

**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 CERTAIN EXECUTORY CONTRACTS**

The Reorganized Debtors and the Liquidating Trustee of The PSC Liquidating Trust affiliated with the above-captioned bankruptcy case (the “Reorganized Debtors”) and Twentieth Television, Inc. (“Twentieth”), by and through their undersigned counsel, hereby stipulate and agree as follows in order to resolve of the Motion for an Order Authorizing the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (the “Motion”)¹ with respect to certain executory contracts between certain of the Reorganized Debtors and Twentieth:

1. The contracts identified on **Exhibit A** (the “Assumed Contracts”) of the Motion that list Twentieth as a contract party are assumed by each Reorganized Debtor that is a party to such Assumed Contract pursuant to Section 365(a) of the Bankruptcy Code.

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

3. The pre-petition Cure Amounts relating to the Assumed Contracts shall be the amounts set forth on **Exhibit A** to the Motion.

4. All post-petition invoices relating to the Assumed Contracts have been paid by the Reorganized Debtors through May 31, 2005.

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

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 Twentieth and the Reorganized Debtors.

6. The Reorganized Debtors and the Liquidating Trustee retain their rights, subject to notice and the opportunity to object by Twentieth and Bankruptcy Court approval, to assign any of the Assumed Contracts pursuant to and in accordance with the requirements of § 365 of the Bankruptcy Code.

7. Except for the Cure Amounts, Twentieth shall be forever barred from asserting any claims against the Debtors, the Reorganized Debtors or the Liquidating Trust, or their respective successors or assigns, with respect to the Assumed Contracts arising on or before the entry of this Stipulated Order.

8. 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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-and-

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Dated: Portland, Maine
_____, 2005

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