

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 PURSUANT TO 11 U.S.C. §§ 363(b)
AND 105(a) AUTHORIZING AND APPROVING
IMPLEMENTATION OF MANAGEMENT RETENTION PLAN**

Upon the motion (the “Motion”) of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),¹ for entry of an order authorizing and approving implementation of the Debtors’ management employee retention plan; and no previous application for such relief having been made; and upon the Affidavit of Ted S. Lodge, President, Chief Operating Officer and Counsel of Pegasus Satellite Communications, Inc., in support of Motion for Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) Authorizing and Approving Implementation of Management Retention Plan; and notice of this Motion having been given to (i) the United States Trustee for the District of Maine, (ii) the proposed counsel to the official committee of unsecured creditors, and (iii) those parties in interest who have filed a notice of appearance; and it appearing that no further notice is required; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. §

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.

157; and it appearing that the relief requested is in the best interests of the Debtors, their estates and creditors; after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that any responses or objections thereto, not previously withdrawn or resolved, are overruled; and it is further

ORDERED, that the terms and conditions of the Employee Retention Plan² are approved and authorized under sections 363(b) and 105(a) of the Bankruptcy Code; and it is further

ORDERED, that the Debtors are authorized, but not directed, to make payments as appropriate under the Employee Retention Plan without further order of the Court; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated:

UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion.