

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)

**ORDER AUTHORIZING THE RETENTION OF
SIDLEY AUSTIN BROWN & WOOD LLP
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon the Application (the "Application")¹ of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors"),² for an order authorizing the retention and employment of the law firm of Sidley Austin Brown & Wood LLP ("Sidley") as general reorganization and bankruptcy counsel for the Debtors, pursuant to §§ 327(a) and 1107 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); 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 (the "Lodge Affidavit"); and the Affidavit of Larry J. Nyhan in Support of Application for an Order Authorizing Retention of Sidley Austin Brown & Wood LLP as attorneys for the Debtors and Debtors in Possession and Disclosure of Compensation Pursuant to Bankruptcy Code Section 329 (the "Nyhan Affidavit"); and the court having reviewed the Application; and notice of the Application having been given

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Application.

² 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.,

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") and (iv) each of the indenture trustees for each series of notes of PSC; and it appearing that no other notice need be given; and it appearing that Shaw Pittman neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that Shaw Pittman is "disinterested," as that term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the estate and its creditors; after due deliberation and sufficient cause appearing therefor, it is hereby

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

ORDERED, that pursuant to §§ 327(a) and 1107 of the Bankruptcy Code, the retention and employment of Sidley as attorneys for the Debtors as of the date of the filing of these chapter 11 cases on the terms set forth in the Application and the Nyhan Affidavit is approved; and it is further

ORDERED, that Sidley shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED, that Sidley is authorized to apply the retainer received from the Debtors to pay any allowed fees, charges or distributions relating to services rendered to the Debtors subsequent to the Petition Date; and it is further

ORDERED, that Sidley shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED, that Sidley is authorized to apply the retainer it received from the Debtors to pay any fees, charges or disbursements relating to services rendered to the Debtors prior to the date hereof.

Dated: June 24, 2004

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

District/off: 0100-2
 Case: 04-20878

User: rrowell
 Form ID: pdf901

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 Total Served: 43

Date Rcvd: Jun 24, 2004

The following entities were served by first class mail on Jun 26, 2004.

