

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**SECOND CONSENTED TO MOTION TO REVISE THE BRIEFING SCHEDULE
CONTAINED IN THE SEPTEMBER 17, 2004 STIPULATION AND ORDER
PERMITTING PAYMENT OF AMOUNTS TO SENIOR SECURED LENDERS,
REVOLVING LENDERS AND JUNIOR SECURED LENDERS AND
RESERVING RIGHTS WITH RESPECT TO PAYMENT OF PREPAYMENT
PREMIUMS AND DEFAULT INTEREST**

NOW COME the parties to the September 17, 2004 Stipulation And Order
Permitting Payment Of Amounts To Senior Secured Lenders, Revolving Lenders And
Junior Secured Lenders And Reserving Rights With Respect To Payment Of Prepayment
Premiums And Default Interest (the "Stipulation"), including (i) the Bank Steering
Committee, the Senior Secured Lenders, (ii) the Revolving Lenders, and Madeleine
L.L.C., as administrative agent, (iii) Wilmington Trust, as the successor administrative
agent for the Junior Secured Lenders, (iv) the Debtors, and (v) the Committee, by their
undersigned counsel, and pursuant to D. Me. LBR 9045-(a), and hereby consent to the
following revised briefing schedule for the Premium Motions¹:

¹ Unless otherwise specified, all capitalized terms shall have the same meaning as set forth in the
Stipulation.

1. On June 2, 2004 (the “Petition Date”), each of the Debtors² filed a voluntary petition for relief under the Bankruptcy Code and motions or applications seeking certain typical “first day” orders, including an order to have these cases jointly administered.

2. The Debtors have continued in possession of their respective properties and have continued to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a trustee or examiner. On June 10, 2004, the United States Trustee appointed an official committee of unsecured creditors pursuant to section 1102(a) of the Bankruptcy Code.

4. 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 basis for relief is D. Me. LBR 9045-(a).

BACKGROUND

5. As of the Petition Date, the Debtors’ principal operating business was their direct broadcast satellite (“DBS”) business. At that time, the Debtors were the largest

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.

independent distributor of DIRECTV ® DBS services with approximately 1.1 million subscribers and the exclusive right to distribute certain DIRECTV services to approximately 8.4 million rural households in certain territories within 41 states.

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 Final Order (A) Authorizing the Use of Cash Collateral and (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 (the “Cash Collateral Order”), the Debtors deposited the Sale Proceeds into three separate interest bearing accounts. In accordance with the Stipulation, the Debtors paid the uncontested Prepetition Obligations, exclusive of any default interest or any prepayment premiums asserted to be due to the Senior Secured Lenders, the Revolving Lenders, and the Junior Secured Lenders.

7. Paragraph 9 of the Stipulation provided that the Senior Secured Lenders, the Revolving Lenders, and the Junior Secured Lenders would file and serve motions seeking allowance and payment of the Senior Prepayment Premium and Default Interest, the Revolving Prepayment Premium and Default Interest, and the Junior Prepayment Premium and Default Interest, together with accrued interest thereon (collectively, the “Premium Motions”) by October 5, 2004. All parties to the Stipulation now seek to extend that filing deadline to October 15, 2004.

8. Paragraph 10 of the Stipulation provided that parties in interest would file responses, if any, to the Premium Motions by October 20, 2004. All parties to the Stipulation now seek to extend that filing deadline to October 27, 2004.

9. Paragraph 11 of the Stipulation provided that replies to the Premium Motion would be filed by October 27, 2004. All parties to the Stipulation now seek to extend that filing deadline to November 3, 2004.

10. The parties do not seek to change the November 8, 2004, hearing date.

11. All parties to the Stipulation consent to the requested extensions. The parties have filed one previous consented to motion to extend the deadlines.

Wherefore, the parties respectfully request that the briefing deadlines be modified as set forth above.

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Dated: October 7, 2004	
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<p>BERNSTEIN, SHUR, SAWYER & NELSON</p> <p>By: <u>/s/ Robert J. Keach</u> Robert J. Keach</p> <p>100 Middle Street Post Office Box 9729 Portland, Maine 04104 Telephone: (207) 774-1200 Fax: (207) 774-1127</p> <p style="text-align: center;">- and -</p> <p>SIDLEY AUSTIN BROWN & WOOD LLP Larry J. Nyhan, Esq. James F. Conlan, Esq. Paul S. Caruso, Esq. Jessica C. Knowles, Esq. Bank One Plaza 10 South Dearborn Street Chicago, Illinois 60603 Telephone: (312) 853-7000 Fax: (312) 853-7036</p> <p>Attorneys for Debtors</p>	<p>PIERCE ATWOOD</p> <p>By: <u>/s/ Jacob A. Manheimer</u> Jacob A. Manheimer, Esq.</p> <p>One Monument Square Portland, Maine 04101 Telephone: (207) 791-1100 Fax: (207) 791-1350</p> <p style="text-align: center;">- and -</p> <p>AKIN, GUMP, STRAUSS, HAUER & FELD, LLP Daniel H. Golden, Esq. David H. Botter, Esq. 590 Madison Avenue New York, New York 10022 Telephone: (212) 872-1036</p> <p>Attorneys for Official Committee of Unsecured Creditors</p>

SO ORDERED this ____ day of October, 2004:

UNITED STATES BANKRUPTCY JUDGE