

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
PRICEWATERHOUSECOOPERS LLC AS ACCOUNTANT AND AUDITOR
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 herein (collectively, the “Debtors”),¹ for an order authorizing the retention and employment of PricewaterhouseCoopers LLC (“PwC”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) as accountant and auditor; and upon the Affidavit of William H.. Molloie, Partner in PwC, in support of the Application; and due and adequate notice of this Application having 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 PwC does not hold or represent an interest adverse to the Debtors’ estates and the PwC is a disinterested person under 101(14) of the Bankruptcy Code, and that the employment of PwC is necessary and in the best interests of the Debtors and their estates,

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.

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 response 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 PwC as of the Petition Date on the terms set forth in the Application², the Engagement Letter and this Order; and it is further

ORDERED, that PwC 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 to the extent PwC renders Services to Debtors and non-debtors, the fees and expenses associated with such Services will be allocated among the Debtors and non-debtors (the "Allocation") as provided in the Debtors' Motion to Continue Performing Under a Support Services Agreement between the Operating Affiliates (as defined therein) and Pegasus Communications Management Company; and it is further

ORDERED, that the official committee of unsecured creditors appointed pursuant to section 1102 of the Bankruptcy Code (the "Committee") reserves its rights to object before the Bankruptcy Court to the Allocation of PwC's fees and expenses at any time in the event the Committee determines that the Allocation is inappropriate; 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 the requirements set forth in Local Rule 2016-1(a)(3)(i) will be waived with regards to the Fixed Fee Services; and it is further

ORDERED, that the retention of PwC 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