

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al.,)	Case No. 04-20878
)	
Debtors.)	
)	(Joint Administration Requested)

MOTION FOR EMERGENCY HEARING AND FOR APPROVAL OF LIMITED NOTICE OF FIRST DAY MOTIONS AND SHORTENED OBJECTION PERIOD

NOW COMES Pegasus Satellite Television, Inc., et al. (the “Debtors”)¹, by and through their undersigned counsel, and moves this Court, pursuant to D. Me. LBR 9013-1(j), for emergency hearings, as well as approval of limited notice and a shortened objection period, with respect to the following motions (the “Motions”):

1. Joint Motion for Joint Administration of Debtors’ Chapter 11 Cases;
2. Emergency Motion for an Interim Order (1) Authorizing Use Of Cash Collateral Pursuant to 11 U.S.C. § 363; (2) Granting Adequate Protection Pursuant to 11 U.S.C. § 363; and (3) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001; Emergency Motion For An Interim Order (A) Authorizing Use Of Cash Collateral, (B) Granting Adequate Protection To Certain Prepetition Secured Parties Pursuant To Sections 105, 361, And 363 Of The Bankruptcy Code Including Replacement Liens And Superpriority Claims And (C) Scheduling A Hearing For Final Approval Of Use Of Cash Collateral

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., WTLH License Corp.

3. Motion of the Debtors for an Order (i) Approving Cash Management System, (ii) Authorizing Use of Prepetition Bank Accounts and Business Forms, (iii) Approving Payroll and Disbursement Accounts, (iv) Waiving the Requirements of 11 U.S.C. § 345 on an Interim and Final Basis, and (v) According Administrative Expense Status to All Postpetition Intercompany Claims;
4. Motion For Order Authorizing: (i) Payment Of Prepetition Employee Wages, Salaries and Related Items; (ii) Reimbursement of Prepetition Employee Business Expenses; (iii) Prepetition Contributions and Payment of Medical and Similar Benefits; (iv) Payment of Workers' Compensation Obligations; (v) Payments for Which Payroll Deductions Were Made; (vi) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (vii) the Continuation of Certain Employee Programs;
5. Motion for the Entry of an Order (i) Prohibiting Utilities from Altering, Refusing or Discontinuing Services; and (ii) Establishing Procedures for Determining Requests for Additional Adequate Assurance;
6. Motion for Order Authorizing But Not Directing Payment of Certain Prepetition Taxes;
7. Motion for Order Pursuant to Rule 1007(a)(4) and (c) of the Federal Rules of Bankruptcy Procedure, Extending Time For Filing Schedules and Statements of Financial Affairs;
8. Motion of the Debtors and Debtors in Possession Pursuant to 11 U.S.C. § 363 for Interim and Final Orders Authorizing the Debtors to Continue Performing Under the Support Services Agreement with Pegasus Communications Management Company;
9. Motion of the Debtors And Debtors in Possession for an Order Authorizing, But Not Requiring, The Debtors to (i) Honor Certain Prepetition Obligations to Customers, and (ii) Continue Their Prepetition Customer Policies and Promotional Programs;
10. Motion for Order Pursuant to 11 U.S.C. §§ 363(b) And 363(c)(1) Authorizing, But Not Requiring, Debtors to Continue to Operate in the Ordinary Course, Including Payment of Pre-Petition Date Claims, With Respect to Non-Debtor Dealers;
11. Application for Order under 11 U.S.C. 327(a) Authorizing the Retention and Employment of Sidley, Austin Brown & Wood LLP as Attorneys for the Debtors and Debtors in Possession;
12. Application for Order Authorizing the Debtors and Debtors in Possession to Employ and Retain Bernstein, Shur, Sawyer & Nelson as Local Counsel Pursuant to 11 U.S.C. § 327(e);
13. Motion For Admission To Appear And Practice Pro Hac Vice On Behalf Of The Debtors;

14. Trumbull Application For Order Appointing The Trumbull Group, LLC, f/k/a Trumbull Associates, LLC, And Trumbull Services, LLC, As Claims, Noticing And Balloting Agent Of Bankruptcy Court Pursuant To 28 U.S.C. § 156(C);
15. Motion for Entry of Order Establishing Notice and Service Requirements in Debtors' Chapter 11 Cases.

In support of the instant motion, the Debtors state the following:

1. On June 2, 2004, the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Code"). The Debtors are in possession and control of their respective properties and continue to operate their respective businesses as a debtors-in-possession pursuant to Sections 1107 and 1108 of the Code.

2. The Debtors incorporate the factual allegations in each of the Motions herein by reference as to the cause for emergency relief in each instance; cause for emergency relief is also set forth in detail in the Lodge Affidavit (as defined in the Motions).. Without limitation, the Debtors seek immediate adjudication of the Motions to allow for a smooth transition of the Debtors' complex and extensive business operations to this Chapter 11 forum, and to avoid irreparable harm to the Debtor's operations through damage to employees, customers, dealers and other critical relationships. Any material interruption in operations will have not only an immediate impact on the Debtor's ability to operate, and to reorganize, but will also have wide ranging implications for third parties, such as employees, creditors, dealers and customers.

