

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
- d. any holder of any of the Notes issued by Pegasus Satellite Communications, Inc. (the "Notes")³ need not file a proof of claim. The Indenture Trustee for each series of Notes shall file a proof of claim on behalf of the holders of each such series of Notes for all of the principal and interest due under the applicable series of Notes and all other amounts payable under the indenture pursuant to which such series of Notes were issued; 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 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; 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

³ Pegasus Satellite Communications, Inc., formerly known as Pegasus Communications Corporation, has issued five series of Senior Notes and one series of Senior Subordinated Discount Notes, as follows: (1) the 11 ¼% Senior Notes due 2010; (2) the 12 ½% Senior Notes due 2007; (3) the 9 ¾% Senior Notes due 2006; (4) the 12 3/8% Senior Notes due 2006; (5) the 9 5/8% Senior Notes due 2005; and (6) the 13 ½ Senior Subordinated Discount Notes due 2007.

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: September 1, 2004

/s/ James B. Haines, Jr.

UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICEDistrict/off: 0100-2
Case: 04-20878User: kscovill
Form ID: pdf900Page 1 of 4
Total Served: 96

Date Rcvd: Sep 01, 2004

The following entities were served by first class mail on Sep 03, 2004.

db Pegasus Satellite Television, Inc., 213 Felton Street, Marlborough, MA 01752
aty +Abid Qureshi, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
New York, NY 10022-8554
aty +Akin Gump Strauss Hauer & Feld LLP, c/o Jacob A. Manheimer, Pierce Atwood, One Monument Square,
Portland, ME 04101-1110
aty +Alan Eric Gamza, Esq., Moses & Singer LLP, 1301 Avenue of the Americas,
New York, NY 10019-6158
aty +Alexander Simon, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119
aty +Andrew N. Rosenberg, Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas,
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aty +Barbara Ellis-Munro, Smith, Gambrell & Russell, LLP, 1230 Peachtree Street N.E., Suite 3100,
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aty Benjamin E. Marcus, Esq., Drummond Woodsum & MacMahon, 245 Commercial Street, P.O. Box 9781,
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aty +Bruce B. Hochman, Esq., Lambert Coffin, 477 Congress St., 14th Floor, P. O. Box 15215,
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aty Daniel Cummings, Esq., Norman, Hanson & DeTroy, LLC, P.O. Box 4600, Portland, ME 04112-4600
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aty +Stephen M. Baldini, Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Avenue,
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aty Steven A. Ginther, Esq., Missouri Department of Revenue, P.O. Box 475,
Jefferson City, MO 65105-0475
aty +Wayne M. Smith, 4000 Warner Blvd., Bldg. 156, Room 5158, Burbank, CA 91522-0001
smg Maine Department of Labor, Bureau of Unemployment Compensation, P.O. Box 259,
Augusta, ME 04332-0259
smg +State of Maine, Bureau of Revenue Services, Bankruptcy Unit, P.O. Box 9113,
Augusta, ME 04333-0001
ust +Office of U.S. Trustee, 537 Congress Street, Room 302, Portland, ME 04101-3353
cr +Angelo, Gordon & Co., Attn: Leigh Walzer, 245 Park Avenue, 26th Floor,
New York, NY 10167-0094
intp Basil Marceaux, 810 Hyatte Road, Soddy Daisy, TN 37379-4020
cr +CRT Capital Group LLC, Attn: Nadav Braun, 262 Harbor Drive, Stamford, CT 06902-7438
cr +Cohanzick Management, LLC, 427 Bedford Road, Suite 260, Pleasantville, NY 10570-3029
cr Daily Insights, Attn: Bill Angelowitz, JAF Box 3127, New York, NY 10116
cr Felton Street Associates Limited Partnership, Weir & Partners, Lambert Coffin, P.O. Box 15215,
Portland, ME 04112-5215
cr +Gabriel Capital, L.P., 450 Park Ave., Suite 3201, New York, NY 10022-2633
cr +IKON Financial Services, Bankruptcy Administration, IOS Capital LLC, 1738 Bass Road,
P.O. Box 13708, Macon, GA 31208-3708
cr +IKON Office Solutions, Inc., Recovery and Bankruptcy, 5400 Bowman Road, Macon, GA 31210-8879
cr J.P. Morgan Trust Company, N.A., Attn: James R. Lewis, Esq., VP, 4 New York Plaza, 15th Floor,
New York, NY 10004-2413
cr +Madison Capital Management, Attn: Craig Klein, 6143 South Willow Drive, Suite 200,
Greenwood Village, CO 80111-5123
cr Manatee County Tax Collector, Attn: Ken Burton, Jr., P.O. Box 25300,
Bradenton, FL 34206-5300
cr +Missouri Department of Revenue, Steven A. Ginther, 301 W. High Street, PO Box 475,
Jefferson City, MO 65105-0475
cr +National Rural Telecommunications Cooperative, 2121 Cooperative Way, Herndon, VA 20171-4543
cr +Nucentrix Broadband Networks, Inc., Attn: J. Curtis Henderson, Sr. VP and General Counsel,
17440 North Dallas Parkway, Suite 230, Dallas, TX 75287-7308
cr +Official Committee of Unsecured Creditors, Wachovia Bank, N.A., Trustee,
c/o Smith, Gambrell & Russell, LLP, Attn: John T. Vian, Esq.,
1230 Peachtree Street, NE, Suite 3100, Atlanta, GA 30309-3592
cr +Riverside Claims LLC, Attn: Connie Macewicz, P.O. Box 626 - Planetarium Station,
New York, NY 10024-0626
cr +Tejas Securities Group, Inc., 2700 Via Fortuna, Suite 400, Austin, TX 78746-7570
cr +Tennessee Department of Revenue, c/o TN Attorney General's Office, Bankruptcy Division,
P.O. Box 20207, Nashville, TN 37202-4015
cr +Texas Ad Valorem Tax Authorities, c/o Michael Reed, P.O. Box 26990, Austin, TX 78755-0990
intp +Trumbull Services, L.L.C., 4 Griffin Road North, Windsor, CT 06095-1579
intp +United States Trustee, 537 Congress Street, Portland, ME 04101-3318
cr +c/o Neil Herskowitz Riverside Contracting LLC, PO Box 626, Planetarium Station,
New York, NY 10024-0626

