

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 AUTHORIZING THE DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY KEKST AND COMPANY, INCORPORATED AS CORPORATE COMMUNICATIONS CONSULTANT PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)

Upon the application (the “Application”) of Pegasus Satellite Television, Inc., et al., the above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ for an order authorizing the retention and employment of Kekst and Company, Incorporated (“Kekst”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) as corporate communications consultant; and upon the Affidavit of Ted S. Lodge, President, Chief Operating Officer and Counsel of Pegasus Satellite Communications, Inc. in Support of First Day Motions; and upon the Affidavit of Michael Freitag, a Partner of Kekst, in support of the Application; and Notice of the Application has been given to (i) the United States Trustee for the District of Maine; (ii) the Debtors’ fifty (50) largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (iii) the administrative agents for the credit facilities of Pegasus Media & Communications, Inc. and Pegasus Satellite Communications, Inc. (“PSC”); (iv) each of the

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.

indenture trustees for each series of notes of PSC and (v) those parties in interest who have filed a Notice of Appearance. The Debtors submit that in light of the nature of the relief requested, no further notice is required; and the Court being satisfied that Kekst does not hold or represent an interest adverse to the Debtors' estates and that Kekst is a disinterested person under 101(14) of the Bankruptcy Code, and that the employment of Kekst is necessary and in the best interests of the Debtors and their estates, creditors and interest holders; and the court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Application be, and it hereby is, granted; and it is further

ORDERED, that in accordance with Section 327(a) and 328(a) of the Bankruptcy Code, the Debtors are authorized to retain, employ, compensate, and reimburse Kekst on the terms set forth in the Application, the Engagement Letter², and this Order; and it is further

ORDERED, that Kekst shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, and Local Rule 2016-1, and such procedures as may be fixed by order of this Court; and it is further

ORDERED, that the retention of Kekst shall be made effective as of the date of the commencement of these chapter 11 proceedings; and it is further

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

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: June 24, 2004

/s/ James B. Haines, Jr.
United States Bankruptcy Judge