

**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 MOTION FOR ORDER
AUTHORIZING THE ASSUMPTION OR ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Upon consideration of the Reorganized Debtors’ Motion for an Order Authorizing the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (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 AS FOLLOWS:

1. That the relief requested in the Motion is granted.
2. Except as set forth in paragraph 7 below, the Reorganized Debtors are authorized to assume the certain executory contracts and unexpired leases (the “Assumed Contracts”) listed on Exhibit A to the Motion pursuant to section 365(a) of the Bankruptcy Code, effective as of the date this Order becomes a Final Order (the “Order Assumption Date”).
3. That the Cure Amounts shall be fixed at the amounts listed in Exhibit A to the Motion and no other monetary or other defaults exist under the Assumed Contracts.
4. The Liquidating Trustee shall pay any Cure Amounts set forth in Exhibit A (a) in Cash within forty-five (45) days after the Order Assumption Date, or (b) on such other

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

terms as may be agreed to by a counterparty to an assumed executory contract or unexpired lease.

5. The non-debtor party to each Assumed Contract or unexpired lease shall be forever barred from asserting any claims arising on or before the Order Assumption Date against the Debtors, the Reorganized Debtors or the Liquidating Trustee, or their respective successors or assigns, with respect to such Assumed Contracts

6. The Reorganized Debtors retain their rights, subject to appropriate notice and opportunity to object 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. The Assumed Contracts that have been previously assumed, assigned, or rejected by an order of the Bankruptcy Court, or that will be the subject of a separate order of the Bankruptcy Court shall not be affected by any provision of this Order and such assumption, assignment, or rejection shall be effective pursuant to the terms of the order granting such authorization.

8. The Bankruptcy 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 Order.

Dated: Portland, Maine
June 29, 2005

/s/ James B. Haines, Jr.
UNITED STATES BANKRUPTCY JUDGE