

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

STIPULATED ORDER RELATING TO THE ASSUMPTION OF AGREEMENTS

The Reorganized Debtors and the Liquidating Trustee affiliated with the above-captioned bankruptcy case (the “Reorganized Debtors”) and Fox Broadcasting Company (“Fox Broadcasting”) and Fox News Network, L.L.C. (“Fox News”) (Fox Broadcasting and Fox News hereinafter collectively referred to as the “Fox Entities”), by and through undersigned counsel, hereby stipulate and agree as follows in order to resolve the Reorganized Debtors’ and the Liquidating Trustee’s Motion for 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 “Motion”)¹:

1. The agreements set forth on **Exhibit A** (the “Agreements”) of the Motion are assumed by the Reorganized Debtors in accordance with Section 365 of the Bankruptcy Code subject to the terms set forth herein.

2. The Agreements are deemed assumed as of the date that this Stipulated Order is entered by this Court.

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

3. The Cure Amounts relating to Fox Broadcasting shall be the amounts set forth on **Exhibit A** to the Motion.

4. The Cure Amount relating to Fox News shall be \$17,074.00 in the aggregate, which amount shall include amounts owed pursuant to the invoices payable for the months of May and June 2005.

5. The Cure Amounts shall be paid within forty-five (45) days of the entry of this Stipulated Order or on such other terms as agreed to by the Fox Entities and the Reorganized Debtors.

6. The Agreements cannot be assigned by the Reorganized Debtors and/or any other party to the Agreements, including, but not limited to the debtors in the above-captioned case (the "Debtors") to any third-party without the (1) express, written consent of Fox Broadcasting and/or Fox News, which consent may be granted or denied in its sole judgment and discretion, and (2) the approval of this Court.

7. The Fox Entities shall be forever barred from asserting any claims against the Debtors, the Reorganized Debtors or the Liquidating Trustee, or their respective successors or assigns, with respect to the Agreements arising on or before June 8, 2005.

8. By entering into this Stipulated Order, the Reorganized Debtors and the Fox Entities hereby agree and acknowledge that the Agreements expire by their terms on June 30, 2005. Any agreements entered into between the Fox Entities and the Reorganized Debtors after the date of the entry of this Stipulated Order shall be deemed to be new agreements between the parties thereto and shall not be deemed to relate to, modify, amend, arise from, or have any relationship and/or affiliation to or with the Agreements.

9. This 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 Stipulated Order.

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Dated: Portland, Maine
_____, 2005

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