db Pegasus Satellite Television, Inc., 213 Felton Street, Marlborough, MA 01752
 aty +Alexander Simon, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119
 aty +Andrew N. Rosenberg, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, NY 10019-6031
 aty Benjamin E. Marcus, Esq., Drummond Woodsum & MacMahon, 245 Commercial Street, P.O. Box 9781, Portland, ME 04104-5081
 aty +C. MacNeil Mitchell, Winston & Strawn, LLP, Attn: Denise Cunsolo, Legal Asst., 200 Park Avenue, New York, NY 10166-0005
 aty Daniel M. Glosband, Goodwin Proctor, LLP, Exchange Place, Boston, MA 02109
 aty +Debra SuDock, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062
 aty +Diane Meyers, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, NY 10019-6031
 aty +Diane W. Sanders, Linebarger, Goggan, Blair & Sampso, LLP, 1949 South I.H. 35 (78741), P.O. Box 17428, Austin, TX 78760-7428
 aty +Ellen Moring, Esq., Sidley Austin Brown & Wood LLP, 787 Seventh Avenue, New York, NY 10019-6018
 aty +Eric D. Statman, Lovells, 900 Third Avenue, New York, NY 10022-4728
 aty +Eric K. Bradford, Esq., Office of the U.S. Trustee, 10 Causeway Street, Room 1184, Boston, MA 02222-1047
 aty +F. Bruce Sleeper, Esq., Jensen, Baird, Gardner & Henry, P.O. Box 4510, Portland, ME 04112-4510
 aty +Gayle H. Allen, Esq., Verrill & Dana, One Portland Square, Portland, ME 04101-4054
 aty George J. Marcus, Esq., Marcus, Clegg & Mistretta, PA, 100 Middle St., East Tower, Portland, ME 04101-4102
 aty +Jacob A. Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110
 aty +Larry J. Nyhan, Esq., Sidley Austin Brown & Wood LLP, Bank One Plaza, 10 South Dearborn Street, Chicago, IL 60603-2003
 aty Leonard M. Gulino, Esq., Bernstein, Shur, Sawyer & Nelson, P.O. Box 9729, Portland, ME 04104-5029
 aty +Lori E. Chasen, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, NY 10019-6031
 aty Macken Toussaint, Goodwin, Proctor LLP, Exchange Place, Boston, MA 02109
 aty +Mark Somerstein, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062
 aty +Michael E. Baumann, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, CA 90017-5800
 aty +Richard J. O'Brien, Esq., Linnell, Choate & Webber, LLP, 83 Pleasant Street, P.O. Box 190, Auburn, ME 04210-5937
 aty +Richard P. Krasnow, Weil, Gotshal & Mages, LLP, 767 Fifth Avenue, New York, NY 10153-0119
 aty Robert J. Keach, Esq., Bernstein, Shur, Sawyer & Nelson, 100 Middle Street, 6th Floor, P.O. Box 9729, Portland, ME 04104-5029
 aty +Robert S. Brady, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, DE 19899-0391
 aty +Rosetta B. Packer, McCarter & English, LLP, Mellon Bank Center, 1735 Market Street, Suite 700, Philadelphia, PA 19103-7518
 aty +Rufus E. Brown, Esq., Brown & Burke, P.O. Box 7530, Portland, ME 04112-7530
 ust +Office of U.S. Trustee, 537 Congress Street, Room 302, Portland, ME 04101-3353
 cr +Angelo, Gordon & Co., Attn: Leigh Walzer, 245 Park Avenue, 26th Floor, New York, NY 10167-0094
 cr +CRT Capital Group LLC, Attn: Nadav Braun, 262 Harbor Drive, Stamford, CT 06902-7438
 cr +Cohanzyck Management, LLC, 427 Bedford Road, Suite 260, Pleasantville, NY 10570-3029
 cr Daily Insights, Attn: Bill Angelowitz, JAF Box 3127, New York, NY 10116
 cr +Gabriel Capital, L.P., 450 Park Ave., Suite 3201, New York, NY 10022-2633
 cr +IKON Financial Services, Bankruptcy Administration, IOS Capital LLC, 1738 Bass Road, P.O. Box 13708, Macon, GA 31208-3708
 cr J.P. Morgan Trust Company, N.A., Attn: James R. Lewis, Esq., VP, 4 New York Plaza, 15th Floor, New York, NY 10004-2413
 cr Manatee County Tax Collector, Attn: Ken Burton, Jr., P.O. Box 25300, Bradenton, FL 34206-5300
 cr +National Rural Telecommunications Cooperative, 2121 Cooperative Way, Herndon, VA 20171-4543
 cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel, 17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7336
 crcm +Official Committee of Unsecured Creditors, Wachovia Bank, N.A., Trustee, c/o Smith, Gambrell & Russell, LLP, Attn: John T. Vian, Esq., 1230 Peachtree Street, NE, Suite 3100, Atlanta, GA 30309-3592
 cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570
 intp +Trumbull Services, L.L.C., 4 Griffin Road North, Windsor, CT 06095-1579
 intp +United States Trustee, 537 Congress Street, Portland, ME 04101-3318

The following entities were served by electronic transmission.
 NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty Andrew D. Gottfried
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***** BYPASSED RECIPIENTS (continued) *****
cr Normangee ISD
cr Nortel Networks, Inc.
cr Par Capital Management, Inc.
intp Pegasus Communications Corporation
cr Refugio County
cr The Steering Committee of Senior Secured Creditors
cr Wachovia Bank, National Association
cr Wilmington Trust Co.

TOTALS: 20, * 0

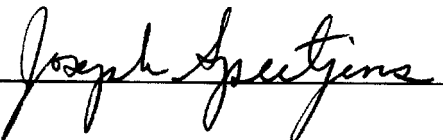
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 26, 2004

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.