

Hearing Date: June 10, 2005
Time: 10:30 a.m.
Place: Portland
Response Deadline: June 7, 2005
Time: 4:00 p.m.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

NOTICE OF HEARING ON MOTION OF THE REORGANIZED DEBTORS AND LIQUIDATING TRUSTEE FOR AN ORDER AUTHORIZING (I) THE ASSUMPTION OF A CERTAIN ASSET PURCHASE AGREEMENT BETWEEN PEGASUS SATELLITE COMMUNICATIONS, INC. AND KB PRIME MEDIA LLC DATED AS OF MARCH 15, 2004; (II) THE ASSIGNMENT OF THE AGREEMENT TO MYSTIC TELEVISION OF SCRANTON, LLC AND (III) GRANTING RELATED RELIEF REGARDING THE PAYMENT AND APPLICATION OF THE PURCHASE PRICE AND (IV) GRANTING SUCH OTHER RELIEF AS IS JUST AND PROPER

PLEASE TAKE NOTICE that Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a Reorganized Debtor herein, and the Liquidating Trustee of the PSC Liquidating Trust (collectively, the “Movants”),¹ have filed a Motion (the “Motion”) of the Reorganized Debtors and Liquidating Trustee for an Order Authorizing (i) the Assumption of a Certain Asset Purchase Agreement Between Pegasus Satellite Communications, Inc. and KB

¹ 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 Country 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.

Prime Media LLC Dated as of March 15, 2004; (ii) the Assignment of the Agreement to Mystic Television of Scranton, LLC, (iii) Granting Related Relief Regarding the Payment and Application of the Purchase Price and (iv) Granting Such Other Related Relief as is Just and Proper.

PLEASE TAKE FURTHER NOTICE that on June 10, 2005 at 10:30 a.m., the Honorable James B. Haines, Jr., United States Bankruptcy Judge, will conduct a hearing (the “Hearing”) on the Motion in his courtroom in the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”), 537 Congress Street, 2nd Floor, Portland, Maine 04101.

Your rights maybe be affected. You should read this notice and the Motion carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one).

PLEASE TAKE FURTHER NOTICE that **any response or objection to the attached Motion must be filed on or before 4:00 p.m. (Eastern Standard Time) on June 7, 2005 (the “Response Deadline”)**. If you want to Court to consider your views on the Motion, then on or before the Response Deadline you or your attorney must file with the Court a written response or objection explaining your position at:

Celia Strickler
United States Bankruptcy Court
527 Congress Street
Portland, ME 04101

If you mail your objection to the Court for filing, you must mail it early enough so that the Court will receive it on or before the Response Deadline.

Your response or objection must:

- a. be in writing;
- b. state with specifically the grounds for the objection, including, if applicable, the fully liquidated amount you believe is required to be in

compliance with section 365 of the Bankruptcy Code (the “Cure Amount”) and the specific types and dates of any alleged defaults, pecuniary losses and conditions giving arise thereto; and

- c. every response must also be served upon the following entities at the following addresses: (1) Office of the Clerk of the United States Bankruptcy Court; (2) Lowenstein Sandler, PC, Attn: Paul Kizel, Esq., 65 Livingston Avenue, Roseland, New Jersey 07068; and (3) Preti, Flaherty, Beliveau, Pachios & Haley, LLP, Attn: John P. McVeigh, Esq., One City Center, PO Box 95465, Portland, Maine 04112-9546; **so as to be actually received by no later than the Response Deadline.**

PLEASE TAKE FURTHER NOTICE that if no objection or response is timely filed and served: (i) the Movants shall be authorized to assume and assign the agreement which is the subject of this Motion and (ii) the counterparty to the agreement shall be forever barred from asserting any claims arising on or before the date such assumed agreement is assumed against the Debtors, the Reorganized Debtors, the Liquidating Trustee or the assignee or their respective successor or assigns, with respect to such assumed and assigned agreement.

PLEASE TAKE FURTHER NOTICE that if no objection or other responses are timely filed and served, the Court may enter the requested order without further notice or hearing.

Respectfully submitted,

LOWENSTEIN SANDLER PC
Kenneth A. Rosen, Esq. (KAR 4963)
Paul Kizel, Esq. (PK 4176)
Jeffrey A. Kramer, Esq. (JK 8278)
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (telephone)
(973) 597-2400 (facsimile)

-and-

**PRETI, FLAHERTY, BELIVEAU,
PACHIOS & HALEY, LLP**

By: /s/John P. McVeigh
John P. McVeigh (JM)
One City Center, P.O. Box 9546
Portland, Maine 04112-9546
(207) 791-3000 (telephone)
(207) 791-3111 (facsimile)

*Counsel to The Reorganized Debtors and
the Liquidating Trustee of the PSC
Liquidating Trust*

Dated: May 25, 2005