

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

DECLARATION OF [DECLARANT]

I, [DECLARANT], hereby declare:

1. I have personal knowledge of each of the facts stated in this Declaration, except for those facts stated on information and belief, and, as to those facts, I am informed and believe them to be true. I am submitting this Declaration on behalf of [INSTITUTION] (“[INSTITUTION]”), in order to advise the United States Trustee for the District of Maine of the information blocking procedures designed to prevent [INSTITUTION] trading personnel and its investment advisory personnel from receiving any non-public information concerning the chapter 11 cases of the above-captioned debtors (the “Debtors”) through [INSTITUTION] personnel, representatives or agents (“[INSTITUTION] Committee Personnel”) performing activities related to the Official Committee of Unsecured Creditors (the “Committee”) in the Debtors’ chapter 11 cases and to prevent [INSTITUTION] Committee Personnel from receiving information regarding [INSTITUTION]’s trading in Securities¹ of the Debtors and Pegasus Communications Corp. (collectively, “Pegasus”) in advance of trading.

¹ The term “Securities” is used as such term is defined in Section 2(a)(1) of the Securities Act of 1933, including the following but only to the extent they constitute securities thereunder, stocks, notes, bonds, debentures, participations in, or derivatives based upon or relating to, any of the Debtors’ debt obligations or equity interests. For the avoidance of doubt, this definition does not apply to bank debt.

2. I am a [TITLE] of [INSTITUTION], which (i) serves as an investment adviser on behalf of certain client accounts that beneficially own securities or other claims or interests in Debtors' chapter 11 cases and/or (ii) beneficially owns such securities, in its own name or in the name of one or more funds or accounts. In that capacity, I am [a representative that serves on committees in out-of-court restructurings and chapter 11 reorganization cases.] [DESCRIBE OTHER RELEVANT DUTIES].

3. In conjunction with [INSTITUTION]'s existing information blocking procedures and this Declaration, [INSTITUTION] has established and will maintain the following internal procedures: (i) [INSTITUTION] Committee Personnel shall execute a letter (a "Confidentiality Letter") acknowledging that they may receive such non-public information and that they are aware of the information blocking procedures which are in effect with respect to Pegasus' Securities and will follow these procedures and will immediately inform Committee counsel and the United States Trustee in writing if such procedures are materially breached; (ii) subject to paragraph 4 hereof, [INSTITUTION] Committee Personnel will not directly or indirectly share any non-public information generated by, received from or relating to Committee activities or Committee membership ("Information") with any other employees, representatives or agents of [INSTITUTION], including [INSTITUTION]'s investment advisory personnel, and [INSTITUTION] Committee Personnel shall use good faith efforts not to share any material Information concerning the Debtors' chapter 11 cases with any [INSTITUTION] employee reasonably known to be engaged in trading activities with respect to Pegasus' Securities on behalf of [INSTITUTION] and/or its clients, except that a good faith communication of publicly available Information shall not be presumed to be a breach of the obligations of [INSTITUTION] or any [INSTITUTION] Committee Personnel hereunder; (iii) [INSTITUTION] Committee

Personnel will maintain all files containing information received in connection with or generated from committee activities in secured cabinets inaccessible to other employees of [INSTITUTION]; (iv) [INSTITUTION] Committee Personnel will not receive any information regarding [INSTITUTION]'s trades in Pegasus' Securities in advance of the execution of such trades, except that [INSTITUTION] Committee Personnel may receive such reports showing [INSTITUTION]'s purchases and sales and ownership of Pegasus' Securities but no more frequently than weekly (provided that [INSTITUTION] Committee Personnel may receive the usual and customary internal reports showing [INSTITUTION]'s purchases and sales on behalf of [INSTITUTION] or its clients and the amount and class of claims, interests or securities owned by [INSTITUTION] or its clients to the extent that such personnel would otherwise receive such reports in the ordinary course and such reports are not specifically prepared with respect to the Debtors); (v) [INSTITUTION]'s compliance personnel shall review [INSTITUTION]'s trades of Pegasus' Securities to determine if there is any reason to believe that such trades were not made in compliance with the information blocking procedures and shall keep records of such review; (vi) [INSTITUTION] shall take those steps necessary to restrict the exchange of Information through electronic means between [INSTITUTION] Committee Personnel and all other [INSTITUTION] personnel in a manner consistent with the foregoing procedures, which shall be monitored by [INSTITUTION]'s compliance personnel; (vii) [INSTITUTION] shall disclose to the Office of the United States Trustee in writing any decrease in dollar amount of Pegasus' Securities held by [INSTITUTION] or its clients which results in such holdings being less than the lesser of \$20 million and one-third of the aggregate holdings of [INSTITUTION] and in its clients' accounts at [INSTITUTION] as of date of [INSTITUTION]'s appointment to the Committee within five business days of such trade or

trades aggregating the foregoing amount; and (viii) so long as [INSTITUTION] is a member of the Committee, it shall disclose to the Committee counsel and the United States Trustee every six months a declaration verifying continued compliance with the procedures described herein and shall immediately disclose to the Committee's counsel and the United States Trustee any material breaches of such procedures.

4. Notwithstanding any of the above, Committee Personnel may share Information with (a) senior management of [INSTITUTION] who, due to their duties and responsibilities, have a legitimate need to know such Information provided that such individuals (i) otherwise comply with the procedures herein and (ii) use such Information only in connection with their senior managerial responsibilities, (b) regulators, auditors, designated legal and compliance personnel for the purpose of rendering legal advice to the Committee Personnel, and to the extent that such Information may be accessible by internal computer systems, [INSTITUTION] administrative personnel who service and maintain such systems, each of whom will agree not to share Information with other employees and will keep such Information in files inaccessible to other employees, and (c) other [INSTITUTION] employees, representatives and agents who (i) are not involved with trading or investment advisory activities with respect to the Debtors' Securities and (ii) execute a Confidentiality Letter.

5. The [INSTITUTION] Committee Personnel assigned to the Debtors' chapter 11 cases will be myself and [SECOND REPRESENTATIVE], who is [TITLE] of [INSTITUTION]. [SECOND REPRESENTATIVE] will submit a separate Declaration affirming [his/her] intention to comply with the screening procedures described herein. In the event any other individual [INSTITUTION] representative is chosen to act as a Committee representative on behalf of [INSTITUTION] in the Debtors' chapter 11 cases, such individual will also submit a Declaration

affirming [his/her] intention to comply with the screening procedures described herein prior to accepting any responsibilities in connection therewith.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this ____ day of [MONTH], 2004, at [CITY], [STATE].

[DECLARANT]