

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

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

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**ORDER GRANTING THE REORGANIZED DEBTORS’ AND THE LIQUIDATING TRUSTEE’S MOTION FOR 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, (III) GRANTING RELATED RELIEF REGARDING THE PAYMENT AND APPLICATION OF THE PURCHASE PRICE AND (IV) 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 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 Relief as is Just and Proper (the “Motion<sup>1</sup>”); 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 KB Scranton Agreement pursuant to §365(a) of the Bankruptcy Code and assign the KB Scranton Agreement to Mystic pursuant to §365 (f)(1) and (2);

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<sup>1</sup> Unless otherwise defined herein all capitalized terms have the meanings ascribed to them in the Motion.

ORDERED, that no monetary or other defaults exist under the KB Scranton Agreement that prohibits the Reorganized Debtors from assuming and/or assigning the KB Scranton Agreement;

ORDERED, that at the closing of the sale of the KB Scranton Agreement, (a) Mystic be and hereby is authorized to satisfy a portion of the purchase price due under the KB Scranton Agreement by delivering an amount equal to the Net Sale Proceeds to the Reorganized Debtors (b) the Reorganized Debtors are directed to apply the Net Sale Proceeds to reduce the Wachovia Loans owed by Butcher and Turner and (c) the KB Parties are directed to accept such application of the Net Sale Proceeds in satisfaction of a portion of the purchase price due under the KB Scranton Agreement;

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

Dated: Portland, Maine  
June 10, 2005

/s/ James B. Haines, Jr.

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UNITED STATES BANKRUPTCY JUDGE

## CERTIFICATE OF SERVICE

District/off: 0100-2  
Case: 04-20878User: rrowell  
Form ID: pdf900Page 1 of 6  
Total Served: 147

Date Rcvd: Jun 10, 2005

The following entities were served by first class mail on Jun 12, 2005.

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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,  
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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,  
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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  
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cr +Guckenheimer Enterprises, Inc., 3 Lagoon Drive, Suite #325, Attn: Jonathan Laddy,  
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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  
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cr +Mississippi State Tax Commission, Attn" Brenda T. Carter, Bkcy. Admi, P.O. Box 23338,  
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cr +Missouri Department of Revenue, 301 W. High St., P.O. Box 475, Jefferson City, MO 65102-0475  
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cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel,  
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The following entities were served by electronic transmission on Jun 10, 2005 and receipt of the transmission was confirmed on:

cr E-mail: susanp@taxcollector.com Jun 10 2005 20:49:06 Manatee County Tax Collector,  
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TOTAL: 1

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

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aty Drinker, Biddle & Reath, LLP  
aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP  
aty Shaw, Pittman, LLP  
aty Sidley Austin Brown & Wood LLP  
cr Advance Notice, Inc.  
cr Archer County Texas  
sp Arnold & Porter, LLP  
cr Austin CAD  
cr Autauga County, Alabama, Revenue Commissioner  
cr Baker County, Georgia  
cr Bartow County Tax Commissioner  
cr Bexar County  
cr Blanco CAD  
cr Bleckley County, Georgia Tax Commisioner  
cr Boone County Nebraska Treasurer  
cr Brown CAD  
cr Buena Vista ISD  
cr Butler County, Alabama  
fa Capital & Technology Advisors, LLC  
op Capital Management Associates, Inc.  
cr Caribou County Idaho Treasurer  
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 City of Yoakum  
crcm Coleman County TAD  
cr Columbia County, Florida Tax Collector  
cr Concho CAD  
cr Connecticut Dept. of Revenue Services  
cr Corsicana ISD  
cr County of Lynn  
cr County of Decatur, Georgia  
cr County of Henderson, Trinity Valley Community Coll  
cr County of Van Zandt  
cr County of Wilbarger, Vernon Independent School Dis  
cr Craig County Oklahoma Treasurer  
cr Crenshaw County, Alabama Revenue Commissioner  
cr Crisp County, Georgia Tax Commissioner  
cr Crown Castle South, LLC  
cr D'Hanis I.S.D., Texas Tax Collector  
cr D.E. Shaw Laminar Portfolios, LLC  
cr Daviess County Indiana Treasurer  
cr DeWitt County  
cr Delaware Street Capital Master Fund, LP, et al  
cr Directv  
cr Ellis County, Texas  
consult FTI Consulting, Inc.  
cr Floyd County, Texas Appraisal District  
cr Fox Broadcasting Company  
cr Frankston ISD  
cr Glascock County, Georgia, Tax Commisioner  
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 Jack CAD  
cr Jack County, Texas  
cr Jackson County  
cr Jefferson County Georgia Tax Commissioner  
cr Johnson County, Kansas Board of County Commisione  
cr KB Prime Media LLC  
op KPMG LLP

