

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

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

**AFFIDAVIT OF THE TRUMBULL GROUP, L.L.C.
REGARDING SERVICE OF THE MOTION FOR EXPEDITED HEARING AND
FOR SHORTENED OBJECTION PERIOD AND MOTION FOR AN ORDER
PURSUANT TO SECTIONS 105 AND 363(b) OF THE BANKRUPTCY CODE (I) SHORTENING
THE CHALLENGE PERIOD IN THE DEBTORS' CASH COLLATERAL ORDER, (II)
ALLOWING CERTAIN PREPETITION SECURED CLAIMS AND (III) AUTHORIZING
THE DEBTORS TO MAKE PAYMENTS TO CERTAIN PREPETITION SECURED PARTIES**

I, Brendan Halley, being duly sworn, depose and say that:

1. I am over the age of majority.
2. I have personal knowledge of the facts contained herein.
3. I am the Notice Coordinator at The Trumbull Group, L.L.C., the court-appointed noticing and reconciliation agent of the above-captioned debtors.
4. On Friday, September 10, 2004, I caused to be served via DHL Express, by overnight mail for Monday delivery, postage prepaid, the Motion for Expedited Hearing and for Shortened Objection Period (the "Expedited Hearing Motion"), attached hereto as Exhibit A, and Motion for an Order Pursuant to Sections 105 and 363(b) of the Bankruptcy Code (I) Shortening the Challenge Period in the Debtors' Cash Collateral Order, (II) Allowing Certain Prepetition Secured Claims and (III) Authorizing the Debtors to Make Payments to Certain Prepetition Secured Parties (the "Bank Payment Motion"), attached hereto as Exhibit B, on all parties listed on Exhibit C.
5. On Saturday, September 11, 2004, I caused to be served via the United States Postal Service Express Mail, by overnight mail for Monday delivery, postage prepaid, the Expedited Hearing Motion and Bank Payment Motion, on all parties listed on Exhibit D.

Hearing Date: September 17, 2004
Hearing Time: 1:30 p.m. EDT (telephonic)
Objection Deadline: September 16, 2004; 4:00 p.m. EDT

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 EXPEDITED HEARING
AND FOR SHORTENED OBJECTION PERIOD**

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),¹ and pursuant to D. Me. LBR 9013-1(i), file this motion (the “Motion”) requesting entry of an order granting an expedited hearing on the Motion for an Order Pursuant to Sections 105 and 363(b) of the eBankruptcy Code (i) Shortening the Challenge Period in the Debtors’ Cash Collateral Order, (ii) Allowing Certain Prepetition Secured Claims and (iii) Authorizing the Debtors to Make Payments to Certain Prepetition Secured Parties (the “Payment Motion”). In support of this Motion, the Debtors state as follows:

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

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.

“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. 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.

2. 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) and 363(b) of the Bankruptcy Code and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. The Payment Motion seeks an order (i) shortening the Challenge Period² established by the Cash Collateral Order to the Hearing Date; (ii) allowing the Prepetition Obligations of certain secured parties to the extent, after proper notice of the Payment Motion, no party in interest has filed a Claim or Defense to the Prepetition Obligations prior to the hearing on this Motion, and such Claim or Defense is not overruled by this Court; and (iii) authorizing the Debtors to pay the uncontested Prepetition Obligations, exclusive of claims, if any, in respect of prepayment penalties or fees, the payment of Base Rate interest with respect to the LIBOR Loans, as defined in the Prepetition Financing Documents, and default rates of interest on the Debtors’ Obligations under the Prepetition Financing Documents (such claims to which are reserved by the Prepetition Secured Parties) upon Court approval of the Payment Motion.. Payment of such claims without delay will result in savings to the estate of

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in

approximately \$1 million per week. The facts set forth in the Payment Motion are incorporated herein by reference.

