

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 RETAIN AND EMPLOY HEWITT ASSOCIATES LLC AS  
COMPENSATION CONSULTANT PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)**

Upon consideration of the application (the "Application") of Pegasus Satellite Television, Inc. and certain of its affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),<sup>1</sup> by which the Debtors requested the entry of an order authorizing the Debtors to retain and employ Hewitt as their expert compensation consultant in these chapter 11 cases pursuant to 11 U.S. C. §§ 327(a) and 328(a); 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 C. Lawrence Connolly, III, Corporate Secretary of Hewitt, attached to the Application as Exhibit A, in support of the retention of Hewitt; and Notice of this 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

<sup>1</sup> 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.

Pegasus Media & Communications, Inc. and Pegasus Satellite Communications, Inc. (“PSC”); (iv) each of the 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 it is hereby

ORDERED, that the Application is granted in its entirety; and it is further

ORDERED, that the Debtors are authorized to retain and employ Hewitt,<sup>2</sup> as their employee compensation consultants in these chapter 11 cases, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, on the terms and conditions described in the Application, nunc pro tunc, as of June 2, 2004; and it further

ORDERED, that Hewitt is to provide any and all Contracted and Additional Services for the Debtors that are necessary or appropriate in connection with these chapter 11 cases; and it is further

ORDERED, that Hewitt will be compensated for the Contracted Services based upon a fixed fee of \$80,000, including expenses; and it is further

ORDERED, that Hewitt is excused from the requirements of maintaining time records in tenth of an hour increments as set forth in Local Rule 2016-1(a); and it is further

ORDERED, that Hewitt will be compensated for the Additional Services, if any, based on hourly rates set forth in the Application; and it is further

ORDERED, that Hewitt will file one fee application with the Court with respect to the fixed fee for Contracted Services in which it will include a standard monthly billing statement, which will set forth, by general description, the services preformed, the name and title

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

of the individuals performing such services and the billing rates for those individuals; and it is further

ORDERED, that to the extent Hewitt performs the Additional Services, Hewitt will submit fee application(s) that also provide the same information as provided above; and it is further

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

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  
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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

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 cr HSBC Bank USA  
 consult Hewitt Associates LLC  
 cr Lampass CAD  
 cr Lee County

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cr Wachovia Bank, National Association  
cr Wilmington Trust Co.

TOTALS: 21, \* 0

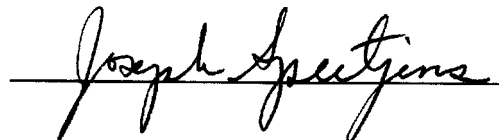
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**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.