

**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’S MOTION FOR AN ORDER (I) AUTHORIZING THE
ASSUMPTION OF CERTAIN EXECUTORY CONTRACTS
BETWEEN PEGASUS BROADCAST TELEVISION, INC.
AND FOX BROADCASTING COMPANY AND/OR FOX NEWS NETWORK, L.L.C.
AND (II) 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 Certain Executory Contracts Between Pegasus Broadcast Television, Inc. and Fox Broadcasting Company and/or Fox News Network, L.L.C. and (ii) 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 the certain executory contracts listed on Exhibit A to the Motion pursuant to sections 105(a) and 365 of the Bankruptcy Code, effective as of the date this Order becomes a Final Order (the “Order Assumption Date”);

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

ORDERED, that that the Cure Amounts shall be fixed at the amounts listed in Exhibit A to the Motion, notwithstanding anything to the contrary in any Fox Affiliation Agreement or any other document;

ORDERED, that the Liquidating Trustee shall pay the Cure Amounts set forth in Exhibit A (a) in Cash within forty-five (45) days after the Order Assumption Date, or (b) on such other terms as may be agreed to by a counterparty to an assumed Fox Affiliation Agreement;

ORDERED, that if a dispute occurs regarding: (x) the Cure Amount; (y) the ability of the Reorganized Debtors to provide adequate assurance of future performance under an assumed Fox Affiliation Agreement; or (z) any other matter pertaining to assumption, then the Cure Amounts shall be paid following entry of a Final Order resolving the dispute and approving assumption;

ORDERED, that the non-Debtor party to an assumed Fox Affiliation Agreement shall be forever barred from asserting any claims arising on or before the assumption against the Debtors, the Reorganized Debtors or the Liquidating Trustee, or their respective successors or assigns, with respect to such assumed Fox Affiliation Agreement;

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

Dated: Portland, Maine
_____, 2005

THE HONORABLE JAMES B. HAINES, JR.
UNITED STATES BANKRUPTCY JUDGE