus, Esq., Perkins, Thompson Hinckley & Keddy, PA, P.O. Box 426,  
Portland, ME 04112-0426

aty +Joan E. Pilver, Esq., Assistant Attorney General, 55 Elm Street, Fifth Floor,  
Hartford, CT 06106-1746

aty +John G. Hutchinson, Sidley, Austin, Brown & Wood, LLP, 787 Seventh Avenue,  
New York, NY 10019-6018

aty +John L. Graham, King & Spalding, 1185 Avenue of the Americas, New York, NY 10036-2686

aty John P. Dillman, Linebarger Goggan Blair & Sampson, LLP, P.O. Box 3064,  
Houston, TX 77253-3064

aty John P. McNicholas, Piper, Rudnick, LLP, 1251 Avenue of the Americas, New York, NY 10020-1104

aty John P. McVeigh, Esq., Preti, Flaherty, Beliveau & Pachios, LLC, One City Center,  
P.O. Box 9546, Portland, ME 04112-9546

aty +John T. Vian, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,  
Atlanta, GA 30309-3592

aty Joshua R. Dow, Esq., Michael J. Pearce & Associates, LLC, Two Monument Square, 9th Floor,  
P.O. Box 108, Portland, ME 04112-0108

aty +Juandisha Harris, Esq., Assistant Attorney General, Revenue & Collections Division,  
P.O. Box 30754, Lansing, MI 48909-8254  
aty Kenneth E. Aaron, Weir & Partners LLP, 842 Market Street Mall, Suite 1001,  
Wilmington, DE 19801  
aty +Kim Y. Jefferson, Esq., Offic of the Attorney General, P.O. Box 20207, 425 5th Avenue North,  
Nashville, TN 37247-0001  
aty +Larry J. Nyhan, Esq., Sidley Austin Brown & Wood LLP, Bank One Plaza, 10 South Dearborn Street,  
Chicago, IL 60603-2300  
aty Leonard M. Gulino, Esq., Bernstein, Shur, Sawyer & Nelson, P.O. Box 9729,  
Portland, ME 04104-5029  
aty Lisa A. Chiapetta, Proskauer Rose LLP, 1585 Broadway, New York, NY 10036-8299  
aty +Lori E. Chasen, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas,  
New York, NY 10019-6031  
aty Macken Toussaint, Goodwin, Proctor LLP, Exchange Place, Boston, MA 02109  
aty +Mark E. Mazzei, 2000 Corporative Drive, Canonsburg, PA 15317-8564  
aty +Mark Somerstein, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062  
aty +Matthew A. Gold, Argo Partners, 12 West 37th Street, 9th Floor, New York, NY 10018-7480  
aty +Michael Evan Meyers, Esq., Meyers, Rodbell & Rosenbaum, PA, 6801 Kenilworth Avenue, Suite 400,  
Riverdale Park, MD 20737-1331  
aty +Michael L. Tuchin, Klee, Tuchin, Bogdanoff & Stern, LLP, Fox Plaza,  
2121 Avenue of the Stars, 33rd Floor, Los Angeles, CA 90067-5061  
aty +Michael Reed, McCreary, Veselka, Bragg, & Allen, PC, P.O. Box 26990, Austin, TX 78755-0990  
aty +Michael S. Mitchell, Esq., Michael S. Mitchell, PC, 101 East Park Blvd., Suite #1021,  
Plano, TX 75074-5480  
aty +Nava Hazan, Esq., Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue,  
New York, NY 10022-8554  
aty +Peter G. Cary, Esq., Mittel Asen, LLC, 85 Exchange Street, P.O. Box 427,  
Portland, ME 04112-0427  
aty +Peter Michael Reed, McCreary, Veselka, Bragg & Allen PC, 5929 Balcones Dr., Ste.200,  
Austin, TX 78731-4280  
aty +Philip C. Dublin, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,  
New York, NY 10022-8554  
aty +Pierce Atwood, Pierce Atwood, c/o Jacob A. Manheimer, One Monument Square,  
Portland, ME 04101-1110  
aty Randy J. Creswell, Perkins Thompson Hinckley & Keddy, P.A., One Canal Plaza, P.O. Box 426,  
