

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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In re:))))	Chapter 11
PEGASUS SATELLITE TELEVISION, INC., et al.,))))	Case No. 04-20878
Debtors.))))	Jointly Administrated

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF PEGASUS SATELLITE TELEVISION, INC., ET
AL. TO RETAIN AND EMPLOY PIERCE ATWOOD
AS CO-COUNSEL NUNC PRO TUNC TO JUNE 2, 2004**

Upon the application dated June 25, 2004 (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”) for an order, pursuant to sections 1103(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Committee to retain and employ the law firm of Pierce Atwood, *nunc pro tunc* to June 2, 2004, and upon the Declaration of Jacob A. Manheimer, a member of the firm of Pierce Atwood, dated June 25, 2004 (the “Manheimer Declaration”); and it appearing that the members, counsel and associates of Pierce Atwood who will be engaged in these chapter 11 cases are duly qualified to practice before this Court; and the Court being satisfied, based on the representations made in the Application and the Manheimer Declaration, that said attorneys represent no interest adverse to the Committee and/or the Debtors’ estates with respect to the matters upon which they are to be engaged, that they are “disinterested persons,” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and

would be in the best interest of the Committee and the Debtors' estates; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Application is approved; and it is further

ORDERED that, in accordance with sections 1103(a) and, with respect to Pierce Atwood's hourly rates, 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Pierce Atwood as its co-counsel, *nunc pro tunc* to June 2, 2004, to represent it in these cases under chapter 11 of the Bankruptcy Code and such retention is hereby approved, and it is further

ORDERED that upon the Application and the Manheimer Declaration, the Court finds that Pierce Atwood does not hold or represent any interest adverse to the estates or represents any other entity having an adverse interest in connection with these chapter 11 cases and that Pierce Atwood is a disinterested person, and it is further

ORDERED that Pierce Atwood shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.

Dated: July 13, _____, 2004
Portland, Maine

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE

