

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

PEGASUS SATELLITE TELEVISION, INC.,
et. al.

Debtors.

Chapter 11
Case No. 04-20878

**VERIFIED STATEMENT OF WACHOVIA BANK,
NATIONAL ASSOCIATION AS INDENTURE TRUSTEE
PURSUANT TO BANKRUPTCY RULE 2019**

Wachovia Bank, National Association (“Wachovia”) is a national banking association having an address of Advisory Services, Corporate Trust Group, Mailcode NC 1179, 12th Floor, 401 South Tryon Street, Charlotte, North Carolina 28288. Wachovia acts as indenture trustee under the Indenture, dated as of May 31, 2001 (the “Indenture”), between Pegasus Satellite Communications, Inc., as Issuer (“PSC” or the “Debtor”) and First Union National Bank n/k/a Wachovia Bank, National Association, as Trustee.

The undersigned, Staci Marino, is a vice president of Wachovia and is duly authorized to execute this Verified Statement on behalf of Wachovia.

Pursuant to the Indenture, the Debtor issued its 12 3/8% Senior Notes due 2006 (the “Notes”) in the original aggregate principal amount of \$195,000,000. A true and complete copy of the Indenture, without exhibits, is attached here to as Exhibit A.

Wachovia holds such rights as are provided in the Indenture and all related documents, agreements and instruments executed and delivered in connection with the issuance of the Notes (the “Documents”).

In accordance with Bankruptcy Rule 2019(a), Wachovia submits the following verified statement:

- (a) The respective names and addresses of the holders of the Notes (who are creditors of the Debtor) are maintained by Wachovia, as the Registrar and Paying Agent in accordance with the provisions of the Indenture. The names and addresses of such holders may be furnished to any party-in-interest who is otherwise entitled (pursuant to the Notes, the Indenture, the Documents or applicable law) to such information and in accordance with appropriate orders as may be entered herein. The identities of the holders of the Notes may change, from time to time, during the course of proceedings in this case;
- (b)
 - (1) The claims held by the holders of the Notes are in the nature of money loaned, all as evidenced by the Notes, the Indenture and the Documents;
 - (2) As of the date of the filing of the original petition herein, the Debtor was and still is indebted to Wachovia, on behalf of the holders of the Notes, pursuant to the Notes in the aggregate principal amount of \$158,205,000, plus accrued and accruing interest thereon, and fees and expenses of Wachovia (including fees and expenses of counsel) all as provided in the Notes, the Indenture and the Documents; and
- (c) Wachovia does not own any of the Notes, and holds only: (1) for the benefit of the holders of the Notes, the claims or interests under the Indenture and the Documents; and (2) the claims for expenses and

liabilities incurred by Wachovia as trustee under the Indenture and the Documents.

In addition to its rights to take actions in its own name and as trustee of an express trust to collect on the claims of the holders of the Notes or otherwise as provided in the Indenture, or by applicable law, Wachovia has claims for reimbursement of reasonable fees and expenses (including reasonable fees and expenses of counsel) for pre- and post-petition services and performance of duties by Wachovia under the Indenture.

Wachovia reserves the right to supplement or amend this statement at any time in the future.

WACHOVIA BANK, NATIONAL
ASSOCIATION, AS TRUSTEE,

By: 

Name: Staci Marino

Title: Vice President

STATE OF NORTH CAROLINA

County of Mecklenburg

June 29, 2004

Then personally appeared before me the above-named Staci Marino, a vice-president of Wachovia Bank, National Association, who did state and acknowledge that Wachovia Bank, National Association, as such trustee, executed the foregoing instrument as its free act and deed and to its best knowledge and belief.

Before me,

Elizabeth E. Roberts
Notary Public

My commission expires: 3-26-06