

Expedited Hearing Date: September 1, 2004
Hearing Time: 11:00 a.m. EDT
Objection Deadline: September 1, 2004; 11:00 a.m. EDT
PORTLAND

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**MOTION FOR ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3)
ESTABLISHING PROCEDURES FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor in possession herein (collectively, the “Debtors”)¹ hereby submit this motion (the “Motion”) pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for entry of an order (i) establishing procedures for filing certain proofs of claim in these chapter 11 cases and (ii) approving the form and manner of notice of the General Bar Date (as defined herein) and Governmental Bar Date (as defined herein) (collectively, the “Bar Dates”). In support of this Motion, the Debtors respectfully represent as follows:

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.

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 Official Committee of Unsecured Creditors (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.

5. 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 statutory predicates for the relief sought herein are sections 105(a), 363 and 1146(c) of the Bankruptcy Code and Rule 9019 of the Bankruptcy Rules.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as Exhibit A (the “Bar Date Order”), (i) establishing procedures for the filing of proofs of claim against the Debtors on account of claims arising, or deemed to have arisen as specified in Section 501(d) of the Bankruptcy Code, prior to the Petition Date (the “Prepetition Claims”) and (ii) approving the form and manner of notice of the Bar Dates. The court has previously established (i) **October 12, 2004** (the “General Bar Date”) as the final date for all persons and entities, except governmental entities, holding or asserting a claim against the Debtors to file proofs of claim in these chapter 11 cases and (ii) **November 30, 2004** (the “Governmental Bar Date”) as the final date for all governmental entities holding or asserting a claim against the Debtors to file proofs of claim in these chapter 11 cases. Establishing procedures for the filing of proofs of claim against the Debtors as proposed herein will enable the Debtors to obtain complete and accurate information regarding the nature, validity and scope of all Prepetition Claims, thus allowing the Debtors to concentrate their efforts on securing the timely confirmation and approval of a plan and disclosure statement in these chapter 11 cases.

7. The proposed Bar Date Order provides that each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust or governmental unit) that asserts a Prepetition Claim against any of the Debtors must file a separate and original proof of claim that substantially complies with Official Bankruptcy Form 10, attached hereto as Exhibit B (the “Proof of Claim”), against the applicable Debtor so as to be actually received on or before the General Bar Date or the Governmental Bar Date, as applicable, by The Trumbull Group, LLC (“Trumbull”), the Court-approved claims and noticing agent in

these chapter 11 cases. Proofs of Claim will be deemed timely filed only if actually received by Trumbull on or prior to the General Bar Date or the Governmental Bar Date, as applicable.

8. The proposed Bar Date Order further provides that the following persons or entities are **NOT** required to file a Proof of Claim on or before the General Bar Date or the Governmental Bar Date, as applicable:

- a. any person or entity that has already properly filed a Proof of Claim against one or more of the Debtors with either Trumbull or the Clerk of the Court for the United States Bankruptcy Court for the District of Maine;
- b. any person or entity (i) whose claim is listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or classification of its claim as set forth in the Schedules;
- c. any person or entity whose claim against the Debtors has been allowed by an order of the Bankruptcy Court entered on or before the General Bar Date or the Governmental Bar Date, as applicable.

9. Furthermore, the proposed Bar Date Order provides that any person or entity that asserts a claim against the Debtors arising from the Debtors' rejection of an executory contract or unexpired lease where an order authorizing such rejection is entered on or before September 25, 2004 must file a Proof of Claim based on such rejection on or before the General Bar Date or Governmental Bar Date, as applicable; and, any person or entity that asserts a claim against the Debtors arising from the Debtors' rejection of an executory contract or unexpired lease where the order authorizing such rejection is entered after September 25, 2004 must file a Proof of Claim on or before the later of thirty (30) days of the entry of an order approving such rejection or such other date as the Court may fix.

10. The proposed Bar Date Order also provides that if the Debtors amend their Schedules subsequent to providing notice of the Bar Dates as provided herein, the Debtors will provide notice of any such amendment to the persons or entities affected thereby, and such persons or entities shall be afforded thirty (30) days from the date such notice is provided (or such other time period as may be fixed by the Court) to file Proofs of Claim, if necessary, or be forever barred from doing so.

11. The Debtors propose that pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file a timely Proof of Claim in the form and manner specified in the Bar Date Order and that fails to do so on or before the General Bar Date or the Governmental Bar Date, as applicable (or other applicable date as described in the Bar Date Order or fixed by the Court), (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors or thereafter filing a Proof of Claim with respect thereto in these chapter 11 cases, (ii) shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting upon any plan in these proceedings, and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.

12. Following entry of the Bar Date Order, and no later than September 8, 2004, the Debtors intend to provide notice of the Bar Date, substantially in the form attached hereto as Exhibit C (the "Bar Date Notice"), by mailing a copy of the Bar Date Notice together with a Proof of Claim form by United States mail, first class postage prepaid, to the following persons and entities: (i) the Office of the United States Trustee for the District of Maine; (ii) counsel to the Committee and the members thereto; (iii) counsel to the Agent for the Debtors' pre-Petition Date secured lenders (iv) administrative agents to the Debtors' prepetition credit

facilities; (v) the indenture trustees and their counsel; (vi) the prepetition senior secured lenders and their respective counsel; (vii) the prepetition junior secured lenders and their respective counsel; (viii) all entities who have filed a notice of appearance or request for service of papers pursuant to Bankruptcy Rule 2002; (ix) all persons or entities listed in the Schedules; (x) all known parties to executory contracts or unexpired leases with the Debtors; (xi) all known holders of equity securities in the Debtors as of the Petition Date; (xii) all taxing authorities for the jurisdictions in which the Debtors maintained assets or conducted business up to one year prior to the Petition Date; (xiii) all known holders of Prepetition Claims against the Debtors and their counsel (if known); and (xiv) all of the Debtors' current employees and all persons employed by the Debtors up to one year prior to the Petition Date (collectively, the "Employees").

13. Furthermore, the Debtors intend to provide notice of the Bar Dates to unknown creditors by causing a copy of the notice attached hereto as Exhibit D (the "Publication Notice") to be published at least once approximately thirty (30) days prior to the General Bar Date in the national edition of The Wall Street Journal and in the national editions of The New York Times and USA Today. In the Debtors' judgment, these publications are likely to reach the widest possible audience of creditors who may not otherwise have notice of these chapter 11 cases.

14. The Bar Date Notice and the Publication Notice will: (i) set forth the Bar Dates; (ii) advise creditors under what circumstances they may file a Proof of Claim in respect of a Prepetition Claim under Bankruptcy Rules 3002(a) and 3003(c)(2) or an order of this Court, as applicable; (iii) alert creditors to the consequences of failing to timely file a Proof of Claim, as set forth in Bankruptcy Rule 3003(c)(2) or an order of this Court, as applicable; (iv) set forth the address to which Proofs of Claim must be sent for filing; and (v) notify creditors that (a) Proofs

of Claim must be filed with original signatures and (b) that facsimile or email filings of Proofs of Claim are not acceptable and are not valid for any purpose. The Debtors submit that the Bar Date Notice and the Publication Notice will provide creditors with sufficient information to file properly prepared and executed Proofs of Claim in a timely manner.

NOTICE

15. Notice of this Motion has been provided 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; and (vii) all entities who have filed a notice of appearance or request for service of papers pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

16. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A, (i) establishing procedures for filing certain proofs of claim in these chapter 11 cases and (ii) approving the form and manner of notice of the General Bar Date and Governmental Bar Date and (iii) granting such other and further relief as the Court deems just and proper.

Dated: Portland, Maine
August 27, 2004

Respectfully submitted,

SIDLEY AUSTIN BROWN & WOOD LLP
Larry J. Nyhan
James F. Conlan
Paul S. Caruso
Jessica C. Knowles
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

SIDLEY AUSTIN BROWN & WOOD LLP
Guy S. Neal
Ellen R. Moring
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

-and-

BERNSTEIN, SHUR, SAWYER & NELSON

BY: /s/ ROBERT J. KEACH
Robert J. Keach
100 Middle Street
P.O. Box 9729
Portland, Maine 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

Co-Counsel for Debtors and Debtors in
Possession

EXHIBIT A

[Proposed Bar Date Order]

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 BANKRUPTCY RULE 3003(c)(3) ESTABLISHING
PROCEDURES FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Motion for Order Pursuant to Bankruptcy Rule 3003(c)(3) Establishing Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the “Motion”)¹ of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor in possession herein (collectively, the “Debtors”)² for entry of an order (i) establishing procedures for filing proofs of claim in these chapter 11 cases and (ii) approving the form and manner of notice of the General Bar Date and Governmental Bar Date (collectively, the “Bar Dates”); and the Court having established (i) **October 12, 2004** (the “General Bar Date”) as the final date for all persons and entities, except governmental entities, holding or asserting a claim against the Debtor to file proofs of claim in these chapter 11 cases and (ii) **November 30, 2004** (the “Governmental Bar Date”) as the final date for all governmental entities holding or asserting a claim against the Debtors to file proofs of claim in these chapter 11

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

² 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.

cases; and it appearing that (i) establishment of procedures by which claims must be asserted against the Debtors or be forever barred in accordance with the authority granted to this Court by the Bankruptcy Code and the Bankruptcy Rules is necessary for the prompt and efficient administration of these chapter 11 cases and to protect the interests of the Debtors, their estates and their creditors and (ii) notification of the relief granted by this Order in the manner proposed by the Debtors, as set forth herein, is fair and reasonable and will provide sufficient and proper notice to all creditors of their rights and obligations in connection with any claims they may have against the Debtors in these chapter 11 cases; and due and sufficient notice of this Order having 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; and (vii) all entities who have filed a notice of appearance or request for service of papers pursuant to Bankruptcy Rule 2002; and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the relief requested in the Motion is granted; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(3), and except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust or governmental unit) that holds or asserts a claim against any of the Debtors arising or deemed to have arisen prior to the Petition Date must file an original proof of claim, substantially conforming to the proof of claim form attached to the Motion as Exhibit B (the "Proof of Claim"), which form is hereby approved in all respects, so as to be actually received on or before the General Bar Date or the Governmental Bar Date, as

applicable, by The Trumbull Group, LLC (“Trumbull”), the Court-approved Claims and Noticing Agent in these chapter 11 cases; and it is further

ORDERED, that persons or entities wishing to assert a claim against more than one Debtor are required to file a separate Proof of Claim in the bankruptcy case of each Debtor against which a claim is asserted; and it is further

ORDERED, that Proofs of Claim sent to Trumbull via first class mail shall be addressed to: Pegasus Satellite Television, Inc., c/o The Trumbull Group, LLC, P.O. Box 721, Windsor, CT 06095-0673; whereas Proofs of Claim sent to Trumbull by messenger or overnight courier shall be delivered to the following address: Pegasus Satellite Television, Inc., c/o The Trumbull Group, LLC, Griffin Center, 4 Griffin Road North, Windsor, CT 06095; and it is further

ORDERED, that Proofs of Claim mailed or delivered to Trumbull will be deemed timely filed **only if actually received** by Trumbull on or before the General Bar Date or Governmental Bar Date, as applicable, at the addresses listed above; and it is further

ORDERED, that Trumbull **shall not** accept Proofs of Claim sent by facsimile, telecopy, e-mail or other electronic transmission; and it is further

ORDERED, that the following persons or entities are **NOT** required to file a Proof of Claim on or before the General Bar Date or Governmental Bar Date, as applicable:

- a. any person or entity that has already properly filed a Proof of Claim against one or more of the Debtors with either Trumbull or the Clerk of the Court for the United States Bankruptcy Court for the District of Maine;
- b. any person or entity (i) whose claim is listed in the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) or any amendments thereto, and (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (iii) who does not dispute the amount or classification of its claim as set forth in the Schedules; and

- c. any person or entity whose claim against the Debtors has been allowed by an order of the Bankruptcy Court entered on or before the General Bar Date or the Governmental Bar Date, as applicable; and it is further

ORDERED, that any person or entity that asserts a claim against the Debtors arising from the Debtors' rejection of an executory contract or unexpired lease where the order authorizing such rejection is entered on or before September 25, 2004 must file a Proof of Claim based on such rejection on or before the General Bar Date or Governmental Bar Date, as applicable; and, any person or entity that asserts a claim against the debtors arising from the Debtors' rejection of an executory contact or unexpired lease where the order authorizing such rejection is entered after September 25, 2004 must file a Proof of Claim on or before the later of thirty (30) days of the entry of an order approving such rejection or such other date as the Court may fix; and it is further

ORDERED, that in the event the Debtors amend the Schedules subsequent to giving notice of the Bar Dates as provided herein, the Debtors shall give notice of any such amendment to the persons or entities affected thereby, and such persons or entities shall be afforded thirty (30) days from the date such notice is given (or such other time period as may be fixed by the Court) to file Proofs of Claim, if necessary, or be forever barred from doing so; and it is further

ORDERED, that any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified pursuant to this Order and that fails to do so on or before the General Bar Date (**October 12, 2004**) or the Governmental Bar Date (**November 30, 2004**), as applicable (or other applicable date as may be fixed by the Court), (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors or thereafter filing a proof of claim with respect thereto, (ii) shall not be

permitted to vote on any plan or participate in any distribution of property under any plan confirmed in these chapter 11 cases with respect to such claim, and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim; and it is further

ORDERED, that the Proof of Claim form substantially in the form attached to the Motion as Exhibit B, the Bar Date Notice substantially in the form attached to the Motion as Exhibit C, and the Publication Notice substantially in the form attached to the Motion as Exhibit D are hereby approved in all respects; and it is further

ORDERED, that the Bar Date Notice shall be deemed good, adequate and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the Proof of Claim form, by being deposited in the United States mail, first class postage prepaid, **on or before September 8, 2004**, upon the following persons and entities: (i) the Office of the United States Trustee for the District of Maine; (ii) counsel to the Committee and the members thereto; (iii) counsel to the Agent for the Debtors' pre-Petition Date secured lenders (iv) administrative agents to the Debtors' prepetition credit facilities; (v) the indenture trustees and their counsel; (vi) the prepetition senior secured lenders and their respective counsel; (vii) the prepetition junior secured lenders and their respective counsel; (viii) all entities who have filed a notice of appearance or request for service of papers pursuant to Bankruptcy Rule 2002; (ix) all persons or entities listed in the Schedules; (x) all known parties to executory contracts or unexpired leases with the Debtors; (xi) all known holders of equity securities in the Debtors as of the Petition Date; (xii) all taxing authorities for the jurisdictions in which the Debtors maintained assets or conducted business up to one year prior to the Petition Date; (xiii) all known holders of Prepetition Claims against the Debtors and their counsel (if known); and

(xiv) all of the Debtors' current employees and all persons employed by the Debtors up to one year prior to the Petition Date; and it is further

ORDERED, that the Debtors shall publish the Publication Notice substantially in the form attached to the Motion as Exhibit D in the national edition of The Wall Street Journal and in the national editions of The New York Times and USA Today at least once approximately 30 days prior to the General Bar Date, which Publication Notice is hereby approved in all respects and which shall be deemed good, adequate and sufficient notice of the Bar Dates by publication; and it is further

ORDERED, that nothing in this Order shall prejudice the right of the Debtors or any other party in interest herein to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, classification or otherwise and to subsequently designate any claim as disputed, contingent or unliquidated; and it is further

ORDERED, that the Debtors are hereby authorized and empowered to take such steps, expense such monies, and perform such acts as may be necessary to implement and effectuate the terms of this Order.

Dated:

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

[Proof of Claim Form]

UNITED STATES BANKRUPTCY COURT DISTRICT OF MAINE		PROOF OF CLAIM
In re: Pegasus Satellite Television, Inc., et al.	Case Numbers: 04-20864 through 04-20868 and 04-20871 through 04-20893	This Space is for Court Use Only
Name of Debtor (See Reverse for List of Debtors)		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property):	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent:		
Telephone number:		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____
1. Basis for Claim Goods sold Services performed Money loaned Personal injury/wrongful death Taxes Other _____	Retiree benefits as defined in 11 U.S.C. §1114(a) Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred:	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ _____ (unsecured) (secured) (priority) (Total)		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any: \$ _____	7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: Wages, salaries, or commissions (up to \$4,925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). Contributions to an employee benefit plan – 11 U.S.C. §507(a)(4). Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(____). * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
6. Unsecured Nonpriority Claim \$ _____ <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		This Space is for Court Use Only
9. Supporting Documents: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). Claims are to be mailed to: **PEGASUS SATELLITE TELEVISION, INC. c/o THE TRUMBULL GROUP, LLC, PO BOX 721, WINDSOR, CT 06095-0721 TO BE RECEIVED BY OCTOBER 12, 2004 (OTHER THAN GOVERNMENTAL ENTITIES WHICH ARE TO BE RECEIVED BY NOVEMBER 30, 2004).**

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the name of the debtor in the bankruptcy case, and the bankruptcy case number.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in the last four digits of your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Nonpriority Claim:

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS, above). If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

7. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

8. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

9. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

LIST OF DEBTORS AND CASE NUMBERS

HMW, INC.	04-20864	CARR RURAL TV, INC.	04-20880
B.T. SATELLITE, INC.	04-20865	DBS TELE-VENTURE, INC.	04-20881
PORTLAND BROADCASTING, INC.	04-20866	GOLDEN SKY SYSTEMS, INC.	04-20882
PEGASUS BROADCAST TELEVISION, INC.	04-20867	DIGITAL TELEVISION SERVICES OF INDIANA, LLC	04-20883
BRIDE COMMUNICATIONS, INC.	04-20868	DTS MANAGEMENT, LLC	04-20884
PEGASUS BROADCAST ASSOCIATES, L.P.	04-20871	HENRY COUNTY MRTV, INC.	04-20885
PEGASUS BROADCAST TOWERS, INC.	04-20872	GOLDEN SKY DBS, INC.	04-20886
TELECAST OF FLORIDA, INC.	04-20873	PEGASUS MEDIA & COMMUNICATIONS, INC.	04-20887
WDSI LICENSE CORP.	04-20874	GOLDEN SKY HOLDINGS, INC.	04-20888
WILF, INC.	04-20875	PEGASUS SATELLITE COMMUNICATIONS, INC.	04-20889
WOLF LICENSE CORP.	04-20876	PRIMEWATCH, INC.	04-20890
WTLH LICENSE CORP.	04-20877	PEGASUS SATELLITE TELEVISION OF ILLINOIS, INC.	04-20891
PEGASUS SATELLITE TELEVISION, INC	04-20878	PST HOLDINGS, INC.	04-20892
ARGOS SUPPORT SERVICES COMPANY	04-20879	SOUTH PLAINS DBS, LP	04-20893

EXHIBIT C

[Bar Date Notice]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE**

In re: PEGASUS SATELLITE TELEVISION, INC. (04-20878),	: Chapter 11 Case No. 04-20878 : (Jointly Administered)
--	---

HMW, Inc. (04-20864),
B.T. Satellite, Inc. (04-20865),
Portland Broadcasting, Inc. (04-20866),
Pegasus Broadcast Television, Inc. (04-20867),
Bride Communications, Inc. (04-20868),
Pegasus Broadcast Associates, L.P. (04-20871),
Pegasus Broadcast Towers, Inc. (04-20872),
Telecast of Florida, Inc. (04-20873),
WDSI License Corp. (04-20874),
WILF, Inc. (04-20875),
WOLF License Corp. (04-20876),
WTLH License Corp. (04-20877),
Pegasus Satellite Television, Inc. (04-20878),
Argos Support Services Company (04-20879),
Carr Rural TV, Inc. (04-20880),
DBS Tele-Venture, Inc. (04-20881),
Golden Sky Systems, Inc. (04-20882),
Digital Television Services of Indiana, LLC (04-20883),
DTS Management, LLC (04-20884),
Henry County MRTV, Inc. (04-20885),
Golden Sky DBS, Inc. (04-20886),
Pegasus Media & Communications, Inc. (04-20887),
Golden Sky Holdings, Inc. (04-2888),
Pegasus Satellite Communications, Inc. (04-20889),
Primewatch, Inc. (04-20890),
Pegasus Satellite Television of Illinois, Inc. (04-20891),
PST Holdings, Inc. (04-20892),
South Plains DBS, L.P. (04-20893),

Debtors.

NOTICE OF BAR DATES AND PROCEDURES FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) has established (i) **October 12, 2004** (the “General Bar Date”) as the final date for all persons and entities, except governmental entities, holding or asserting a claim against the Debtors and (ii) **November 30, 2004** (the “Governmental Bar Date”) as the final date for all governmental entities holding or asserting a claim against the Debtors, as the final bar dates all persons and entities holding or asserting a claim (as defined below) against the above-captioned debtors and debtors in possession (collectively, the “Debtors”), which arose, or is deemed to have arisen by virtue of 11 U.S.C. § 501(d), prior to June 2, 2004 (the “Petition Date”), to file an original proof of claim, substantially conforming to the proof of claim form attached hereto, with respect to each such Debtor with The Trumbull Group, LLC (“Trumbull”), the Court-approved Claims and Noticing Agent in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that pursuant to the terms of the Order Establishing Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the “Bar Date Order”), each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust or governmental unit) that holds or asserts a claim against any of the Debtors arising or deemed to have arisen prior to the Petition Date must file an original proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so as to be actually received by Trumbull on or before the General Bar Date or the Governmental Bar Date, as applicable, at the following address:

Pegasus Satellite Television, Inc.
c/o The Trumbull Group, LLC
P.O. Box 721
Windsor, CT 06095-0721

Original proofs of claim sent by **messenger** or **overnight courier** must be sent to the following address so as to be actually received by Trumbull on or before the General Bar Date or the Governmental Bar Date, as applicable:

Pegasus Satellite Television, Inc.
c/o The Trumbull Group, LLC
Griffin Center
4 Griffin Road North
Windsor, CT 06095

PLEASE TAKE FURTHER NOTICE that your proof of claim must be filed in the bankruptcy case of the specific Debtor against which you are holding or asserting a claim. For example, if you hold or assert a claim against HMW, Inc., your proof of claim must be filed against HMW, Inc. in case number 04-20864. If you wish to assert a claim against more than one Debtor, you must file a separate and original proof of claim form with original signature in the bankruptcy case of each such Debtor. A complete list of Debtors with corresponding case numbers is provided for your reference on the proof of claim form attached hereto.

PLEASE TAKE FURTHER NOTICE that proofs of claim will be deemed timely filed only if **actually received** by Trumbull on or before the General Bar Date or the Governmental Bar Date, as applicable. Therefore, the date of a postmark by the U.S. Postal Service, or the date of shipment by any other delivery service, shall **not** constitute the date on which the proof of claim is deemed filed. Further, Trumbull will **not** accept proofs of claim sent by facsimile, telecopy, e-mail or other electronic transmission.

PLEASE TAKE FURTHER NOTICE that for purposes of this Notice, the term “claim” means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured, as of the Petition Date; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, as of the Petition Date.

PLEASE TAKE FURTHER NOTICE that the following persons and entities need **NOT** file a proof of claim on or before the General Bar Date or the Governmental Bar Date, as applicable:

- a. any person or entity that has already properly filed a Proof of Claim in accordance with the instructions set forth in this Notice against one or more of the Debtors with either Trumbull or the Clerk of the Court for the United States Bankruptcy Court for the District of Maine;
- b. any person or entity (i) whose claim is listed in the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) or any amendments thereto, and (ii) whose claim is not described therein as “disputed,” “contingent,” or “unliquidated,” and (iii) who does not dispute the amount or classification of its claim as set forth in the Schedules;

- c. any person or entity whose claim against the Debtors has been allowed by an order of the Bankruptcy Court entered on or before the General Bar Date or the Governmental Bar Date, as applicable.

PLEASE TAKE FURTHER NOTICE that any person or entity that asserts a claim against the Debtors arising from the Debtors' rejection of an executory contract or unexpired lease where the order authorizing such rejection is entered on or before September 25, 2004 must file a Proof of Claim based on such rejection on or before the General Bar Date or Governmental Bar Date, as applicable; and, any person or entity that asserts a claim against the debtors arising from the Debtors' rejection of an executory contract or unexpired lease where the order authorizing such rejection is entered after September 25, 2004 must file a Proof of Claim on or before the later of thirty (30) days of the entry of an order approving such rejection or such other date as the Court may fix.

PLEASE TAKE FURTHER NOTICE that any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified this Notice and that fails to do so **on or before the General Bar Date (October 12, 2004) or the Governmental Bar Date (November 30, 2004), as applicable** (or other applicable date as may be fixed by the Court), **(i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors or thereafter filing a proof of claim with respect thereto, (ii) shall not be permitted to vote on any plan or participate in any distribution of property under any plan confirmed in these chapter 11 cases with respect to such claim, and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.**

PLEASE TAKE FURTHER NOTICE that acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including any acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or the injuries on which they are based) may be contingent or may not have occurred, matured, or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date or the Governmental Bar Date, as applicable.

PLEASE TAKE FURTHER NOTICE that you should not file a proof of claim if you do not have a claim against the Debtors. The fact that you have received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

PLEASE TAKE FURTHER NOTICE that you may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount of priority listed on the Schedules, or is listed therein as contingent, unliquidated, or disputed, you **must** file a proof of claim. Copies of the Schedules are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Maine, 537 Congress Street, 2nd Floor, Portland, Maine 04101. In addition, copies of the Debtors' Schedules may be obtained for a charge on the Internet at the Bankruptcy Court's website (<http://www.meb.uscourts.gov/>) by following the directions for accessing the ECF system on such website.

PLEASE TAKE FURTHER NOTICE that questions concerning the contents of this Notice and requests for proofs of claim should be directed to Trumbull at (860) 687-3946 between the hours of 10:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday. Please note that Trumbull's staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a proof of claim.

Dated: Portland, Maine
September [__], 2004

BY ORDER OF THE HONORABLE JAMES B. HAINES, JR.
UNITED STATES BANKRUPTCY JUDGE

SIDLEY AUSTIN BROWN & WOOD LLP

Larry J. Nyhan
James F. Conlan
Paul S. Caruso
Jessica C. Knowles
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

BERNSTEIN, SHUR, SAWYER & NELSON

Robert J. Keach
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

-and-

SIDLEY AUSTIN BROWN & WOOD LLP

Guy S. Neal
Ellen R. Moring
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT D

[Publication Notice]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE**

In re: PEGASUS SATELLITE TELEVISION, INC. (04-20878),	: Chapter 11 Case No. 04-20878 : (Jointly Administered)
--	---

HMW, Inc. (04-20864),
B.T. Satellite, Inc. (04-20865),
Portland Broadcasting, Inc. (04-20866),
Pegasus Broadcast Television, Inc. (04-20867),
Bride Communications, Inc. (04-20868)
Pegasus Broadcast Associates, L.P. (04-20871),
Pegasus Broadcast Towers, Inc. (04-20872),
Telecast of Florida, Inc. (04-20873),
WDSI License Corp. (04-20874),
WILF, Inc. (04-20875),
WOLF License Corp. (04-20876),
WTLH License Corp. (04-20877),
Pegasus Satellite Television, Inc. (04-20878),
Argos Support Services Company (04-20879),
Carr Rural TV, Inc. (04-20880),
DBS Tele-Venture, Inc. (04-20881),
Golden Sky Systems, Inc. (04-20882),
Digital Television Services of Indiana, LLC (04-20883),
DTS Management, LLC (04-20884),
Henry County MRTV, Inc. (04-20885),
Golden Sky DBS, Inc. (04-20886),
Pegasus Media & Communications, Inc. (04-20887),
Golden Sky Holdings, Inc. (04-2888),
Pegasus Satellite Communications, Inc. (04-20889),
Primewatch, Inc. (04-20890)
Pegasus Satellite Television of Illinois, Inc. (04-20891),
PST Holdings, Inc. (04-20892),
South Plains DBS, L.P. (04-20893),

Debtors.

NOTICE OF BAR DATES AND PROCEDURES FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court") has established (i) **October 12, 2004** (the "General Bar Date") as the final date for all persons and entities, except governmental entities, holding or asserting a claim against the Debtors and (ii) **November 30, 2004** (the "Governmental Bar Date") as the final date for all governmental entities holding or asserting a claim against the Debtors, as the final bar dates all persons and entities holding or asserting a claim (as defined below) against the above-captioned debtors and debtors in possession (collectively, the "Debtors"), which arose, or is deemed to have arisen by virtue of 11 U.S.C. § 501(d), prior to June 2, 2004 (the "Petition Date"), to file an original proof of claim, with respect to each such Debtor with The Trumbull Group, LLC ("Trumbull"). Proofs of Claim sent to Trumbull via first class mail shall be addressed to: Pegasus Satellite Television, Inc., c/o The Trumbull Group, LLC, P.O. Box 721, Windsor, CT 06095-0673; whereas Proofs of Claim sent to

Trumbull by messenger or overnight courier shall be delivered to the following address: Pegasus Satellite Television, Inc., c/o The Trumbull Group, LLC, Griffin Center, 4 Griffin Road North, Windsor, CT 06095.

PLEASE TAKE FURTHER NOTICE that pursuant to the terms of the Order Establishing Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the "Bar Date Order"), each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust or governmental unit) that holds or asserts a claim against any of the Debtors arising or deemed to have arisen prior to the Petition Date must file an original proof of claim with original signature, so as to be actually received by Trumbull on or before the General Bar Date or the Governmental Bar Date, as applicable. **If you wish to assert a claim against more than one Debtor, you must file a separate and original proof of claim with original signature in the bankruptcy case of each such Debtor.**

PLEASE TAKE FURTHER NOTICE that for purposes of this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured, as of the Petition Date; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, as of the Petition Date.

PLEASE TAKE FURTHER NOTICE that any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, estate, trust or governmental unit) that is required to file a timely proof of claim in the form and manner specified this Notice and that fails to do so **on or before the General Bar Date (October 12, 2004) or the Governmental Bar Date (November 30, 2004), as applicable** (or other applicable date as may be fixed by the Court), (i) **shall be forever barred, estopped and enjoined from asserting such claim against the Debtors or thereafter filing a proof of claim with respect thereto**, (ii) **shall not be permitted to vote on any plan or participate in any distribution of property under any plan confirmed in these chapter 11 cases with respect to such claim**, and (iii) **shall not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim.**

Dated: Portland, Maine
September [__], 2004

BY ORDER OF THE HONORABLE JAMES B. HAINES, JR.
UNITED STATES BANKRUPTCY JUDGE

SIDLEY AUSTIN BROWN & WOOD LLP
Larry J. Nyhan
James F. Conlan
Paul S. Caruso
Jessica C. Knowles
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

BERNSTEIN, SHUR, SAWYER & NELSON
Robert J. Keach
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

-and-

SIDLEY AUSTIN BROWN & WOOD LLP

Guy S. Neal

Ellen R. Moring

787 Seventh Avenue

New York, New York 10019

Telephone: (212) 839-5300

Facsimile: (212) 839-5599

Co-Counsel to the Debtors and Debtors in Possession