

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 DEBTORS AND
DEBTORS-IN-POSSESSION TO EMPLOY FTI CONSULTING, INC.
AS FINANCIAL ADVISOR 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 pursuant to authorizing the retention and employment of FTI Consulting, Inc. (“FTI”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) as financial advisor; 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 Randall S. Eisenberg, Senior Managing Director of FTI, in support of the Application; and due and adequate 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 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

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.

a Notice of Appearance; and the Court being satisfied that FTI does not hold or represent an interest adverse to the Debtors' estates and the FTI is a disinterested person under 101(14) of the Bankruptcy Code, and that the employment of FTI 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; 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 FTI on the terms set forth in the Application, the Engagement Letter,² and this Order; and it is further

ORDERED, that FTI 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 FTI shall continue to maintain the internal ethical screen established to separate those employees of FTI that have and will render services to the Debtors from those employees of FTI that have and may render services to DirecTV, Inc. in a certain patent infringement litigation matter where Pegasus Development Corporation, a non-debtor affiliate of the Debtors, is the plaintiff; and it is further

ORDERED, that the retention of FTI 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 herein 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 29, 2004

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE