

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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 AKIN GUMP STRAUSS HAUER & FELD LLP
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 Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), *nunc pro tunc* to June 2, 2004, and upon the Declaration of Daniel H. Golden, Esq., a member of Akin Gump, dated June 25, 2004 (the "Golden Declaration"); and it appearing that the members, counsel and associates of Akin Gump 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 Golden 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 Akin Gump'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 Akin Gump 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 Golden Declaration, the Court finds that Akin Gump 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 Akin Gump is a disinterested person, and it is further

ORDERED that Akin Gump 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, 2004
Portland, Maine

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICEDistrict/off: 0100-2
Case: 04-20878User: rrowell
Form ID: pdf901Page 1 of 3
Total Served: 69

Date Rcvd: Jul 13, 2004

The following entities were served by first class mail on Jul 15, 2004.

db Pegasus Satellite Television, Inc., 213 Felton Street, Marlborough, MA 01752
aty +Abid Qureshi, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-2524
aty +Alan Eric Gamza, Esq., Moses & Singer LLP, 1301 Avenue of the Americas,
New York, NY 10019-6022
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 +Barbara Ellis-Munro, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,
Atlanta, GA 30309-3592
aty +Benjamin E. Marcus, Esq., Drummond Woodsum & MacMahon, 245 Commercial Street, P.O. Box 9781,
Portland, ME 04104-5081
aty +Bruce B. Hochman, Esq., Lambert Coffin, 477 Congress St., 14th Floor, P. O. Box 15215,
Portland, ME 04112-5215
aty +C. MacNeil Mitchell, Winston & Strawn, LLP, Attn: Denise Cunsolo, Legal Asst.,
200 Park Avenue, New York, NY 10166-0005
aty +Daniel H. Golden, Akin, Gump, Strauss Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-2524
aty +Daniel M. Glosband, Goodwin Proctor, LLP, Exchange Place, Boston, MA 02109
aty +David H. Botter, Akin, Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-2524
aty +David J. Gaier, Esq., McCarter & English, LLP, Mellon Bank Center, 1735 Market St., Suite 700,
Philadelphia, PA 19103-7518
aty +Debra SuDock, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062
aty +Diane Meyers, Paul, Weiss, Rifkind, Wharton & Garrison,, 1285 Avenue of the Americas,
New York, NY 10019-6031
aty +Diane W. Sanders, Linebarger, Goggan, Blair & Sampso, LLP, 1949 South I.H. 35 (78741),
P.O. Box 17428, Austin, TX 78760-7428
aty +Edward S. Weisfelner, Brown, Rudnick, Berlack, Israels LLP, 120 West 45th Street,
New York, NY 10036-4041
aty +Ellen Moring, Esq., Sidley Austin Brown & Wood LLP, 787 Seventh Avenue,
New York, NY 10019-6018
aty +Eric D. Statman, Lovells, 900 Third Avenue, New York, NY 10022-4728
aty +Eric K. Bradford, Esq., Office of the U.S. Trustee, 10 Causeway Street, Room 1184,
Boston, MA 02222-1047
aty +F. Bruce Sleeper, Esq., Jensen, Baird, Gardner & Henry, P.O. Box 4510, Portland, ME 04112-4510
aty +Gayle H. Allen, Esq., Verrill & Dana, One Portland Square, Portland, ME 04101-4054
aty +George J. Marcus, Esq., Marcus, Clegg & Mistretta, PA, 100 Middle St., East Tower,
Portland, ME 04101-4102
aty +Gerald Huffaker, Huffaker, Green & Huffaker, P.O. Box 419, Tahoka, TX 79373-0419
aty +Guy S. Neal, Esq., Sidney Austin Brown & Wood LLP, 1501 K Street, N.W.,
Washington, DC 20005-1401
aty +Jacob A. Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110
aty +Jacob Manheimer, Esq., Pierce Atwood, One Monument Square, Portland, ME 04101-1110
aty +Jeffrey L. Jonas, Esq., Brown, Rudnick, Freed & Gesmer, PC, One Financial Center,
Boston, MA 02111-2600
aty +John P. Dillman, Linebarger Goggan Blair & Sampson, LLP, P.O. Box 3064,
Houston, TX 77253-3064
aty +John T. Vian, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,
Atlanta, GA 30309-3592
aty +Kenneth E. Aaron, Weir & Partners LLP, 842 Market Street Mall, Suite 1001,
Wilmington, DE 19801-3011
aty +Larry J. Nyhan, Esq., Sidley Austin Brown & Wood LLP, Bank One Plaza, 10 South Dearborn Street,
Chicago, IL 60603-2003
aty +Leonard M. Gulino, Esq., Bernstein, Shur, Sawyer & Nelson, P.O. Box 9729,
Portland, ME 04104-5029
aty +Lisa A. Chiapetta, Proskauer Rose LLP, 1585 Broadway, New York, NY 10036-8299
aty +Lori E. Chasen, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas,
New York, NY 10019-6031
aty +Macken Toussaint, Goodwin, Proctor LLP, Exchange Place, Boston, MA 02109
aty +Mark E. Mazzei, 2000 Corporative Drive, Canonsburg, PA 15317-8564
aty +Mark Somerstein, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178-0062
aty +Michael E. Baumann, Kirkland & Ellis LLP, 777 South Figueroa Street,
Los Angeles, CA 90017-5800
aty +Nava Hazan, Esq., Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue,
New York, NY 10022-2524
aty +Philip C. Dublin, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-2524
aty +Richard F. Hahn, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022-3916
aty +Richard F. Hahn, Esq., Debevoise & Plimpton, LLP, 919 Third Avenue, New York, NY 10022-3916
aty +Richard J. O'Brien, Esq., Linnell, Choate & Webber, LLP, 83 Pleasant Street, P.O. Box 190,
Auburn, ME 04210-5937
aty +Richard P. Krasnow, Weil, Gotshal & Mages, LLP, 767 Fifth Avenue, New York, NY 10153-0119
aty +Robert J. Keach, Esq., Bernstein, Shur, Sawyer & Nelson, 100 Middle Street, 6th Floor,
P.O. Box 9729, Portland, ME 04104-5029
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
aty +Stephen M. Baldini, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-2524

