

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

DECLARATION OF PROPOSED PROFESSIONAL AND DISCLOSURE STATEMENT

STATE OF Illinois)
) ss:
COUNTY OF Cook)

Brian Byrnes declares as follows:

I am a Vice President of Media Venture Partners (“MVP”), which firm maintains offices at 500 N. Michigan Avenue; Suite 300; Chicago, IL 60611.

Neither I, MVP, nor any partner, associate or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the “Debtors”)¹, their creditors, or any other party in interest, or their attorneys, except as set forth in this declaration.

MVP, through me, and members of the firm, have represented and advised the Debtors as Media Brokers with respect to certain aspects of the Debtors’ businesses.

The Debtors have requested, and MVP has agreed, to continue to represent and advise the Debtors pursuant to section 327 of title 11 of the United States Code (the “Bankruptcy Code”) with respect to such matters. Additionally, the Debtors have requested, and MVP proposes, to render the following services to the Debtors:

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Satellite, Inc., Carr Rural TV, Inc., DBS Tele-Venture, Inc., Digital Television Services of Indiana, LLC, DTS Management, LLC, Golden Sky DBS, Inc., Golden Sky Holdings, Inc., Golden Sky Systems, Inc., Henry County MRTV, Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., Pegasus Broadcast Television, Inc., Pegasus Broadcast Towers, Inc., Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Television of Illinois, Inc., Pegasus Satellite Television, Inc., Portland Broadcasting, Inc., Primewatch, Inc., PST Holdings, Inc., South Plains DBS, LP., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., WTLH License Corp.

evaluate and assess market valuations of various television stations and/or combinations of television stations in certain markets where Debtors own television stations.

MVP's customary fees are based on a per project or success fee basis. In the normal course of business, MVP revises its fees on an ongoing basis each year. The agreed upon fee for the preparation and completion of the services described herein, including providing any declaration relating thereto, is \$5,000.

There are no instances where MVP has rendered services but has not yet been paid.

Except as set forth herein, no promises have been received by MVP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

MVP has no agreement with any entity to share with such entity any compensation received by MVP.

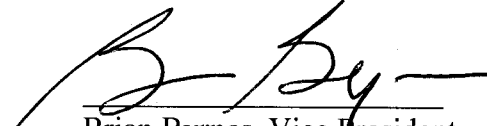
MVP and its partners, auditors and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to the matters with respect to which MVP is to be engaged by the Debtors. MVP does not and will not hold an interest adverse to the estates in the matters with respect to which it to be engaged.

The foregoing constitutes the statement of MVP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Neither I, MVP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors.

I shall amend this statement immediately upon my learning that (A) any of the within representations are incorrect or (B) there is any change of circumstance relating thereto.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 3rd day of September, 2004.



Brian Byrnes, Vice President

Media Venture Partners

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

CERTIFICATE OF SERVICE

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, hereby certify that on September 7, 2004 I caused the Declaration of Proposed Professional and Disclosure Statement filed on behalf of Media Venture Partners to be served on the parties listed by either (i) U.S. First-Class Mail, Postage Prepaid; (ii) by E-mail; or (iii) by verifying that such persons(s) are listed on the Electronic Mail Notice List kept by the Clerk's office and therefore will be served as part of the Electronic Case Filing ("ECF") system pursuant to the Standing Order Regarding Administrative Procedures for Electronically Filed Cases dated August 12, 2002, and entered in the U.S. Bankruptcy Court for the District of Maine.

Dated: September 7, 2004

/s/ Sheila R. Dilios
SHEILA R. DILIOS

EXHIBIT A

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