

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
HERBEIN & COMPANY, INC. AS CORPORATE TAXATION ADVISORS
PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) NUNC PRO TUNC TO JUNE 2, 2004**

Upon the application (the "Application") of Pegasus Satellite Television, Inc., and certain of its subsidiaries and affiliates, each a debtor and debtor in possession (collectively, the "Debtors"),¹ for an order pursuant to 11 U.S.C. §§ 327(a) and 328(a) authorizing the retention and employment of Herbein & Company, Inc. ("Herbein ") as corporate taxation advisor; and upon the Affidavit of Carl D. Herbein, the Managing Partner with Herbein, 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 proposed counsel to the Committee and; (iii) those parties in interest who have filed a notice of appearance; and the Court being satisfied that by waiving its pre-petition claim against the Debtors, Herbein does not hold or represent an interest adverse to the Debtors' estates and that Herbein is a disinterested person under section 101(14) of the Bankruptcy Code, and that the employment of Herbein is necessary and in 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.

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 the court having held a hearing on the Application, it is hereby

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

ORDERED, that any responses or objections that are not otherwise withdrawn or resolved, are overruled; 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 Herbein as of the Petition Date on the terms set forth in the Application,² and this Order; and it is further

ORDERED, that Herbein 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 the retention of Herbein shall be made effective as of the Petition Date; and it is further

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

Dated:

UNITED STATES BANKRUPTCY JUDGE

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