Portland, ME 04112-0426  
aty Regan M. Hornney, Esq., Brann & Isaacson, 184 Main Street, P.O. Box 3070,  
Lewiston, ME, ME 04243-3070  
aty +Richard F. Hahn, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022-3916  
aty +Richard F. Hahn, Esq., Debevoise & Plimpton, LLP, 919 Third Avenue, New York, NY 10022-3916  
aty +Richard J. O'Brien, Esq., Linnell, Choate & Webber, LLP, 83 Pleasant Street, P.O. Box 190,  
Auburn, ME 04210-5937  
aty +Richard P. Krasnow, Weil, Gotshal & Mages, LLP, 767 Fifth Avenue, New York, NY 10153-0119  
aty Robert J. Keach, Esq., Bernstein, Shur, Sawyer & Nelson, 100 Middle Street, 6th Floor,  
P.O. Box 9729, Portland, ME 04104-5029  
aty +Robert S. Brady, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391,  
Wilmington, DE 19899-0391  
aty +Rosetta B. Packer, McCarter & English, LLP, Mellon Bank Center, 1735 Market Street, Suite 700,  
Philadelphia, PA 19103-7518  
aty +Stephen G. Morrell, Esq., Eaton, Peabody, 167 Park Row, P. O. Box 9,  
Brunswick, ME 04011-0009  
aty +Stephen M. Baldini, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,  
New York, NY 10022-8554  
aty Steven A. Ginther, Esq., Missouri Department of Revenue, P.O. Box 475,  
Jefferson City, MO 65105-0475  
aty +Timothy H. Norton, Esq., P. O. Box 597 DTS, Portland, ME 04112-0597  
aty +Todd C Crosby, Esq., Vinson & Elkins, LLP, 2001 Ross Avenue, 3700 Trammell Crow Center,  
Dallas, TX 75201-2965  
aty +Wayne M. Smith, 4000 Warner Blvd., Bldg. 156, Room 5158, Burbank, CA 91522-0001  
smg Maine Department of Labor, Bureau of Unemployment Compensation, P.O. Box 259,  
Augusta, ME 04332-0259  
smg +State of Maine, Bureau of Revenue Services, Bankruptcy Unit, P.O. Box 9113,  
Augusta, ME 04333-0001  
ust +Office of U.S. Trustee, 537 Congress Street, Room 302, Portland, ME 04101-3353  
crcm +Ad Hoc Committee of PSC Noteholders, c/o Kenneth A. Rosen, Esq., 65 Livingston Ave.,  
Roseland, NJ 07068-1725  
cr +Alachua County, Florida, Von Fraser, Tax Collector, P.O. Box 1439, Gainesville, FL 32602-1439  
cr +Angelo, Gordon & Co., Attn: Leigh Walzer, 245 Park Avenue, 26th Floor,  
New York, NY 10167-0094  
cr +Argo Partners, 12 West 37th Street, 9th Floor, New York, NY 10018-7480  
cr +Audio Video Distributors, Attn: James W. Malleis, 29277 Southfield Road,  
Southfield, MI 48076-1922  
intp Basil Marceaux, 810 Hyatte Road, Soddy Daisy, TN 37379-4020  
cr +Bellsouth Telecommunications, Inc., Attn: Reginald A. Greene, Counsel,  
675 W. Peachtree Street, NW, Suite 4300, Atlanta, GA 30375-0001  
cr +CRT Capital Group LLC, Attn: Nadav Braun, 262 Harbor Drive, Stamford, CT 06902-7438  
cr +Cohanzick Management, LLC, 427 Bedford Road, Suite 260, Pleasantville, NY 10570-3029  
cr +Collin County Tax Assessor/Collector, c/o David B. McCall, Esq., 777 E. 15th Street,  
Plano, TX 75074-5711  
cr +County of Kendall, Texas, c/o Michael Reed, PO Box 26990, Austin, TX 78755-0990  
cr Daily Insights, Attn: Bill Angelowitz, JAF Box 3127, New York, NY 10116  
cr +David R. Miller, P.O.Box 703, Malta, MT 59538-0703  
cr +Davidson Kempner Partners, c/o John P. McVeigh, Preti Flaherty LLP, One City Center,  
Portland, ME 04101-4193

cr +Douglas County Nevada, Douglas W. Sonnemann, Assessor, P.O.Box 218, Minden, NV 89423-0218  
sp +Drinker Biddle & Reath LLP, One Logan Square, 18th & Cherry Streets,  
Philadelphia, PA 19103-6933  
cr +E.J. LIPPI, Earl J. Lippi, 588 Wyoming Avenue, Wyoming, PA 18644-1807  
cr +Entercom Wilkes-Barre Scranton, LLC, c/o Peter G. Cary, Esq., P.O. Box 427,  
Portland, ME 04112-0427  
cr Felton Street Associates Limited Partnership, Weir & Partners, Lambert Coffin, P.O. Box 15215,  
Portland, ME 04112-5215  
cr +G.A. Blanco and Sons, Inc., Attn: John M. Huemmel, Route 71, P.O. Box 149,  
Gt. Barrington, MA 01230-0149  
cr +Gabriel Capital, L.P., 450 Park Ave., Suite 3201, New York, NY 10022-2633  
cr Gatelinx Corp., c/o Regan M. Hornney, Brann & Isaacson, 184 Main Street, P.O. Box 3070,  
Lewiston, ME 04243-3070  
cr +Guckenheimer Enterprises, Inc., 3 Lagoon Drive, Suite #325, Attn: Jonathan Laddy,  
Redwood Shores, CA 94065-5167  
cr +Halifax County Tax Collections, P.O. Box 68, Halifax, NC 27839-0068  
cr +Henry County Tax Commissioner, Andy Pipkin, P.O. Box 488, McDonough, GA 30253-0488  
cr +Holiday Inn, Denver Int'l Airport Hotel Convent, & Trade Center, Attn: Lou Weckstein,  
15500 East 40th Avenue, Denver, CO 80239-5701  
cr +IKON Financial Services, Bankruptcy Administration, IOS Capital LLC, 1738 Bass Road,  
P.O. Box 13708, Macon, GA 31208-3708  
cr +IKON Office Solutions, Inc., Recovery and Bankruptcy, 5400 Bowman Road, Macon, GA 31210-8879  
cr +Installs, Inc. LLC, Attn: Gerald L. Kohn VP, 438 Main Street, Suite 225,  
Buffalo, NY 14202-3207  
cr +Internal Revenue Service, 68 Sewall Street, Room 311, Augusta, ME 04330-6349  
cr J.P. Morgan Trust Company, N.A., Attn: James R. Lewis, Esq., VP, 4 New York Plaza, 15th Floor,  
New York, NY 10004-2413  
cr +Kendall County, co Michael Reed, P.O. Box 26990, Austin, TX 78755-0990  
cr +Madison Capital Management, Attn: Craig Klein, 6143 South Willow Drive, Suite 200,  
Greenwood Village, CO 80111-5123  
cr Manatee County Tax Collector, Attn: Ken Burton, Jr., P.O. Box 25300,  
Bradenton, FL 34206-5300  
cr +Mississippi State Tax Commission, Attn" Brenda T. Carter, Bkcy. Admi, P.O. Box 23338,  
Jackson, MS 39225-3338  
cr +Missouri Department of Revenue, 301 W. High St., P.O. Box 475, Jefferson City, MO 65102-0475  
cr +National Rural Telecommunications Cooperative, 2121 Cooperative Way, Herndon, VA 20171-4543  
cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel,  
17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7308  
cr +Office of State Tax Commissioner, State Capitol - Eighth Floor, 600 Boulevard Avenue,  
Bismarck, ND 58505-0660  
crcm +Official Committee of Unsecured Creditors, Wachovia Bank, N.A., Trustee,  
c/o Smith, Gambrell & Russell, LLP, Attn: John T. Vian, Esq.,  
1230 Peachtree Street, NE, Suite 3100, Atlanta, GA 30309-3592  
cr +Oxford Collection Agency, Inc., Oxford Management Services, Attn: Salvatore Spinelli,  
135 Maxess Road, Suite 26, Melville, NY 11747-3801  
cr +Prime TV LLC, 1930 N. Poplar Street, Southern Pines, NC 28387-7091  
cr +Riverside Claims LLC, Attn: Connie Macewicz, P.O. Box 626 - Planetarium Station,  
New York, NY 10024-0626  
cr Robert R. Russell, 209 Green Drive, Savannah, GA 31419  
cr +Saturn Satellite Systems, Inc., Attn: John W. Markham, LLM., Tax General Counsel,  
10900 Plantside Drive #E, Louisville, KY 40299-6112  
cr +Sheriff of Mercer County, P.O. Box 5429, Princeton, WV 24740-5429  
cr +Southwest Wireless, c/o Scott Estep, P.O. Box 4344, Pueblo, CO 81003-0344  
cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570  
cr +Tennessee Department of Revenue, c/o TN Attorney General's Office, Bankruptcy Division,  
P.O. Box 20207, Nashville, TN 37202-4015  
cr +Texas Ad Valorem Tax Authorities, c/o Michael Reed, P.O. Box 26990, Austin, TX 78755-0990  
intp +Trumbull Services, L.L.C., 4 Griffin Road North, Windsor, CT 06095-1579  
intp +United States Trustee, 537 Congress Street, Portland, ME 04101-3318  
cr +Viacom Inc., Attn: Helen E. D'Antona, Mgr., Litigation Support Servies,  
1515 Broadway - 35th Floor, New York, NY 10036-8901  
cr +W. Dale Summerford CFC, Gadsden County Tac Collector, P.O. Box 817, Quincy, FL 32353-0817  
cr West Virginia State Tax Department, Special Prcocedures/Bankruptcy Unit, P.O. Box 766,  
Charleston, WV 25323-0766  
cr +William J. Dorran, c/o Costell & Cornelius Law Corporation, Attn: Mitchell Rishe,  
1299 Ocean Avenue Suite 400, Santa Monica, CA 90401-1042  
cr +c/o Neil Herskowitz Riverside Contracting LLC, PO Box 626, Planetarium Station,  
New York, NY 10024-0626  
1158708 +Michigan Department of Treasury, Revenue & Collections Division, P.O. Box 30754,  
Lansing, MI 48909-8254  
1136400 +ReGen Capital I, Inc., P.O. Box 237210, Ansonia Station, New York, New York 10023-0033  
1117899 +Sandell Asset Management Corp., c/o Timothy A. Davidson, Esq., Andrews Kurth, LLP,  
600 Travis Suite 4200, Houston, TX 77002-2929

The following entities were served by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*  
aty Arnold & Porter, LLP  
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

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*  
cr Advance Notice, Inc.  
sp Arnold & Porter, LLP  
cr Austin CAD  
cr Autauga County, Alabama, Revenue Commissioner  
cr Bartow County Tax Commissioner  
cr Bexar County  
cr Blanco CAD  
cr Buena Vista ISD  
cr Butler County, Alabama  
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 Crenshaw County, Alabama Revenue Commissioner  
cr Crisp County, Georgia Tax Commissioner  
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  
cr Harney County, Oregon  
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  
cr Kerr County, Texas  
sp King & Spalding, LLP  
cr Kinney County Appraisal District  
acc Kreischer Miller  
cr LEC Development, Inc.  
cr LaVernia ISD  
cr Lamar County, Georgia, Tax Commissioner  
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 Monroe County Alabama Revenue Commissioner  
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  
aud PricewaterhouseCoopers LLP  
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 Collin County Tax Assessor/ Collector  
cr The Frisco ISD Tax Assesor/Collector  
cr The Steering Committee of Senior Secured Creditors  
cr Tift County Tax Commissioner  
cr Town of Great Barrington , Massachusetts  
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.  
cr Wilson County, Texas  
cr Worth County, Georgia Tax Commissioner  
1112603 Delaware Street Capital Master Fund, LP  
cr\* +Michigan Department of Treasury, Revenue & Collections Division, P.O. Box 30754,  
Lansing, MI 48909-8254  
cr\* +Sandell Asset Management Corp., c/o Timothy A. Davidson, Esq., Andrews Kurth, LLP,  
600 Travis Suite 4200, Houston, TX 77002-2929

TOTALS: 121, \* 2

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: May 07, 2005

Signature:

