

**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 GRANTING THE REORGANIZED DEBTORS AND THE LIQUIDATING TRUSTEE MOTION FOR ORDER (I) AUTHORIZING THE ASSUMPTION OF A CERTAIN ASSET PURCHASE AGREEMENT BETWEEN PEGASUS SATELLITE COMMUNICATIONS, INC. AND KB PRIME MEDIA LLC DATED AS OF FEBRUARY 17, 2004, (II) GRANTING RELATED RELIEF CONCERNING THE PAYMENT AND APPLICATION OF THE PURCHASE PRICE AND (III) GRANTING SUCH OTHER RELIEF AS IS JUST AND PROPER

Upon consideration of the Reorganized Debtors and the Liquidating Trustee’s Motion for an Order (i) Authorizing the Assumption of a Certain Asset Purchase Agreement Between Pegasus Satellite Communications, Inc. and KB Prime Media LLC Dated as of February 17, 2004, (ii) Granting Related Relief Concerning the Payment and Application of the Purchase Price and (iii) Granting Such Other Relief as is Just and Proper (the “Motion¹”); and it appearing that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates and creditors; and good and sufficient cause appearing therefore; it is hereby

ORDERED, that the relief requested in the Motion is granted; and it is further

ORDERED, that the Reorganized Debtors are authorized to assume, at the time of closing, the KB Lewiston Agreement pursuant to section 365(a) of the Bankruptcy Code;

¹ Unless otherwise defined herein all capitalized terms used herein have the meanings ascribed to them in the Motion.

ORDERED, that no monetary or other defaults exist under the KB Lewiston Agreement;

ORDERED, that at the closing of the sale of the KB Lewiston Agreement, (a) the Reorganized Debtors be and hereby are authorized to satisfy a portion of the purchase price to be paid to KB Prime by crediting and setting-off the Net Sale Proceeds against the Wachovia Loans owed by Butcher and Turner and (b) KB Prime, Butcher and Turner are hereby ordered and directed to accept such credit and set-off in partial satisfaction of the purchase price due under the KB Lewiston Agreement;

ORDERED, that the Bankruptcy Court shall retain exclusive jurisdiction with respect to all matters and disputes related to or arising from this order and the KB Lewiston Agreement including, but not limited to, the enforcement of this order and the KB Lewiston Agreement.

Dated: Portland, Maine
_____, 2005

UNITED STATES BANKRUPTCY JUDGE