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*  
cr Kansas Department of Revenue  
cr Karnes City ISD  
cr Karnes County, Texas  
cr Kaufman 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 Lavaca County CAD  
cr Lee County  
cr Lee County Georgia Tax Commissioner  
liq Liquidating Trustee  
cr Llano County  
cr Madison County  
cr Mason CAD  
cr Massachusetts Department of Revenue  
cr Mastagorda County  
cr Medina ISD  
cr Mesa County Colorado Treasurer's Department  
cr Metron North America, Inc.  
fa Miller Buckfier Lewis Ying & Co., LLC  
cr Modoc County Treasurer and Tax Collector  
cr Monroe County Alabama Revenue Commissioner  
cr Monroe County, Missouri, Collector of Revenue  
cr Montague County Texas  
cr Morton County, Kansas Treasurer  
cr Navarro County, Texas  
cr Nebraska Department of Revenue  
cr Normangee ISD  
cr Nortel Networks, Inc.  
cr Obion County TennesseeTrustee,  
cr Omnipoint Holdings, Inc.  
cr Oneida County Treasurer & Tax Collector  
cr Onondaga Township, Michigan  
cr Par Capital Management, Inc.  
cr Paramount Pictures Corp.  
cr Park County Wyoming Treasurer  
cr Pecos County  
intp Pegasus Communications Corporation  
cr Pennsylvania Department of Revenue  
cr Phillips County Colorado County Treasurer  
cr Polk County  
cr Poth ISD  
aud PricewaterhouseCoopers LLP  
acc PricewaterhouseCoopers LLP  
cr Professional Satellite & Communications  
cr Professional Satellite & Communications  
cr Refugio County  
cr Sarasota, County, Florida Tax Collector  
cr Sedgwick County Colorado Treasurer  
sp Shaw Pittman LLP  
cr Shelby County  
cr SpectraSite Communications, Inc.  
cr Stockdale ISD  
cr Sumter County, South Caroline County Treasurer  
cr Suwannee County , Florida  
cr TWC of Kentucky, Inc.  
cr Tarrant County  
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 Cornwall, Connecticut  
cr Town of Great Barrington , Massachusetts  
cr Town of Morris, Connecticut  
cr Travis County, Texas  
cr Trinity County  
cr Trinity/Groveton Tax Office  
cr Twentieth Television, Inc.  
cr Uinta County , Wyoming, Treasurer  
cr Val Verde County  
cr Victoria County  
cr Vinton County, Ohio Treasurer  
cr Wachovia Bank, National Association  
cr Warner Bros. Domestic Television Distribution  
cr Warner Bros. Entertainment, Inc.

District/off: 0100-2  
Case: 04-20878

User: rrowell  
Form ID: pdf900

Page 6 of 6  
Total Served: 147

Date Rcvd: Jun 10, 2005

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*  
cr Warren County Georgia Tax Commissioner  
cr Washington County Georgia Tax Commissioner  
cr Webclick Concepts, Inc.  
cr Wilmington Trust Co.  
cr Wilson County, Texas  
cr Worth County, Georgia Tax Commissioner

TOTALS: 170, \* 0

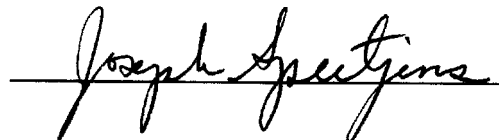
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**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: Jun 12, 2005

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.