

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

MOTION FOR ENTRY OF AN ORDER PERMITTING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO FILE AN OBJECTION TO (I) MOTION OF THE STEERING COMMITTEE OF THE SECURED LENDERS FOR AN ORDER PURSUANT TO SECTION 506(B) OF THE BANKRUPTCY CODE FOR ALLOWANCE AND PAYMENT OF (A) DEFAULT INTEREST AND (B) PREPAYMENT AMOUNTS, AND (II) MOTION OF THE JUNIOR LENDERS FOR AN ORDER DIRECTING PAYMENT OF PREPAYMENT PREMIUM, ACCRUED DEFAULT INTEREST AND INTEREST THEREON UNDER THE PEGASUS JUNIOR TERM LOAN AGREEMENT IN EXCESS OF FIFTEEN PAGES

The Official Committee of Unsecured Creditors (the “Committee”) of Pegasus Satellite Television, Inc. and its affiliated debtors (collectively, the “Debtors”), by and through its undersigned counsel, hereby moves (the “Motion”) this Court ex parte for entry of an order permitting the Committee to file an objection (the “Objection”) in excess of fifteen (15) pages to (I) the Motion of the Steering Committee of the Secured Lenders (the “Senior Lenders”) for an Order Pursuant to Section 506(b) of the Bankruptcy Code for Allowance and Payment of (A) Default Interest and (B) Prepayment Amounts, and (II) the Motion of the Junior Lenders (the “Junior Lenders”) and, together with the Senior Lenders, the “Secured Lenders”) for an Order Directing Payment of Prepayment Premium, Accrued Default Interest and Interest Thereon

Under the Pegasus Junior Term Loan Agreement (the “Lenders’ Motions”). In support of this Motion, the Committee respectfully represents as follows:

BACKGROUND

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”).
2. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. On June 10, 2004, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the District of Maine appointed the Committee.
4. On July 9, 2004, this Court entered into an Order Establishing Case Management Procedures and Hearing Schedules (the “Case Management Order”). The Case Management Order provides that “unless otherwise ordered by the Court, upon good cause shown, briefs in support of or in response to Motions initiating contested matters shall not exceed fifteen (15) pages.” See Case Management Order ¶ B (1) (e) (Docket Number 325).
5. On October 15, 2004, the Secured Lenders filed the Lenders’ Motions.

JURISDICTION

6. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

RELIEF REQUESTED

7. The Committee requests entry of an order permitting the Committee to file its Objection in excess of fifteen pages in length.

BASIS FOR RELIEF REQUESTED

8. The Case Management Order provides that a brief in response to motions initiating contested matters shall not exceed fifteen pages in length, except by permission of the Court and upon a motion supported by good cause.

9. The Committee submits that every effort will be made to keep the Objection as brief as possible. However, due to (i) the complexity of the issues raised in the Lenders' Motion, (ii) the numerous factual and legal issues to be addressed with respect to the Lenders' Motion, and (iii) the critical nature of the relief requested in the Lenders' Motion and the impact of such relief on these estates and their creditors, the Objection is anticipated to exceed fifteen (15) pages. Given these circumstances, the Committee submits that there are extraordinary and compelling reasons to permit the Objection to exceed fifteen pages, and that good cause has been shown therefore.

10. No previous request for the relief sought herein has been made to this Court or any other court.

11. This Motion will be served in accordance with the Case Management Order. Because of the routine, non-adversarial nature of the relief requested in this Motion, the Committee requests that the Court consider and rule on this Motion without any further notice or hearing in accordance with D. Me. LBR 9013-1(g)(i).

WHEREFORE, the Committee respectfully requests that the Court (i) enter an order permitting the Objection to exceed fifteen (15) pages and (ii) grant the Committee such other further relief as is just and proper.

Dated: Portland, Maine
October 27, 2004

PIERCE ATWOOD

/s/ Jacob A. Manheimer

Jacob A. Manheimer
One Monument Square
Portland, Maine 04101
(207) 791-1338
(207) 791-1350
jmanheimer@pierceatwood.com

**AKIN GUMP STRAUSS HAUER &
FELD LLP**

Daniel H. Golden
David H. Botter
590 Madison Avenue
New York, New York 10022
(212) 872-1000