

**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 PURSUANT TO 11 U.S.C. § 363
AUTHORIZING AND APPROVING A GENERAL
PARTNERSHIP INTEREST PURCHASE AGREEMENT BY AND BETWEEN
PEGASUS SATELLITE TELEVISION, INC. AND LEC DEVELOPMENT, INC.**

Upon the motion dated August 4, 2004 (the “Motion”), of Pegasus Satellite Television, Inc. (“PST”), and certain of its subsidiaries and affiliates, each a debtor and debtor in possession (collectively, the “Debtors”),¹ requesting entry of an order pursuant to 11 U.S.C. § 363(b)(1) authorizing and approving the General Partnership Purchase Agreement, by and between PST and LEC Development, Inc. (“LEC”), and acknowledged and agreed to by Golden Sky Systems, Inc., and the transaction contained therein (the “Partnership Purchase Agreement”);² and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Debtors having served copies of the Motion on each entity known to the Debtors to claim a lien, security interest, or other interest in South Plains, the parties to the Global Settlement, each non-

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.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion and/or the Asset Purchase Agreement (as hereinafter defined).

debtor party to Partnership Purchase Agreement and all parties on the All Notice List as required by (and defined in) the Order Establishing Case Management Procedures and Hearing Schedule dated July 9, 2004; and it appearing that no further notice is required and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A),(M) and (O); and this Court having held a hearing on August 25, 2004 at 10:30 a.m. to consider the Motion and all parties in interest having had an opportunity to be heard with respect to the Motion at that time; and it appearing that the relief requested is in the best interests of the Debtors, their estates and creditors; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that all objections to the Motion and entry of this Order or to the relief provided herein that have not been withdrawn, waived, resolved or settled, and all reservations of rights included therein, are hereby denied and overruled on the merits with prejudice; and it is further

ORDERED, that in accordance with section 363(b)(1) of the Bankruptcy Code, the Partnership Purchase Agreement, a true copy of which is attached to the Motion, is approved in its entirety; and it is further

ORDERED, that the Debtors are authorized, but not directed, (i) to pay \$2,750,000.00 to LEC for LEC's General Partnership Interest in South Plains and (ii) to take any and all action required to consummate the transaction contained in the Partnership Purchase Agreement.

Dated:

UNITED STATES BANKRUPTCY JUDGE