

**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.

/s/Sam Anderson
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Counsel for the Reorganized Debtors

Dated: Portland, Maine
June 10, , 2005

/s/ James B. Haines, Jr.
THE HONORABLE JAMES B. HAINES, JR.
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICEDistrict/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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The following entities were served by electronic transmission on Jun 10, 2005 and receipt of the transmission was confirmed on:

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TOTAL: 1

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

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

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aty Sidley Austin Brown & Wood LLP
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cr Archer County Texas
sp Arnold & Porter, LLP
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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.
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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
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cr KB Prime Media LLC
op KPMG LLP

***** BYPASSED RECIPIENTS (continued) *****
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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
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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.
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cr Nebraska Department of Revenue
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cr Paramount Pictures Corp.
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cr Pecos County
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cr Pennsylvania Department of Revenue
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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
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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.

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Case: 04-20878

User: rrowell
Form ID: pdf900

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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

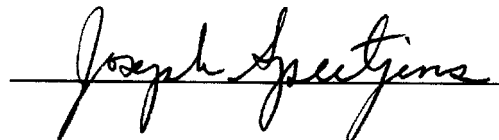
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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.