4. By this Motion, the Debtors seek authority to schedule a hearing with respect to the Payment Motion on September 17, 2004 at 1:30 p.m. EDT, with objections being due on September 16, 2004 at 4:00 p.m. EDT. Under the circumstances, the Debtors believe that expedited consideration of the Motion is warranted.

5. 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 all 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) the Securities and Exchange Commission; (viii) the Internal Revenue Service; (ix) any state taxing authority having a claim against any of the Debtors; and (x) all entities who have filed a notice of appearance or request for service of papers pursuant to Bankruptcy Rule 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. To the extent required under Rule 6004(b), the Debtors also request a shortening of the time to object to the Motion, as set forth below.

the Payment Motion.

WHEREFORE, the Debtors respectfully request that this Honorable Court enter an order (i) scheduling an expedited hearing on the Payment Motion on September 17, 2004; (ii) requiring objections to be filed on or before September 16, 2004 at 4:00 p.m. EDT, and (iii) granting such further relief as the Court deems just and appropriate.

Dated: Portland, Maine
September 10, 2004

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BY: /s/ ROBERT J. KEACH
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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)
_____)	

NOTICE OF HEARING ON MOTION TO (I) SHORTEN THE CHALLENGE PERIOD IN THE CASH COLLATERAL ORDER, (II) ALLOW CERTAIN PREPETITION SECURED CLAIMS, AND (III) AUTHORIZE THE DEBTORS TO MAKE PAYMENTS TO CERTAIN PREPETITION SECURED PARTIES

PLEASE TAKE NOTICE THAT Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),¹ have filed a motion (the “Motion”) for entry of an order (i) shortening the Challenge Period² established by the Cash Collateral Order, (ii) allowing certain prepetition secured claims, and (iii) authorizing the Debtors to make payments to certain prepetition secured parties on account of those claims.

Your rights may be affected. You should review this notice carefully and discuss it with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one).

A telephonic hearing will be held (the “Hearing”) before the Honorable James B. Haines, Jr., United States Bankruptcy Judge, on **September 17, 2004, at 1:30 p.m. prevailing Eastern time** in the United States Bankruptcy Court, 537 Congress Street, Portland, ME 04101, to consider the Motion, which you may attend telephonically. You may obtain the dial-in information for the Hearing by contacting Sheila Dilios at Bernstein, Shur, Sawyer & Nelson by telephone at (207) 228-7250 or email at sdilios@bssn.com.

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.

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms by the Motion.

If you want the court to consider your views on the Motion, then on or before September 16, 2004 at 4:00 p.m. prevailing Eastern time (the “Objection Deadline”) you or your attorney must file with the court a written response, an answer, explaining your position at:

Celia Strickler
United States Bankruptcy Court
537 Congress Street
Portland, ME 04101

If you mail your objection to the court for filing, you must mail it early enough so that the court will receive it before the Objection Deadline.

You must also mail copies to:

Robert J. Keach, Esq.
Bernstein, Shur, Sawyer & Nelson
100 Middle Street, P.O. Box 9729
Portland, ME 04104-5029

-and-

Larry J. Nyhan, Esq.
James F. Conlan, Esq.
Paul S. Caruso
Sidley Austin Brown & Wood LLP
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603

Guy S. Neal, Esq.
Ellen R. Moring, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

You must also mail these copies early enough so that they will be received before the Objection Deadline.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the Motion and may enter an order granting that relief.