aty Steven A. Ginther, Esq., Missouri Department of Revenue, P.O. Box 475,
Jefferson City, MO 65105-0475

aty +Wayne M. Smith, 4000 Warner Blvd., Bldg. 156, Room 5158, Burbank, CA 91522-0001

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 +Cohanzick 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 Felton Street Associates Limited Partnership, Weir & Partners, Lambert Coffin, P.O. Box 15215,
Portland, ME 04112-5215

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 +Missouri Department of Revenue, Steven A. Ginther, 301 W. High Street, PO Box 475,
Jefferson City, MO 65105-0475

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

cr +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) *****

aty Andrew D. Gottfried

aty Arnold & Porter, LLP

aty Drinker, Bidgle & Reath, LLP

aty Dustin F. Hecker, Posternak, Blankstein

aty Eric W. Hagen, Kirkland & Ellis, LLP

aty Jay Teitelbaum, Morgan, Lewis

aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP

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cr Refugio County

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cr Telepictures Distribution

cr The Steering Committee of Senior Secured Creditors

cr Trinity County

cr Trinity/Groveton Tax Office

cr Wachovia Bank, National Association

cr Warner Bros. Entertainment, Inc.

cr Wilmington Trust Co.

TOTALS: 45, * 0

District/off: 0100-2
Case: 04-20878

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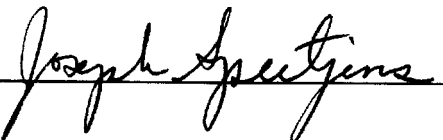
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I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information 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: Jul 15, 2004

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.