3. For the reasons set forth in each of the Motions, any material delay in obtaining the relief requested in the Motions could immediately and irreparably impair the Debtors' ability to carry out their respective businesses in the ordinary course, thus affecting prospects for reorganization.

4. Notice of this motion has been provided to (i) the United States Trustee; (ii) the Debtors' primary senior and junior secured creditors, (iii) the indenture trustee(s) for the Debtors' bondholders; (iv) to the Debtors' fifty largest unsecured creditors on a consolidated basis; and (v) known counsel to such parties, by e-mail, facsimile or overnight delivery. Pursuant to Federal Rule of Bankruptcy Procedure 2002(m) and 9007 the Debtors' request that

the Court approve notice and service of the Motions in the manner set forth above as adequate and sufficient under the circumstances.

WHEREFORE, the Debtors respectfully request that the Court enter an order (a) setting an emergency hearing on the Motions for June 4, 2000, at 10:00 a.m., (b) shortening the objection period on the Motions to the same date and time, (c) limiting notice and/or finding notice as set forth above sufficient, and (d) granting such other relief as the Court may deem just and proper.

Dated: Portland, Maine June 2, 2004

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

))	
In re:))	Chapter 11
))	
PEGASUS SATELLITE TELEVISION, INC., et al.,))	Case No. 04-20878
))	
Debtors.))	Joint Administration Requested

**NOTICE OF HEARING TO CONSIDER
FIRST DAY MOTIONS AND APPLICATIONS**

TO: ALL PARTIES IN INTEREST

PLEASE TAKE NOTICE that Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),¹ have filed a Motion for Emergency Hearing and For Approval of Limited Notice of First Day Motions and Shortened Objection Period (the “Emergency Motion”) with respect to the following motions:

1. Joint Motion for Joint Administration of Debtors’ Chapter 11 Cases;
2. Emergency Motion for an Interim Order (1) Authorizing Use Of Cash Collateral Pursuant to 11 U.S.C. § 363; (2) Granting Adequate Protection Pursuant to 11 U.S.C. § 363; and (3) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001; Emergency Motion For An Interim Order (A) Authorizing Use Of Cash Collateral, (B) Granting Adequate Protection To Certain Prepetition Secured Parties Pursuant To Sections 105, 361, And 363 Of The Bankruptcy Code Including Replacement Liens And Superpriority Claims And (C) Scheduling A Hearing For Final Approval Of Use Of Cash Collateral

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8. Motion of the Debtors and Debtors in Possession Pursuant to 11 U.S.C. § 363 for Interim and Final Orders Authorizing the Debtors to Continue Performing Under the Support Services Agreement with Pegasus Communications Management Company;
9. Motion of the Debtors And Debtors in Possession for an Order Authorizing, But Not Requiring, The Debtors to (i) Honor Certain Prepetition Obligations to Customers, and (ii) Continue Their Prepetition Customer Policies and Promotional Programs;
10. Motion for Order Pursuant to 11 U.S.C. §§ 363(b) And 363(c)(1) Authorizing, But Not Requiring, Debtors to Continue to Operate in the Ordinary Course, Including Payment of Pre-Petition Date Claims, With Respect to Non-Debtor Dealers;
11. Application for Order under 11 U.S.C. 327(a) Authorizing the Retention and Employment of Sidley, Austin Brown & Wood LLP as Attorneys for the Debtors and Debtors in Possession;

12. Application for Order Authorizing the Debtors and Debtors in Possession to Employ and Retain Bernstein, Shur, Sawyer & Nelson as Local Counsel Pursuant to 11 U.S.C. § 327(e);
13. Motion For Admission To Appear And Practice *Pro Hac Vice* On Behalf Of The Debtors;
14. Trumbull Application For Order Appointing The Trumbull Group, LLC, f/k/a Trumbull Associates, LLC, And Trumbull Services, LLC, As Claims, Noticing And Balloting Agent Of Bankruptcy Court Pursuant To 28 U.S.C. § 156(C).
15. Motion for Entry of Order Establishing Notice and Service Requirements in Debtors' Chapter 11 Cases.

(collectively, the "First Day Motions").

PLEASE TAKE FURTHER NOTICE that a hearing on the Emergency Motion has been scheduled for June 4, 2004 at 10:00 a.m. (EST) (the "Hearing") before the Honorable James B. Haines, Jr., United States Bankruptcy Court, 2nd Floor, Congress Street, Portland, Maine, 04101. If the Emergency Motion is granted at that time, the Court may immediately thereafter conduct a hearing to consider, and may grant at that time, the First Day Motions.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief requested in any of the Motions may be made at the Hearing.

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this notice, the Court may grant the relief demanded by the Debtors in the Motions without further notice or hearing.

Dated: Portland, Maine
June 2, 2004

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