Dated: September 10, 2004

SIDLEY AUSTIN BROWN & WOOD LLP

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Attorneys for Debtors
and Debtors in Possession

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 GRANTING EXPEDITED HEARING
AND SHORTENING OBJECTION PERIOD**

This matter came before the Court on the Debtor's Motion for Expedited Hearing and For Shortened Objection Period, and after such hearing and notice as is required by Title 11 of the United States Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court, the Court finding just cause for the relief sought by the Motion for Expedited Hearing, it is hereby ORDERED:

That the Motion for Expedited Hearing is granted. An expedited telephonic hearing is set for September 17, 2004 at 1:30 p.m. (the "Hearing Date and Time"), on the Debtors' Motion for an Order Pursuant to Sections 105 and 363(b) of the Bankruptcy Code (i) Shortening the Challenge Period in the Debtors' Cash Collateral Order, (ii) Allowing Certain Prepetition Secured Claims and (iii) Authorizing the Debtors to Make Payments to Certain Prepetition Secured Parties (the "Payment Motion"). Objections to the Payment Motion shall be filed on or before September 16, 2004 at 4:00 p.m. EDT.

Dated:

Honorable James B. Haines, Jr.
United States Bankruptcy Judge

Hearing Date: September 17, 2004
Hearing Time: 1:30 p.m. EDT (telephonic)
Objection Deadline: September 16, 2004; 4:00 p.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.	)	(Joint Administration Requested)
_____)	

**MOTION FOR AN ORDER PURSUANT TO SECTIONS 105 AND 363(b)
OF THE BANKRUPTCY CODE (I) SHORTENING THE CHALLENGE PERIOD IN
THE DEBTORS' CASH COLLATERAL ORDER, (II) ALLOWING CERTAIN
PREPETITION SECURED CLAIMS AND (III) AUTHORIZING THE DEBTORS TO
MAKE PAYMENTS TO CERTAIN PREPETITION SECURED PARTIES**

Pegasus Satellite Television, Inc., and certain of its subsidiaries and affiliates, each a debtor and debtor in possession herein (each a "Debtor", and collectively, the "Debtors")¹, hereby file this motion (the "Motion"), pursuant to sections 105 and 363(b) of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), requesting that this Court enter an Order (i) shortening the Challenge Period established by the Cash Collateral Order, as defined below, to the hearing date on this Motion (the "Hearing Date"), (ii) allowing certain prepetition secured claims, and (iii) authorizing the Debtors to make payments to certain prepetition secured

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 Communications Management Company, Pegasus Media & Communications, Inc., Pegasus Satellite Communications, Inc., Pegasus Satellite Development Corporation, 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

parties on account of those claims. In further support of the 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 Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102(a) of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases.

4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334. This is a “core” proceeding within the meaning of 28 U.S.C. §157(b)(2), including §151(b)(2)(M). The statutory predicates for the relief sought herein are sections 105 and 363(b)(1) of the Bankruptcy Code and Bankruptcy Rule 6004. Venue is proper in this Court pursuant to 28 U.S.C. §§1408 and 1409.

Corp.

BACKGROUND OF THE MOTION

5. On August 26, 2004, this Court entered an order (the “Global Settlement Order”) authorizing and approving the Global Settlement Agreement (as defined in the Global Settlement Order) and the agreements executed in connection therewith (the “Global Settlement”). As an integral component of the Global Settlement, the Court authorized the Debtors to (i) sell, transfer and convey to DIRECTV substantially all of the assets that comprise the Debtors’ direct broadcast satellite (“DBS”) business as provided in the Asset Purchase Agreement (as defined in the Global Settlement Motion) free and clear of all liens, claims, encumbrances and other interests (other than “Permitted Exceptions”), pursuant to sections 363(b) and 363(f) of the Bankruptcy Code, and (ii) assist in the transitioning of their DBS business to DIRECTV as provided in accordance with the terms of the Cooperation Agreement (as defined in the Global Settlement Order). Details regarding all such transactions (collectively the “Global Settlement Transactions”) are provided in the Global Settlement Order, the exhibits thereto and the Debtors’ motion seeking entry of the Global Settlement Order.

6. The closing of the Asset Purchase Agreement occurred on August 27, 2004 (the “Closing”). Upon the Closing, in exchange for the sale of the DBS business and the settlement of certain claims specified under the Global Settlement Agreement, the Debtors’ estates received in excess of \$900 million dollars in cash consideration (the “Sale Proceeds”). Pursuant to the Cash Collateral Order (as defined below), the Debtors have deposited the Sale Proceeds into three separate, interest-bearing accounts (the “Sale Proceeds Accounts”) pending the allowance and distribution on the claims of the Prepetition Secured Parties (as defined herein). See Cash Collateral Order ¶ 9.

THE DEBTORS' PREPETITION SECURED DEBT

7. Pursuant to that certain Fourth Amendment and Restatement of Credit Agreement, dated as of October 22, 2003 (as amended, the "Prepetition Term Loan Agreement" and, together with all agreements, documents, mortgages, assignments, guarantees, notes and instruments delivered pursuant thereto or in connection therewith, the "Prepetition Term Loan Documents"), among Pegasus Media & Communications, Inc ("PM&C", the direct parent of Pegasus Satellite Television, Inc. ("PST"), as borrower, Bank of America, N.A., as agent (in such capacity, the "Prepetition Term Loan Agent"), Deutsche Bank and Trust Company Americas, as resigning agent, and the lenders from time to time party thereto (collectively, the "Prepetition Term Loan Lenders"), the Prepetition Term Loan Lenders made term loans either directly or through an affiliate, to PM&C. As of the Petition Date, (a) the outstanding principal amount of the term loans made under the Prepetition Term Loan Agreement was \$391,766,856 (the "Term Loans"), and the amount of accrued but unpaid interest was approximately \$2,950,150, plus all fees and other amounts due and owing under the Prepetition Term Loan Documents (collectively, the "Prepetition Term Loan Obligations"), (b) Pegasus Satellite Communications, Inc. ("PSC"), the direct parent of PM&C, as limited recourse guarantor, is contingently liable to the Prepetition Term Loan Lenders with respect to the Prepetition Term Loan Obligations pursuant to and in accordance with the terms of a certain limited recourse guarantee executed by PSC in favor of the Prepetition Term Loan Agent for the benefit of the Prepetition Term Loan Lenders and (c) certain subsidiaries of PM&C, including PST, as guarantors (the "Subsidiary Guarantors;" collectively with PSC, the "Guarantors"), are contingently liable to the Prepetition Term Loan Lenders with respect to the Prepetition Term Loan Obligations pursuant to a certain subsidiary guaranty executed by such Subsidiary

Guarantors in favor of the Prepetition Term Loan Agent for the benefit of the Prepetition Term Loan Lenders.

8. Pursuant to that certain Credit Agreement, dated as of December 19, 2003 (as amended, the “Prepetition Revolving Credit Agreement” and, together with all agreements, documents, guarantees, notes and instruments delivered pursuant thereto or in connection therewith, the “Prepetition Revolving Credit Documents”), among PM&C, as borrower, Madeleine, L.L.C., as administrative agent (in such capacity, the “Prepetition Revolving Credit Agent”), and the lenders from time to time party thereto (collectively, the “Prepetition Revolving Credit Lenders”), the Prepetition Revolving Credit Lenders made revolving loans and other financial accommodations to PM&C. As of the Petition Date, (a) the outstanding principal amount of the revolving loans made under the Prepetition Revolving Credit Agreement was \$18,000,000 (the “Revolving Loans”, together with the Term Loans, the “Senior Loans”), and the amount of accrued but unpaid interest was approximately \$275,410, and a commitment fee in the amount of \$10,416.67 plus all other fees and other amounts due and owing under the Prepetition Revolving Credit Documents (collectively, the “Prepetition Revolving Credit Obligations”, together with the Prepetition Term Loan Obligations, the “Prepetition Senior Obligations”) and (b) the Guarantors were contingently liable to the Prepetition Revolving Credit Lenders and the Prepetition Revolving Credit Agent with respect to the Prepetition Revolving Credit Obligations pursuant to and subject to the terms of the guarantees executed by the Guarantors in favor of the Prepetition Revolving Credit Lenders for the benefit of the Prepetition Revolving Credit Agent.

9. To secure the Prepetition Term Loan Obligations, pursuant to and subject to the terms of various security agreements, pledge agreements, mortgages, assignments and

other related agreements, (i) PM&C and the Subsidiary Guarantors granted to the Prepetition Term Loan Agent security interests in and liens upon substantially all of their respective personal and material real property and other assets, then owned or thereafter acquired or arising, and the proceeds, products, rents and profits of all of the foregoing and (ii) PSC granted to the Prepetition Term Loan Agent security interests in and Liens upon PSC's right, title and interest in all outstanding equity securities of PM&C and certain of its other direct subsidiaries and certain other personal property collateral (the "PSC Collateral") as provided for in the related pledge agreement (all such collateral referred to in the preceding clauses (i) and (ii) and all property subject to rights of setoff in favor of the Prepetition Term Loan Agent and the Prepetition Term Loan Lenders, as of the Petition Date, is collectively referred to herein as the "Prepetition Term Loan Collateral") and the security interests and Liens upon such Prepetition Term Loan Collateral in favor of the Prepetition Term Loan Agent are referred to herein as the "Prepetition Term Loan Liens").

10. To secure the Prepetition Revolving Credit Obligations, pursuant to and subject to the terms of various security agreements, pledge agreements, mortgages, assignments and other related agreements, PM&C and the Guarantors granted to the Prepetition Revolving Credit Agent security interests in and Liens (the "Prepetition Revolving Credit Liens", together with the Prepetition Term Loan Liens, the "Prepetition Senior Liens") upon all of the Prepetition Term Loan Collateral (all such collateral and all property subject to valid rights of setoff in favor of the Prepetition Revolving Credit Agent and the Prepetition Revolving Credit Lenders, as of the Petition Date, is collectively referred to herein as the "Prepetition Revolving Credit Collateral;" together with the Prepetition Term Loan Collateral, the "Prepetition Priority

Collateral”). The term “Prepetition Senior Agents” shall mean the Prepetition Revolving Credit Agent and the Prepetition Term Loan Agent.

11. As provided in that certain Intercreditor Agreement, dated as of December 19, 2003 (the “Senior Lender Intercreditor Agreement”), between the Prepetition Term Loan Agent and the Prepetition Revolving Credit Agent, the Prepetition Term Loan Liens and the Prepetition Revolving Credit Liens share pari passu in all Prepetition Priority Collateral.

12. Pursuant to that certain Amended and Restated Term Loan Agreement, dated as of August 1, 2003 (as amended, the “Junior Term Loan Agreement” and, together with all agreements, documents, mortgages, assignments, guarantees, notes and instruments delivered pursuant thereto or in connection therewith, the “Junior Term Loan Documents”), among PSC, as borrower, Wilmington Trust Company (“WTC”), as administrative agent (the “Junior Term Loan Agent,” together with the Prepetition Term Loan Agent and the Prepetition Revolving Credit Agent, the “Prepetition Agents”), and the lenders from time to time party thereto (collectively, the “Junior Term Loan Lenders”), the Junior Term Loan Lenders made term loans and other financial accommodations to PSC. As of the Petition Date, the outstanding principal amount of the term loans made under the Junior Term Loan Agreement was \$104,402,897 (the “Junior Term Loans”, together with the Senior Loans, the “Prepetition Loans”) and the amount of accrued but unpaid interest was approximately \$2,246,374, plus all fees and other amounts due and owing under the Junior Term Loan Documents (collectively, the “Junior Term Loan Obligations”).

13. To secure the Junior Term Loan Obligations, pursuant to and subject to the terms of the related pledge agreement and other security documents (the “Junior Security

Documents”), PSC granted to the Junior Term Loan Agent security interests in and Liens (the “Junior Term Loan Liens”, together with the Prepetition Senior Liens, the “Prepetition Liens”) upon all outstanding equity securities of PM&C, all dividends and distributions thereon and all proceeds thereof, all Indebtedness (as defined in the Junior Term Loan Agreement) of PM&C owed to PSC, including without limitation all intercompany loans made to PSC from PM&C, and all payments received by PSC from PM&C with respect thereto, and all Tax Sharing Payments (as defined in the Junior Term Loan Documents) received by PSC, as identified in the Junior Security Documents (the “Junior Term Loan Collateral”).

14. Pursuant to that certain Intercreditor Agreement, dated as of August 1, 2003 (the “Junior Intercreditor Agreement,” together with the Senior Lender Intercreditor Agreement, the “Intercreditor Agreements”), among the Prepetition Term Loan Agent, the Junior Term Loan Agent and PSC, the parties thereto agreed that, among other things, the Junior Term Loan Liens on any Junior Term Loan Collateral are junior and subordinate to the Prepetition Senior Liens thereon on the terms and subject to the conditions set forth in the Junior Intercreditor Agreement.

15. As used herein, the term “Prepetition Obligations” means the Prepetition Revolving Credit Obligations, the Prepetition Term Loan Obligations and the Junior Term Loan Obligations. The term “Prepetition Financing Documents” means the Prepetition Revolving Credit Documents, the Prepetition Term Loan Documents and the Junior Term Loan Documents. The term “Prepetition Priority Lenders” means the Prepetition Revolving Credit Lenders and the Prepetition Term Loan Lenders. The term “Prepetition Senior Agents” means the Prepetition Revolving Credit Agent and the Prepetition Term Loan Agent. The term “Prepetition Secured Parties” shall mean the Prepetition Revolving Credit Lenders, the Prepetition Term Loan

Lenders, the Junior Term Loan Lenders, the Prepetition Revolving Credit Agent, the Prepetition Term Loan Agent and the Junior Term Loan Agent. The term “Prepetition Liens” means the Prepetition Revolving Credit Liens, the Prepetition Term Loan Liens and the Junior Term Loan Liens. The term “Prepetition Collateral” means any collateral in which any Prepetition Secured Party has a security interest in or Lien upon as of the Petition Date pursuant to any of the Prepetition Financing Documents.

THE CASH COLLATERAL ORDER

16. By motion dated June 2, 2004, the Debtors requested authority to use cash collateral and to grant adequate protection to certain Prepetition Secured Parties in connection therewith. Docket No. 17. The Court entered an interim order on June 8, 2004 and a final order on June 25, 2004. See Final Order (A) Authorizing the Use of Cash Collateral, (b) Granting Adequate Protection to Certain Prepetition Secured Parties Pursuant to Sections 105, 361, and 363 of the Bankruptcy Code Including Replacement Liens and Superpriority Claims and (C) Scheduling a Hearing for Final approval of Use of Cash Collateral (Docket No. 262) (the “Cash Collateral Order”).

17. Pursuant to the Cash Collateral Order, the Debtors acknowledged that (i) the Prepetition Liens constitute valid, binding, enforceable (other than in respect of the stay of enforcement arising from Bankruptcy Code section 362) and perfected Liens; (ii) the Prepetition Collateral is subject to no other Liens other than the Prepetition Liens and certain permitted Liens described in the Prepetition Financing Documents; and (iii) the Prepetition Liens are not subject to avoidance, subordination, recharacterization or defense pursuant to the Bankruptcy Code or applicable non-bankruptcy law.

18. In addition, pursuant to the Cash Collateral Order, the Committee or any other person or entity with legal standing is required to assert any Claims or Defenses (as defined in the Cash Collateral Order) with respect to the Prepetition Liens or the Prepetition Obligations “on or before the later to occur of 120 days after the appointment of the Creditors’ Committee in the Debtors’ chapter 11 cases and 90 days from the date” such the Cash Collateral Order was entered (the “Challenge Period”). Cash Collateral Order ¶ 14.

19. Accordingly, the Challenge Period is presently set to expire on October 8, 2004. In the absence of any such party asserting any valid Claim or Defense by the conclusion of the Challenge Period, the Prepetition Liens and Prepetition Obligations (as defined herein) will be deemed to have been, as of the Petition Date, legal, valid and binding and otherwise enforceable and unavoidable. Id. No Claim or Defense has been asserted to date.

RELIEF REQUESTED

20. By this Motion, the Debtors are requesting entry of an order (i) shortening the Challenge Period established by the Cash Collateral Order to the Hearing Date; (ii) allowing the Prepetition Obligations to the extent, after proper notice of this Motion, no party in interest has filed a Claim or Defense to the Prepetition Obligations prior to the hearing on this Motion, and such Claim or Defense is not overruled by this Court; and (iii) authorizing the Debtors to pay the uncontested Prepetition Obligations, exclusive of claims, if any, in respect of prepayment penalties or fees, the payment of Base Rate interest with respect to the LIBOR Loans, as defined in the Prepetition Financing Documents, and default rates of interest on the Debtors’ Obligations under the Prepetition Financing Documents (such claims to which, as described below, are reserved by the Prepetition Secured Parties) upon Court approval of this Motion. The Debtors

estimate that the approximate amount owed on account of the uncontested Prepetition Obligations as of September 15, 2004, inclusive of principal and accrued and unpaid interest, will be \$519,180,832.76.

21. It is unquestionably in the best interests of the Debtors and the Debtors' estates to pay the Prepetition Obligations as soon as possible. The Debtors calculate that interest is accruing on the Prepetition Obligations in the amount of approximately \$1 million per week. The amount of interest that the Debtors pay, on a current basis, on account of the Prepetition Obligations is significantly greater than the interest the Debtors will earn in respect of the Sale Proceeds Accounts. Thus, the Debtors' payment of the Prepetition Obligations without delay will result in a savings to the Debtors and their estates of several millions of dollars in interest, which funds could otherwise be distributed to pay the claims of the Debtors' unsecured creditors pursuant to a plan of reorganization or liquidation.

22. The Committee has advised the Debtors that it has determined that it will not raise any Challenge or Defense with respect to the Prepetition Obligations or the Prepetition Liens, except for claims, if any, in respect of prepayment penalties or fees. The Debtors and the Committee both agree that at this juncture in these chapter 11 cases the allowance and distribution of the uncontested amounts owing under the Prepetition Obligations is a modest and appropriate modification to the Cash Collateral Order that is amply justified by the significant savings to the Debtors and their estates that will inure to the benefit of the Debtors' unsecured creditors.

23. The Committee and the Debtors further agree that shortening the Challenge Period to the Hearing Date is appropriate in order to ensure that parties in interest

have notice and an opportunity to assert any Claims or Defenses to the Prepetition Obligations or the Prepetition Liens pursuant to the terms of the Cash Collateral Order.

24. Finally, the payment in respect of the Prepetition Obligations will be made without prejudice to the rights, if any, of the Prepetition Secured Parties to assert, and the Committee or the Debtors to contest, claims for any prepayment penalties or fees, the payment of Base Rate interest with respect to LIBOR Loans, as defined in the Prepetition Financing Documents, and default rates of interest on the Debtors' Obligations under the Prepetition Financing Documents (collectively, the "Premiums"), which the lenders may assert are triggered by the Global Settlement Transactions and/or any payments in accordance with this Motion. The Premiums will remain on deposit in the Sale Proceeds Accounts pending the entry of a final order of this Court establishing the Prepetition Secured Parties' right, or lack thereof, to such Premiums.

BASIS FOR RELIEF REQUESTED

25. Pursuant to section 363(b)(1) of the Bankruptcy Code, the Debtors may "after notice and hearing, ...use ..., other than in the ordinary course of business, property of the estate." Sales proceeds are property of the estate. 11 U.S.C. §541(a)(b); In re CXM, Inc., 307 B.R. 94, 103 (Bankr. N.D. Ill. 2004). Court approval is required to distribute sale proceeds, outside of a plan, in payment of prepetition claims. See, e.g., In re NextWave Personal Communications, Inc., 244 B.R. 253, 275 (Bankr. S.D.N.Y. 2000); In re Consolidated Auto Recyclers, Inc. 123 B.R. 130, 140-41 (Bankr. D. Me. 1991) (general discussion of §363(b)(1) notice and hearing requirement in connection with use of property of the estate). However, principal payments on prepetition secured debt should be, and will be, authorized when a

significant savings to the estate will result from the payment of uncontested secured claims and a reduction in interest accrual. See, e.g., In re Wabash Valley Power Assoc., Inc., 167 B.R. 885, 889 n.7 (S.D. Ind. 1996) (property of estate used to refinance prepetition debt and lower debt service obligations).

26. As noted above, the Debtors' use of the Sale Proceeds to make the payments to the Prepetition Secured Parties will result in a significant savings to the Debtors' estates of approximately \$1 million per week. Pursuant to the terms of the Cash Collateral Order, the Debtors are precluded from challenging the amounts owing to the Prepetition Secured Parties or the extent, validity or priority of their respective liens. In addition, the Committee has determined that it will not assert any Claim or Defense with respect to the Prepetition Obligations or the Prepetition Liens. The Debtors are aware of no other party that may assert a Claim or Defense and, in any event, this Motion provides adequate notice for parties to make their claims in advance of the Hearing Date. Therefore, the Debtors submit that authorizing them to distribute a portion of the Sale Proceeds to the Prepetition Secured Parties is in the best interest of their estates.

NOTICE

27. 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 all 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) the Securities and Exchange Commission; (viii) the Internal Revenue Service; (ix) any state taxing authority having a claim against any of the Debtors; and (x) all entities who have filed a notice of appearance or request

for service of papers pursuant to Bankruptcy Rule 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

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

WHEREFORE, Debtors respectfully request that the Court enter an Order substantially in the form attached hereto, deeming the Prepetition Obligations allowed and authorizing the Debtors to make the payments on account of such obligations and granting such other further relief as is just and proper.

Dated: Portland, Maine
September 10, 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 PURSUANT TO SECTIONS 105 AND 363(b) OF
THE BANKRUPTCY CODE (I) SHORTENING THE CHALLENGE
PERIOD IN THE CASH COLLATERAL ORDER, (II) ALLOWING CERTAIN
PREPETITION SECURED CLAIMS, AND (III) AUTHORIZING THE DEBTORS TO
MAKE PAYMENTS TO CERTAIN PREPETITION SECURED PARTIES**

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 for entry of an order (i) shortening the Challenge Period² established by the Cash Collateral Order, (ii) allowing certain prepetition secured claims, and (iii) authorizing the Debtors to make payments to certain prepetition secured parties on account of those claims; 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 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 this Court having held a hearing to consider the Motion and all parties in interest

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.

having had an opportunity to be heard with respect to the Motion at that time; 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 thereto, not previously withdrawn or resolved, are overruled; and it is further

ORDERED that the Challenge Period expired on the Hearing Date; and it is further

ORDERED that the Prepetition Obligations are deemed allowed; and it is further

ORDERED that the Debtors are authorized to pay the uncontested Prepetition Obligations, exclusive of claims, if any, in respect of prepayment penalty or fees, the payment of Base Rate interest with respect to the LIBOR Loans, as defined in the Prepetition Financing Documents, and default rates of interest on the Debtors' Obligations under the Prepetition Financing Documents.

Dated:

UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms not defined herein shall have the meaning ascribed to such terms by the Motion.

EXHIBIT C

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