

**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
June 10, 2005

/s/ James B. Haines, Jr.

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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 aty +Holly Gyodus Rogers, Esq., ReGen Capital, P.O. Box 626 - Planetarium Station,
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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 +Argo Partners, 12 West 37th Street, 9th Floor, New York, NY 10018-7480
cr +Audio Video Distributors, Attn: James W. Malleis, 29277 Southfield Road,
Southfield, MI 48076-1922
intp Basil Marceaux, 810 Hyatte Road, Soddy Daisy, TN 37379-4020
cr +Bellsouth Telecommunications, Inc., Attn: Reginald A. Greene, Counsel,
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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
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cr +Halifax County Tax Collections, P.O. Box 68, Halifax, NC 27839-0068
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cr +IKON Office Solutions, Inc., Recovery and Bankruptcy, 5400 Bowman Road, Macon, GA 31210-8879
cr +Installs, Inc. LLC, Attn: Gerald L. Kohn VP, 438 Main Street, Suite 225,
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cr +Internal Revenue Service, 68 Sewall Street, Room 311, Augusta, ME 04330-6349
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cr +Michigan Department of Treasury, Revenue & Collections Division, P.O. Box 30754,
Lansing, MI 48909-8254
cr +Mississippi State Tax Commission, Attn" Brenda T. Carter, Bkcy. Admi, P.O. Box 23338,
Jackson, MS 39225-3338
cr +Missouri Department of Revenue, 301 W. High St., P.O. Box 475, Jefferson City, MO 65102-0475
cr +National Rural Telecommunications Cooperative, 2121 Cooperative Way, Herndon, VA 20171-4543
cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel,
17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7308
cr +Office of State Tax Commissioner, State Capitol - Eighth Floor, 600 Boulevard Avenue,
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cr +Prime TV LLC, 1930 N. Poplar Street, Southern Pines, NC 28387-7091
cr +Riverside Claims LLC, Attn: Connie Macewicz, P.O. Box 626 - Planetarium Station,
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cr Robert R. Russell, 209 Green Drive, Savannah, GA 31419
cr +Sandell Asset Management Corp., c/o Timothy A. Davidson, Esq., Andrews Kurth, LLP,
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cr +Saturn Satellite Systems, Inc., Attn: John W. Markham, LLM., Tax General Counsel,
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cr +Sheriff of Mercer County, P.O. Box 5429, Princeton, WV 24740-5429
cr +Southwest Wireless, c/o Scott Estep, P.O. Box 4344, Pueblo, CO 81003-0344
cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570
cr +Tennessee Department of Revenue, c/o TN Attorney General's Office, Bankruptcy Division,
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cr +c/o Neil Herskowitz Riverside Contracting LLC, PO Box 626, Planetarium Station,
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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,
Attn: Ken Burton, Jr., P.O. Box 25300, Bradenton, FL 34206-5300

TOTAL: 1

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

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

aty Arnold & Porter, LLP
aty Bernstein, Shur, Sawyer & Nelson
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

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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

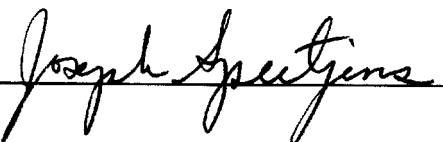
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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.