

Exhibit A

Term Sheet

The following sets forth the material terms of the Settlement.

1. DIRECTV/NRTC Settlement. The Settlement shall be conditioned upon (i) a sale of the DBS business to DIRECTV pursuant to the Asset Purchase Agreement (whether in connection with a closing thereunder or a draw under the Letter of Credit (as defined in the Asset Purchase Agreement) pursuant to Section 3.4 thereof) and a settlement of the Litigation pursuant to the Global Settlement Agreement or (ii) a sale of the DBS business to another buyer for consideration equal to or greater than the consideration provided under the Asset Purchase Agreement and an exchange of releases among the Company, the Debtors and the Consenting Holders identical to those contained in the Global Settlement Agreement.

2. PCC's Acquisition of the Broadcast Assets. Subject to the placement of financing,¹ PCC and the Debtors will enter into an agreement pursuant to which PCC (or its designee) will acquire on the terms set forth in such agreement, at PCC's option, either (a) assets (the "Broadcast Assets") of PBTI and its subsidiaries and the assets of the other Debtors used or necessary to the operation of the Debtors' broadcast business, including, without limitation, FCC authorizations, real property, agreements to operate and options to purchase other broadcast stations and other contract rights and normal working capital levels, in a transaction pursuant to Sections 363 and 365 of the Bankruptcy Code or (b) the stock of reorganized PSC pursuant to a plan of reorganization, in each case in exchange for \$75 million in cash (the "Retention Amount"). The agreement between PCC and the Debtors with respect to the Broadcast Assets will be subject to higher and better offers pursuant to auction procedures described in Exhibit 1 attached hereto and on substantially the timetable described in Exhibit 2 attached hereto. In the event that the Broadcast Assets or the stock of reorganized PSC is sold to someone other than PCC (or its designee) or the Debtors retain the Broadcast Assets and the stock of the reorganized Debtors is distributed to their creditors, PCC shall be entitled to reimbursement of out-of-pocket expenses in an amount not to exceed \$1.0 million in the aggregate.

3. Tax Planning. To the extent legally feasible, the plan of reorganization filed by the Debtors, and supported by the Committee and the Consenting Holders, will be structured and implemented in a manner that will be tax-efficient and preserve favorable tax attributes for PCC.

¹ PCC will seek to obtain third party financing to be secured by substantially all the acquired assets of the reorganized PBT and its subsidiaries.

4. Releases. The plan of reorganization filed by the Debtors, and supported by the Committee and Consenting Holders, shall contain provisions providing for the release, on the Plan's effective date and to the fullest extent permitted by law, of any and all claims owned by, possessed by or derivative of the Debtors against their respective officers and directors. In addition, such plan of reorganization shall provide that all creditors and preferred shareholders will release, to the fullest extent permitted by law, any claims such creditors or preferred shareholders may hold in their individual capacities against the officers and directors of the Debtors, or against PCC and its non-debtor affiliates and their respective officers, directors, employees and advisors.

5. Employee Compensation. The Debtors will implement, and the Committee and Consenting Holders will support, a KERP on substantially the terms set forth in Exhibit 3 attached hereto.

**Terms of
Bidding Procedures**

1. A Qualified Bidder (other than PCC) shall accompany its bid with (i) a deposit in a form acceptable to the Debtors in an amount of 5% of the purchase price, (ii) written evidence of a commitment for financing or other evidence of ability to consummate the transaction and (iii) a fully completed form of a Federal Communications Commission (the "FCC") transfer application for the Broadcast Assets and a certification by the Qualified Bidder that it has no reason to believe it cannot be a transferee of the FCC license.
2. A Qualified Bid must provide overall value for the Broadcast Assets to the Debtors of at least \$77.5 million.

Exhibit 2

Timetable for Sale of Broadcast Assets

August 23	Circulation of offering memorandum (including form of asset purchase agreement)
	Debtors file motion seeking approval of sale, auction procedures and bid protections
September 13	Hearing to approve auction procedures and bid protections
October 18	Competing bids due
October 20	Auction (to the extent competing bids received)
October 22	Hearing to approve sale

Schedule 3**Overview of PST KERP¹**

Item	Description
Severance	
Eligibility	Pursuant to the KERP order entered on July 9, 2004, covered employees are eligible if Pegasus or Acquirer does not offer employment on terms, compensation, responsibilities and geographic location consistent with current employment
Maximum Payment	\$3,210,274 (50% of pre-petition amounts excluding amounts for Marshall Pagon; pursuant to the original KERP motion)
STI	
Coverage	Guaranteed Tier 1 and Tier 2 monthly payments for Senior ² and Junior ³ employees (with the exception of Marshall Pagon and Ted Lodge) as earned, subject to Tier 2 maximum
Tier 2 maximum per month	\$350,000
COBRA	
Included	Senior and Junior Employees (with the exception of Marshall Pagon)
Period	Coverage extends through pre-petition severance period
Maximum Payment for Premiums	\$575,100
Administrative Expenses	Reasonable administrative expenses borne by the Debtors pursuant to the Support Services Agreement
Semi-Annual Retention Reward	Senior and Junior Employees (excluding Marshall Pagon and Ted Lodge): full December 2004 retention award earned and paid upon the earliest of (i) closing of a sale of substantially all of the Debtors' assets, (ii) involuntary termination without cause ⁴ or (iii) December 31, 2004 ⁵
Covered Senior Employees	See attached schedule

¹ Includes PCMC employees with responsibilities to Debtors' satellite business. Compensation to such employees subject to approval of PCC Board.

² Senior employees are defined as Senior Officers and Senior Vice Presidents.

³ Junior employees are defined as Vice Presidents, Directors and Managers.

⁴ In such case, payment of the semi-annual retention award will be made upon closing of a sale of substantially all of the Debtors' assets.

⁵ For junior employees only.

KERP Calculations for Top 9 Senior Employees

Name	Monthly Payment (Tier 1 & Estimated Tier 2/3 July through December 2004)	Transaction Bonus (Equal to 12/31/04 Semi- Annual Retention Payment)	Severance	COBRA	Total
Pagon, Marshall W.	—	—	—	—	—
Lodge, Ted S. ⁶	—	—	—	—	—
Verlin, Howard E.	\$113,899	\$250,000	\$250,000	\$21,600	\$635,499
Lindgren, Rory J.	\$113,899	\$250,000	\$250,000	\$21,600	\$635,499
Pooler, Joseph W.	\$109,386	\$240,000	\$240,000	\$21,600	\$610,986
Blank, Scott A.	\$102,571	\$225,000	\$225,000	\$21,600	\$574,171
Heisler, Karen M.	\$79,738	\$210,000	\$210,000	\$21,600	\$521,338
Crate, Cheryl K.	\$47,413	\$124,850	\$124,850	\$21,600	\$318,713
Didio, John	\$72,157	\$142,500	\$142,500	\$21,600	\$378,757
TOTALS	\$639,063	\$1,442,350	\$1,442,350	\$151,200	\$3,674,963

⁶ Debtors are authorized to pay for Ted S. Lodge a Transaction Bonus in the amount of \$1,000,000 payable upon closing of a sale of substantially all of the Debtors' assets and a further bonus in the amount of \$400,000 paid on the Effective Date of the Debtors' Plan of Reorganization. To the extent necessary, Mr. Lodge will also be entitled to participate in the COBRA program (\$21,600).

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. §§ 105(a), 363 AND 1146(c) AND
BANKRUPTCY RULE 9019 (I) APPROVING GLOBAL SETTLEMENT BY
AND AMONG THE DEBTORS AND DEBTORS IN POSSESSION, PEGASUS
COMMUNICATIONS CORPORATION AND OTHER NON-DEBTOR
AFFILIATES, DIRECTV, INC., THE DIRECTV GROUP, INC., NATIONAL
RURAL TELECOMMUNICATIONS COOPERATIVE, AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, AND (II) AUTHORIZING AND
APPROVING IN CONNECTION THEREWITH A SALE, TRANSFER AND
CONVEYANCE OF CERTAIN ASSETS OF
THE DEBTORS TO DIRECTV, INC.**

This matter is before the Court upon the motion (the “Motion”), dated August 3, 2004, of Pegasus Satellite Television, Inc. (“PST”) and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”)¹ in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order pursuant to 11 U.S.C. §§ 105(a), 363 and 1146(c) and Fed. R. Bankr.

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., and WTLH License Corp.

P. 9019 authorizing and approving (a) the Global Settlement Agreement, dated as of July 30, 2004, by and among the Debtors, Pegasus Communications Corporation (“PCC”) (on its own behalf and on behalf of its non-Debtor subsidiaries, the “Pegasus Non-Debtors”), DIRECTV, Inc. (“DIRECTV”) (on its own behalf and on behalf of its direct and indirect subsidiaries), The DIRECTV Group, Inc. (“DTVG”) (on its own behalf and on behalf of its direct and indirect subsidiaries, other than DIRECTV and its direct and indirect subsidiaries), National Rural Telecommunications Cooperative (“NRTC”), and the official committee of unsecured creditors appointed in the Chapter 11 Cases (the “Committee”) and certain members of the Committee with respect to specified provisions thereof, a copy of which is attached hereto as Exhibit A (the “Settlement Agreement”); (b) the Asset Purchase Agreement, dated as of July 30, 2004, by and among certain of the Debtors and DIRECTV and (solely for purposes of Section 12.12 thereof), DTVG, a copy of which is attached hereto as Exhibit B (the “Asset Purchase Agreement”)²; and (c) the Cooperation Agreement, dated as of July 30, 2004, by and among PST and certain other Debtors and DIRECTV, a copy of which is attached hereto as Exhibit C (the “Cooperation Agreement”, and together with the Settlement Agreement and the Asset Purchase Agreement, collectively, the “Settlement”)³; and the Court having reviewed and considered the Motion, the Settlement, and the arguments of counsel made, and the evidence proffered or adduced

² Capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Asset Purchase Agreement.

³ The Debtors will also file a Motion to Assume and Assign Executory Contracts and Unexpired Leases pursuant to 11 U.S.C. §365 pursuant to which the Debtors will request authority to assume and assign to DIRECTV various leases and executory contracts as contemplated by the Asset Purchase Agreement.

at the hearing on the Motion held on August 25, 2004 (the "Hearing") and upon all the proceedings heretofore held in the Chapter 11 Cases; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

FOUND AND DETERMINED THAT:⁴

A. The Court has jurisdiction over the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (N), and (O). Venue of the Chapter 11 Cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

B. The statutory predicates for the relief sought in the Motion are Sections 105(a), 363(b), (f), and (m), and 1146(c) of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Rules 2002, 6004, 9014 and 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

C. As evidenced by the affidavits of service previously filed with the Court, and based on the representations of counsel at the hearing on the Motion, (i) proper, timely, adequate and sufficient notice of the Motion and the Hearing has been provided in accordance with Sections 102(l) and 363 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 9014 and 9019 and in substantial compliance with this Court's Order Establishing Case Management Procedures and Hearing Schedule, dated July 9, 2004

entered in the Chapter 11 Cases, (ii) such notice was good and sufficient, and appropriate under the circumstances of these cases, and (iii) no other or further notice of the Motion is or shall be required.

D. A reasonable opportunity to object or be heard with respect to the Motion and the relief requested therein has been afforded to all interested persons and entities, including: (i) the Office of the United States Trustee for the District of Maine; (ii) counsel to the Committee and all Committee members; (iii) administrative agents to the Debtors' prepetition credit facilities; (iv) counsel to the indenture trustees; (v) counsel to the prepetition senior secured lenders; (vi) counsel to the prepetition junior secured lenders; (vii) counsel to DIRECTV and DTVG; (viii) counsel to PCC; (ix) counsel to NRTC; (x) all entities who have filed a notice of appearance or request for service of papers pursuant to Fed. R. Bankr. P. 2002; (xi) all relevant taxing authorities, (xii) all persons and entities known to the Debtors as having or asserting any Liens against, and any interests in, any of the Purchased Assets; and (xiii) all creditors in these Chapter 11 Cases.

E. The Settlement represents a fair, prudent and reasonable compromise of the controversies resolved by the Settlement and is in the best interests of the Debtors, their estates and creditors taking into account, among other things, (a) the probability of success on the claims being released as part of the Settlement, (b) the complexity of the litigation involved with respect to the claims being released as part of the Settlement

⁴ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052, as made applicable herein by Fed. R. Bankr. P. 9014.

and (c) the paramount interest of the creditors and a proper deference to their views in respect of the Settlement.

F. The Debtors have demonstrated both (i) good, sufficient, and sound business purpose and justification, and (ii) compelling circumstances for entering into the Settlement prior to, and outside of, a plan of reorganization, and the Settlement pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019 is the best alternative for preserving the value of the Purchased Assets for the benefit of the Debtors, their respective estates and creditors.

G. The Settlement was negotiated, proposed and entered into by the parties without collusion, in good faith and from arms' length bargaining positions. DIRECTV is not an "insider" or an "affiliate" as those terms are defined in Section 101 of the Bankruptcy Code.

H. DIRECTV has acted in "good faith" within the meaning of section 363(m) of the Bankruptcy Code and, as such, is entitled to all of the protections afforded thereby.

I. The Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement are mutually dependent agreements constituting a single integrated Settlement.

J. The transfer of the Purchased Assets to DIRECTV under the terms of the Asset Purchase Agreement is or will be a legal, valid, and effective transfer of the Purchased Assets, and will vest DIRECTV with good title to the Purchased Assets free and clear of all Liens and interests other than Permitted Exceptions .

K. The Debtors may transfer the Purchased Assets free and clear of all Liens and interests because (other than the Permitted Exceptions), in each case, one or more of the standards set forth in Section 363(f)(1)-(5) of the Bankruptcy Code has been satisfied.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted in all respects.
2. All objections, if any, to the Settlement, or any component thereof, that have not been withdrawn, waived, settled, or specifically addressed in this Order and all reservations of rights included in such objections, are hereby overruled on the merits.
3. The Debtors' entry into the Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement is authorized and ratified pursuant to Sections 105, 363 and 1146(c) of the Bankruptcy Code and Bankruptcy Rule 9019, and the Debtors are hereby authorized, empowered and directed to enter into and perform, and consummate the transactions, under the Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement. The terms of each of the Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement are hereby approved in all respects.
4. The Debtors are authorized, empowered and directed to take any and all actions and execute any and all documents and instruments that are reasonably necessary or appropriate to implement and effectuate the Settlement.

5. The Debtors are authorized, empowered and directed to execute and deliver all additional instruments and documents that may be reasonably necessary or desirable to implement the Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement, and to take all further actions as may be requested by DIRECTV for the purpose of assigning, transferring, granting, conveying and conferring to DIRECTV or reducing to possession, the Purchased Assets free and clear of all Liens and interests (other than Permitted Exceptions), or as may be necessary or appropriate to the performance of the obligations as contemplated by the Asset Purchase Agreement or the Cooperation Agreement.

6. Pursuant to Sections 105(a) and 363(f) of the Bankruptcy Code, the Purchased Assets shall be transferred to DIRECTV, and upon consummation and Closing shall be, free and clear of all Liens and interests (other than Permitted Exceptions); provided, however, that any Liens that do exist on, and any interests in, the Purchased Assets (other than the Permitted Exceptions) shall attach solely to the net Purchase Price in the order of their priority, with the same validity, force and effect which they now have as against the Purchased Assets, subject to any claims and defenses the Debtors or other parties in interest may possess with respect thereto.

7. The transfer of the Purchased Assets to the DIRECTV pursuant to the Asset Purchase Agreement constitutes a legal, valid, and effective transfer of the Purchased Assets, and vests or shall vest DIRECTV with good title and all right, title, and interest of the Debtors in and to the Purchased Assets free and clear of all Liens and interests (other than Permitted Exceptions).

8. Each and every federal, state, and local governmental agency or department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the Settlement.

9. All entities who are presently, or on the Closing Date may be, in possession of some or all of the Purchased Assets are hereby directed to surrender possession of the Purchased Assets to DIRECTV on the Closing Date other than subscribers of the Debtors that are renting DBS equipment in the ordinary course of the Debtors' Business involving the marketing and distribution of DIRECTV Services.

10. The Asset Purchase Agreement, the Settlement Agreement and the Cooperation Agreement, and the transactions contemplated thereby, are mutually dependent and constitute a single integrated Settlement. All such transactions are undertaken by DIRECTV in "good faith," as that term is used in section 363(m) of the Bankruptcy Code, and accordingly, no reversal or modification on appeal of the authorization provided herein to consummate the transfer the Purchased Assets under the Asset Purchase Agreement, the settlements under the Settlement Agreement, and the transactions contemplated by the Cooperation Agreement, shall affect the validity of the transfer of the Purchased Assets to DIRECTV, said settlements or said transactions, unless such authorization is duly stayed pending such appeal. DIRECTV is a purchaser in good faith of the Purchased Assets, and is entitled to all of the protections afforded by Section 363(m) of the Bankruptcy Code.

11. In furtherance of this Order, the Settlement Agreement, the Asset Purchase Agreement and the Cooperation Agreement and any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto, in a writing signed by such parties, and in accordance with the terms thereof, without further order of the Court; provided such modification, amendment or supplement is not material.

12. No party to the Settlement is acquiring or assuming the liabilities of any other party except as expressly provided in the Settlement.

13. The transfer of the Purchased Assets pursuant to the Asset Purchase Agreement is a transfer pursuant to section 1146(c) of the Bankruptcy Code, and, accordingly, shall not be taxed under any law imposing a stamp tax or any other similar transfer tax. Each and every federal, state and local government agency or department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transfer of any of the Purchased Assets, all without imposition or payment of any stamp tax or similar transfer tax.

14. As provided by Bankruptcy Rule 6004(g), and notwithstanding Bankruptcy Rule 7062, this Order shall be effective and enforceable immediately upon entry. Time is of the essence in closing the transactions pursuant to the Settlement, and the parties are permitted to consummate the transactions contemplated by the Settlement immediately upon entry of this Order.

15. This Court retains jurisdiction to interpret, enforce and implement the Settlement, including the Settlement Agreement, the Asset Purchase Agreement and the

Cooperation Agreement and all amendments thereto, any waivers and consents thereunder, and each of the agreements executed in connection therewith in all respects, including, but not limited to, retaining jurisdiction to resolve any disputes, controversy or claims arising under or related to the Settlement, and interpret, implement, and enforce the provisions of this Order.

16. Nothing contained in any plan of reorganization or liquidation confirmed in these cases or any order of this Court confirming such plan shall conflict with or derogate from the provisions of the Settlement Agreement, the Asset Purchase Agreement, the Cooperation Agreement or the terms of this Order. The Settlement and the transactions contemplated thereby shall be specifically performable and enforceable against and binding upon, and not subject to rejection or avoidance by, or on behalf of the Sellers, their respective estates or any chapter 7 or chapter 11 trustee of any Seller.

17. The provisions of this Order are nonseverable and mutually dependent.

Portland, Maine

August ___, 2004

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Global Settlement Agreement

(attached hereto)

EXHIBIT B

Asset Purchase Agreement

(attached hereto)

Exhibit C

Cooperation Agreement

(attached hereto)

RECEIVED AND FILED
UNITED STATES BANKRUPTCY COURT -5 A 10: 56
DISTRICT OF MAINE

U.S. BANKRUPTCY COURT
PORTLAND, MAINE

In re:

PEGASUS SATELLITE TELEVISION, INC., et al.,

Debtors.

)
) Chapter 11
)

) Case No. 04-20878
)

) (Jointly Administered)
)

**MOTION TO SHORTEN OBJECTION PERIOD OF DEBTORS' MOTION
FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363 AND
1146(c) AND BANKRUPTCY RULE 9019 (I) APPROVING GLOBAL
SETTLEMENT BY AND AMONG THE DEBTORS AND DEBTORS IN POSSESSION,
PEGASUS COMMUNICATIONS CORPORATION AND OTHER NON-DEBTOR
AFFILIATES, DIRECTV, INC., THE DIRECTV GROUP, INC., NATIONAL RURAL
TELECOMMUNICATIONS COOPERATIVE, AND THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, AND (II) AUTHORIZING AND APPROVING IN
CONNECTION THEREWITH A SALE, TRANSFER AND CONVEYANCE OF
CERTAIN ASSETS OF THE DEBTORS TO DIRECTV, INC.**

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),¹ hereby file this motion (the "Motion") requesting entry of an order pursuant to Rule 6004-1(c) of the D. Me. LBR shortening the period by which parties may object to the Debtors' motion for entry of an order pursuant to 11 U.S.C. §§ 105(a), 363 and 1146(a) and Bankruptcy Rule 9019 (i) approving a global settlement by and among the Debtors, Pegasus Communications Corporation and other non-Debtor affiliates, DIRECTV, Inc., The DIRECTV Group, Inc., National Rural

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., and WTLH License Corp.

Telecommunications Cooperative, and the Official Committee of Unsecured Creditors, and (ii) authorizing and approving in connection therewith a sale, transfer and conveyance of certain assets of the Debtors to DIRECTV, Inc (the “Global Settlement/Sale Motion”). In support of this Motion, the Debtors respectfully state as follows:

STATUS OF THE CASE AND JURISDICTION

1. On June 2, 2004 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On the Petition Date, the Debtors also jointly filed motions or applications seeking certain typical “first day” orders, including an order to have these cases jointly administered.
2. The Debtors continue in possession of their properties and are operating and maintaining their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. On June 10, 2004, the United States Trustee for the District of Maine appointed the Committee pursuant to section 1102(a) of the Bankruptcy Code.
4. No request has been made for the appointment of a trustee or examiner in these cases. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The predicate for the relief sought herein is Rule 6004-1(c) of the D. Me. LBR.

RELIEF REQUESTED

5. On the date hereof, the Debtors filed the Global Settlement/Sale Motion, pursuant to 11 U.S.C. §§ 105(a), 363 and 1146(a) and Fed. R. Bankr. P. 9019.

6. A hearing on the Global Settlement/Sale Motion has been scheduled for August 25, 2004 at 10:30 a.m. (prevailing Eastern time) (the "Hearing"). The Debtors are requesting an objection deadline to the Global Settlement/Sale Motion of August 20, 2004 at 5:00 p.m. (prevailing Eastern time) (the "Proposed Objection Deadline").

7. D. Me. LBR 6004-1(c) provides with respect to the objection deadline for a proposed sale of the Debtors' property outside of the ordinary course of business: "In no event shall that deadline provide for less than twenty (20) days within which to file objections without a court order shortening the notice period."

8. The Debtors submit that the Proposed Objection Deadline is appropriate and will provide ample opportunity for parties in interest to consider the Global Settlement/Sale Motion and formulate any responses thereto, while allowing the Debtors sufficient time to respond, if necessary, to any objections prior to the Hearing.

NOTICE

9. Notice of this Motion has been given to (i) the Office of the United States Trustee for the District of Maine; (ii) counsel to the Committee and the members thereto; (iii) administrative agents to the Debtors' prepetition credit facilities; (iv) counsel to the indenture trustees; (v) the prepetition senior secured lenders and their respective counsel; (vi) the prepetition junior secured lenders and their respective counsel; (vii) counsel to DIRECTV; (viii)

counsel to Pegasus Communications Corporation; (ix) counsel to NRTC; and (x) all entities who have filed a notice of appearance or request for service of papers pursuant to Fed. R. Bankr. P. 2002. The Debtors submit that in light of this Court's Order Establishing Notice and Service Requirements in these Chapter 11 Cases dated June 7, 2004, and the nature of the relief requested, no further notice is required.

NO PRIOR REQUEST

10. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an Order granting the relief requested herein and grant such other and further relief as the Court may deem just and proper.

Dated: Portland, Maine
August 3, 2004

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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 TO SHORTEN OBJECTION PERIOD

Upon the motion (the "Motion") of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),¹ requesting entry of an order pursuant to Rule 6004-1(c) of the D. Me. LBR shortening the period by which parties may object to the Debtors' motion for entry of an order pursuant to 11 U.S.C. §§ 105(a), 363 and 1146(a) and Bankruptcy Rule 9019 (i) approving a global settlement by and among the Debtors, Pegasus Communications Corporation and other non-Debtor affiliates, DIRECTV, Inc., The DIRECTV Group, Inc., National Rural Telecommunications Cooperative, and the Official Committee of Unsecured Creditors, and (ii) authorizing and approving in connection therewith a sale, transfer and conveyance of certain assets of the Debtors to DIRECTV, Inc (the "Global Settlement/Sale Motion")²; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein accordance with 28 U.S.C §§ 157 and 1334; and it appearing that this matter is a core proceeding pursuant to

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, L.P., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., WTLH License Corp.

28 U.S.C. § 157(b)(2); and appearing that this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED, that any responses or objections to the Global Settlement/Sale Motion must be filed by August 20, 2004 at 5:00 p.m. (prevailing Eastern time).

Dated:

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

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6119613 HIGHLAND - RESTORATION CHIP JONES 13455 NOEL RD SUITE 1300 DALLAS, TX 75240
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