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (continued) *****

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty Andrew D. Gottfried
aty Arnold & Porter, LLP
aty Bernstein, Shur, Sawyer & Nelson
aty Drinker, Biddle & Reath, LLP
aty Dustin F. Hecker, Posternak, Blankstein
aty Eric W. Hagen, Kirkland & Ellis, LLP
aty Jay Teitelbaum, Morgan, Lewis
aty Kristopher M. Hansen, Stroock & Stroock & Lavan LLP
aty Shaw, Pittman, LLP
aty Sidley Austin Brown & Wood LLP
aty Stephen M. Ryan
sp Arnold & Porter, LLP
cr Austin CAD
cr Blanco CAD
fa Capital & Technology Advisors, LLC
op Capital Management Associates, Inc.
intp Carsey Warner Distribution, LLC
cr City of DeLeon, a municipal corporation, DeLeon Independent School District
cr Connecticut Dept. of Revenue Services
cr County of Lynn
cr County of Henderson, Trinity Valley Community Coll
cr County of Van Zandt
cr County of Wilbarger, Vernon Independent School Dis
cr Crown Castle South, LLC
cr D.E. Shaw Laminar Portfolios, LLC
cr Delaware Street Capital Master Fund, LP, et al
cr Directv
consult FTI Consulting, Inc.
fa Greenhill & Co., LLC
intp H.M. Davidson & Co., L.L.C.
cr HBK Investments L.P.
cr HSBC Bank USA
consult Herbein & Company, Inc.
acc Herbein Consulting, Inc.
consult Hewitt Associates LLC
cr Houston CAD
cr Jackson County
consult Kekst and Company Incorporated
sp King & Spalding, LLP
cr LEC Development, Inc.
cr Lampass CAD
cr Lee County
cr Llano County
cr Madison County
cr Mastagorda County
cr Metron North America, Inc.
fa Miller Buckfier Lewis Ying & Co., LLC
cr Normangee ISD
cr Nortel Networks, Inc.
cr Par Capital Management, Inc.
cr Paramount Pictures Corp.
intp Pegasus Communications Corporation
cr Polk County
intp Power County Treasurer
aud PricewaterhouseCoopers LLP
acc PricewaterhouseCoopers LLP
cr Refugio County
sp Shaw Pittman LLP
cr Shelby County
cr Telepictures Distribution
cr Terrell County
cr The Steering Committee of Senior Secured Creditors
cr Trinity County
cr Trinity/Groveton Tax Office
cr Wachovia Bank, National Association
cr Warner Bros. Entertainment, Inc.
cr Wilmington Trust Co.

TOTALS: 67, * 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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

User: kscovill
Form ID: pdf900

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Total Served: 96

Date Rcvd: Sep 01, 2004

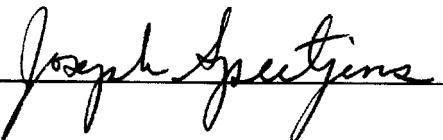
***** BYPASSED RECIPIENTS (continued) *****

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

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 03, 2004

Signature:

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