

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

CERTIFICATE OF SERVICE

District/off: 0100-2
Case: 04-20878User: rrowell
Form ID: pdf901Page 1 of 2
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
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 P.O. Box 17428, Austin, TX 78760-7428
 aty +Ellen Moring, Esq., Sidley Austin Brown & Wood LLP, 787 Seventh Avenue,
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 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 +Cohanlick 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) *****

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 op Capital Management Associates, Inc.
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 cr HSBC Bank USA
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 consult Kekst and Company Incorporated

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Case: 04-20878

User: rrowell
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***** BYPASSED RECIPIENTS (continued) *****
cr Lampass CAD
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intp Pegasus Communications Corporation
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cr The Steering Committee of Senior Secured Creditors
cr Wachovia Bank, National Association
cr Wilmington Trust Co.

TOTALS: 23, * 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:

