

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

CERTIFICATE OF SERVICE

I, EILEEN MCDONNELL, being over the age of eighteen and an employee of Sidley Austin Brown & Wood LLP of New York, New York, hereby certify that on November 9, 2004, I caused a true and correct copy of the *Debtors' Motion for Order Pursuant to 11 U.S.C. Sections 363(b) and 105(a) Authorizing and Approving Supplemental Retention Plan for Certain Employees of the Debtors' Satellite Division and Retention Plan for Certain Employees of the Debtors' Broadcast Division*, to be served on the parties listed on the Service List attached hereto as Exhibit A by overnight courier service for next day delivery (Via Federal Express or Express Mail) (as specified).

Dated: November 11, 2004

/s/Eileen McDonnell
EILEEN MCDONNELL

SIDLEY AUSTIN BROWN & WOOD LLP
787 Seventh Avenue
New York, New York 10019
(212) 839-5300

EXHIBIT A

VIA FEDEX

Bank of America
Attn: Laura Sweet
Independence Center
101 North Tryon Street
Charlotte, NC 28255
laura.l.sweet@bankofamerica.com*
bobbie.l.boratea@bankofamerica.com*
charles.graber@bankofamerica.com*

VIA FEDEX

Cohanzick Credit Opps Fund, Ltd
Attn: Anita Spahrman
427 Bedford Road, Suite 260
Pleasantville, NY 10570
anita@cohanzick.com*

VIA FEDEX

Cohanzick Credit Opps Fund, Ltd
Attn: David K. Sherman
427 Bedford Road, Suite 260
Pleasantville, NY 10570
david@cohanzick.com*

VIA FEDEX

TRS ELARA, LLC
Attn: Maureen Welby
D.E. Shaw Laminar Portfolios LLC
120 W 45th Street, 39th Fl Tower 45
New York, NY 10022
Maureen-Welby@deshaw.com*

VIA FEDEX

Andrew Rosenberg, Esq.
Paul, Weiss, Rifkind, Wharton
& Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
arosenberg@paulweiss.com*

VIA FEDEX

Fernwood Associates, LP
Attn: Laura Zaki
c/o Intermarket Corp
667 Madison Avenue
New York, NY 10021
lzaki@intermarketcorp.net*
jpteevan@intermarketcorp.net*

VIA FEDEX

HSBC Bank USA
c/o Ms. Sandra E. Horwitz, VP
452 Fifth Avenue
New York, NY 10018-2706
dusdock@kelleydrye.com*
sandra.e.horwitz@us.hsbc.com*

VIA FEDEX

Halcyon Fund, LP
Attn: Jim Sykes
Halcyon/Alan B Slifka Mgmt Co LLC
477 Madison Avenue, 8th Fl
New York, NY 10022
jsykes@halcyonllc.com*

VIA FEDEX

Sea Pines Funding LLC
Attn: Kelly Warnement
c/o Banc Of Americas Securities LLC
100 North Tryon Street
Charlotte, NC 28255
kelly.w.warnement@bankofamerica.com*
asigbankloans@bankofamerica.com*

VIA FEDEX

John Vian, Esq.
Smith, Gambrell & Russell, LLP
1230 Peachtree Street NE
Promenade II, Suite 3100
Atlanta, Georgia 30309
jvian@sgrlaw.com*

Kenneth E. Aaron (VIA FEDEX)

Weir & Partners, LLP
842 Market Street Mall, Suite 1001
Wilmington, DE 19801

David G. Aelvoet (VIA FEDEX)

Linebarger Goggan Blair & Sampson, LLP
711 Navarro, Suite 300
San Antonio, TX 78205
sanantonio.bankruptcy@publicans.com*

Angelo, Gordon & Co. (VIA FEDEX)

Attn: Leigh Walzer
245 Park Avenue, 26th Floor
New York, NY 10167

Stephen M. Baldini (VIA FEDEX)

Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

John T. Banks, Esq. (VIA FEDEX)

Perdue, Brandon, Fielder, Collins & Mott, LLP
6300 La Calma Drive, Suite 450
Austin, TX 78752

Eric K. Bradford (VIA FEDEX)

Office of the U.S. Trustee
10 Causeway Street, Room 1184
Boston, MA 02222

Andrew L. Buck (VIA FEDEX)

Bragar Wexler Eigel & Morgenstern, P.C.
885 Third Avenue, Suite 3040
New York, NY 10019

CRT Capital Group, LLC (VIA FEDEX)

Attn: Nadav Braun
262 Harbor Drive
Stamford, CT 06902

Lori E. Chasen (VIA FEDEX)

Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019-6064

Lisa A. Chiapetta (VIA FEDEX)

Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

Daily Insights (VIA EXPRESS MAIL)

Attn: Bill Angelowitz
JAF Box 3127
New York, NY 10116

John P. Dillman (VIA EXPRESS MAIL)

Linebarger Goggan Blair & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

Philip C. Dublin (VIA FEDEX)

Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

John T. Farmer, Esq. (VIA FEDEX)

Farmer & Case
402 West Broadway, Suite 1100
San Diego, CA 92101-8542

Kim Fitzgerald (VIA FEDEX)

Paramount Pictures Corporation
5555 Melrose Avenue
Rodenberry Building, Room 3006
Hollywood, CA 90038-3197
Kim_Fitzgerald@paramount.com*

Steven A. Ginther (VIA EXPRESS MAIL)

Missouri Department of Revenue
P.O. Box 475
Jefferson City, MO 65105-0475

Daniel M. Glosband (VIA FEDEX)

Goodwin Proctor, LLP
Exchange Place
Boston, MA 02109

Daniel H. Golden (VIA FEDEX)

Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

John L. Graham (VIA FEDEX)

King & Spalding
1185 Avenue of the Americas
New York, NY 10036

Eric W. Hagen (VIA FEDEX)

Kirkland & Ellis, LLP
777 South Figueroa Street
Los Angeles, CA 90017

Richard F. Hahn (VIA FEDEX)

Debevoise & Plimpton, LLP
919 Third Avenue
New York, NY 10022

Neil Herskowitz (VIA EXPRESS MAIL)

Riverside Contracting LLC
P.O. Box 626
Planetarium Station
New York, NY 10024-0540

Gerald Huffaker (VIA EXPRESS MAIL)

Huffaker, Green & Huffaker
P.O. Box 419
Tahoka, TX 79373

IKON Financial Services (VIA FEDEX)

Bankruptcy Administration
IOS Capital LLC
1738 Bass Road, P.O. Box 13708
Macon, GA 31208-370

IKON Office Solutions (VIA FEDEX)

Recovery & Bankruptcy
5400 Bowman Road
Macon, GA 31210

Jeffrey L. Jonas (VIA FEDEX)

Brown, Rudnick, Freed & Gesmer, PC
One Financial Center
Boston, MA 02111

Madison Capital Management (VIA FEDEX)

Attn: Craig Klein
6143 South Willow Drive, Suite 200
Greenwood Village, CO 80111

Basil Marceaux (VIA FEDEX)

810 Hyatte Road
Soddy Daisy, TN 37379-4020

Mark E. Mazzei, Esq. (VIA FEDEX)

Crown Castle South, LLC
Legal Department
2000 Corporate Drive
Canonsburg, PA 15317

John P. McNicholas (VIA FEDEX)

Piper, Rudnick LLP
1251 Avenue of the Americas
New York, NY 10020-1104

Metron North America, Inc. (VIA FEDEX)

c/o Edward J. Schultz, Esq.
Jenkins & Jenkins Attorneys, PLLC
First Tennessee Plaza
800 South Gay Street, Suite 2121
Knoxville, TN 37929

C. MacNeil Mitchell (VIA FEDEX)

Winston & Strawn, LLP
Attn: Denise Cunsolo, Legal Asst.
200 Park Avenue
New York, NY 10166

Rosetta B. Packer (VIA FEDEX)

McCarter & Englis, LLP
Mellon Bank Center
1735 Market Street, Suite 700
Philadelphia, PA 19103

Joan E. Pilver (VIA FEDEX)

Assistant Attorney General
Office of the Attorney General
P.O. Box 120
55 Elm Street, Fourth Floor
Hartford, CT 06141-0120
Joan.Pilver@PO.STATE.CT.US*

Quadrangle Group LLC (VIA FEDEX)

c/o Chin Won Yi
375 Park Avenue, 14th Floor
New York, NY 10152

Abid Qureshi (VIA FEDEX)

Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

Riverside Claims LLC (VIA EXPRESS MAIL)

P.O. Box 626
Planetarium Station
New York, NY 10024

Diane W. Sanders (VIA FEDEX)

Linebarger, Goggan, Blair & Sampso, LLP
1949 South I.H. 35 (78741)
P.O. Box 17428
Austin, TX 78760

Alexander Simon, Esq. (VIA FEDEX)

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
alexander.simon@weil.com*

Wayne M. Smith (VIA FEDEX)

4000 Warner Boulevard
Building 156, Room 5158
Burbank, CA 91522

Mark Somerstein (VIA FEDEX)

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178

Gregg Spath, Esq. (VIA FEDEX)

Senior Corporate Counsel
Omnipoint Holdings, Inc.
Property Management Department
4 Sylvan Way
Parcippany, NJ 07054

Eric D. Statman (VIA FEDEX)

Lovells
900 Third Avenue
New York, NY 10022

Debra SuDock (VIA FEDEX)

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178

Tejas Securities Group, LLC (VIA FEDEX)

2700 Via Fortuna, Suite 400
Austin, TX 78746

Macken Toussaint (VIA FEDEX)

Goodwin Proctor, LLP
Exchange Place
Boston, MA 01209

Michael L. Tuchin, Esq. (VIA FEDEX)

Klee, Tuchin, Bogdanoff & Stern LLP
Fox Plaza
2121 Avenue of the Stars, 33rd Floor
Los Angeles, CA 90067
mtuchin@ktbslaw.com*

Edward S. Weisfelner (VIA FEDEX)

Brown, Rudnick, & Israels, LLP
120 West 45th Street
New York, NY 10036

Elizabeth Weller (VIA FEDEX)

Linebarger Goggan Blair & Sampson, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201
dallas.bankruptcy@publicans.com*

Juandisha M. Harris (VIA EXPRESS MAIL)

Assistant Attorney General
Revenue Division
G. Mennen Williams Building, 2nd Floor
P.O. Box 30754
Lansing, MI 48909

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

CERTIFICATE OF SERVICE

I, Sheila R. Dilios, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson of Portland, Maine, hereby certify that on November 9, 2004, I caused a true and correct copy of the *Debtors' Motion for Order Pursuant to 11 U.S.C. Sections 363(b) and 105(a) Authorizing and Approving Supplemental Retention Plan for Certain Employees of the Debtors' Satellite Division and Retention Plan for Certain Employees of the Debtors' Broadcast Division*, to be served on the parties listed on the Service List attached hereto as Exhibit A by either (i) e-mail transmission or by (ii) 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: November 12, 2004

/s/Sheila R. Dilios
SHEILA R. DILIOS

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street, P.O. box 9729
Portland, ME 04104-5029
207-774-1200

EXHIBIT A

COMMITTEE OF UNSECURED CREDITORS

*** Email service**

Wachovia Bank, National Association, as Trustee John T. Vian, Esq. Barbara Ellis-Munro, Esq. Smith, Gambrell & Russell, LLP 1230 Peachtree Street, N.E., Suite 3100 Atlanta, GA 30309 bellis-monro@sgrlaw.com* jvian@sgrlaw.com*	J.P. Morgan Trust Company, National Association James R. Lewis, Vice President 4 New York Plaza, 15 th Floor New York, NY 10004 james.r.lewis@jpmorgan.com*
LC Capital Master Fund, Ltd. c/o Steve Lampe 680 Fifth Avenue, Suite 1202 New York, NY 10019-5429 lampe@lampeconway.com*	Silver Point Capital and Affiliates Claim J. Fortgang Fortgang Consulting LLC 600 Steamboat Road Greenwich, CT 06830 cfortgang@fortgagnllc.com*
Singer Childrens Management Trust and Affiliates c/o Gary Singer 113 Jackson Drive Cresskill, NJ 07626 gary@pure1.com*	David Botter, Esq. Akin Gump Strauss Hauer Feld LLP 590 Madison Avenue New York, New York 10022 dbotter@akingump.com *
Jacob A. Manheimer Pierce Atwood One Monument Square Portland, ME 04101 jmanheimer@pierceatwood.com*	

ADMINISTRATIVE AGENTS FOR CREDIT FACILITIES

CIBC

Attn: Karen Brewer/Anthony Santino
Independence Center
425 Lexington Avenue, 5th Fl
New York, NY 10017
anthony.santino@us.cibc.com*

Cohanzick High Yield Partners, LP

Attn: Anita Spahrman
427 Bedford Road, Suite 260
Pleasantville, NY 10570
anita@cohanzick.com*

Cohanzick High Yield Partners, LP

Attn: David K. Sherman
427 Bedford Road, Suite 260
Pleasantville, NY 10570
david@cohanzick.com*

Harvard Special Situations Account

Attn: Jason Batstone
Harvard Management Co.
600 Atlantic Avenue, 16th Fl
Boston, MA 02210-2203
batstone@hmc.harvard.edu*

Harvard Special Situations Account

Attn: Shelley Greenhaus/L. Manent
Whippoorwill Associated Inc
11 Martine Avenue, 11fl
White Plains, NY 10606
lmanent@vegapartners.com*
sgendal@vegapartners.com*

SAB Capital Partners LP

Attn: Brian Jackelow
712 Fifth Avenue, 42nd Floor
New York, NY 10019
bjackelow@sabcapital.com*

Fernwood Restructuring, Ltd

Attn: Laura Zaki
c/o Intermarket Corp
667 Madison Avenue
New York, NY 10021
lzaki@intermarketcorp.net*

Gabriel Capital, L.P.

Attn: Mark A. Weiner
450 Park Avenue, Suite 3201
New York, NY 10022
weinerm@gabrielcapital.com*

UBS AG, Stamford Branch

Attn: Lorraine Conti
677 Washington Avenue
6th Floor South
Stamford, CT 06901
lorraine.conti@UBS.com*

Whippoorwill Distressed Opp Fund LP

Attn: Shelley Greenhaus/L. Manent
Whippoorwill Associated Inc
11 Martine Avenue, 11fl
White Plains, NY 10606
lmanent@vegapartners.com*
sgendal@vegapartners.com*

Madeleine LLC

Attn: Paul Gordon
299 Park Avenue
23rd Floor
New York, NY 10171
pgordon@cerberuscapital.com*

SAB Capital Partners LP
Attn: Paul Cassidy
712 Fifth Avenue, 42nd Floor
New York, NY 10019
pcassidy@sabcapital.com*

SAB Oversees Fund Ltd
Attn: Brian Jackelow
712 Fifth Avenue, 42nd Floor
New York, NY 10019
bjackelow@sabcapital.com*

COUNSEL TO CREDITORS/INDENTURE HOLDERS
& ADMINISTRATIVE AGENTS (served by email)

<p>Kristopher Hansen, Esq. Stroock Stroock & Lavan LLP 180 Maiden Lane New York, New York 10038 khansen@stroock.com*</p>	<p>Alan Pope, Esq. Moore & Van Allen PLLC 100 North Tryon Street, Suite 4700 Charlotte, NC 28202-4003 alanpope@mvalaw.com*</p>
<p>Brett Lawrence, Esq. Stroock Stroock & Lavan LLP 180 Maiden Lane New York, New York 10038 blawrence@stroock.com*</p>	<p>Eliot Relles, Esq. Schulte Roth & Zabel LLP 919 Third Avenue New York New York 10022 eliot@relles@srz.com*</p>
<p>Diane Meyers, Esq. Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, New York 10019 dmeyers@paulweiss.com*</p>	<p>Michael E. Baumann, Esq. Kirkland & Ellis LLP 777 South Figueroa Street Los Angeles, CA 90017 mbaumann@kirkland.com*</p>
<p>David Botter, Esq. Akin Gump Strauss Hauer Feld LLP 590 Madison Avenue New York, New York 10022 dbotter@akingump.com*</p>	<p>Richard P. Krasnow, Esq. Weil Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 richard.krasnow@weil.com*</p>
<p>George J. Marcus, Esq. Marcus, Clegg & Mistretta 100 Middle Street Portland, ME 04101 gmarcus@mcm-law.com*</p>	

SERVICE VIA “ECF FILING”

- **Gayle H. Allen**
gallen@verrilldana.com; bankr@verrilldana.com; ebriggeman@verrilldana.com
- **Fred W. Bopp, III,**
fbopp@perkinsthompson.com; malexander@perkinsthompson.com
- **Eric K. Bradford**
Eric.K.Bradford@USDOJ.gov
- **Robert S. Brady**
bankruptcy@ycst.com
- **Roger A. Clement, Jr.**
rclement@verrilldana.com; bankr@verrilldana.com
- **Randy J. Creswell**
rcreswell@perkinsthompson.com; cpaine@perkinsthompson.com
- **Daniel Cummings**
dcummings@nhdlaw.com
- **Daniel R. Felkel**
dfelkel@thplaw.com; hmittchell-moore@thplaw.com
- **David J. Gaier**
dgaier@mccarter.com
- **Alan Eric Gamza**
agamza@mosessinger.com; cdanielson@mosessinger.com
- **Jay S. Geller**
jgeller@maine.rr.com
- **Steven A. Ginther**
mebecf@dor.mo.gov
- **Leonard M. Gulino**
lgulino@bssn.com; sdilios@bssn.com
- **Nava Hazan**
nhazan@akingump.com; pdublin@akingump.com; aqureshi@akingump.com;
djnewman@akingump.com; mtilney@akingump.com
- **Bruce B. Hochman**
bhochman@lambertcoffin.com; cyoung@lambertcoffin.com
- **Regan M. Horney**
rhorney@brannlaw.com

- **Kim Y. Jefferson**
ICBRCAL@state.tn.us
- **Jeffrey L. Jonas**
jjonas@brownrudnick.com
- **Robert J. Keach**
rkeach@bssn.com; sdilios@bssn.com
- **Jacob A. Manheimer**
jmanheimer@pierceatwood.com; mpottle@pierceatwood.com
- **Benjamin E. Marcus**
bmarcusecf@dwmlaw.com
- **George J. Marcus**
bankruptcy@mcm-law.com; dgerry@mcm-law.com
- **John P. McVeigh**
jmcveigh@preti.com
- **Ellen Moring**
emoring@sidley.com; pcarusos@sidley.com; jknowles@sidley.com;
emcdonnell@sidley.com; jmargulies@sidley.com
- **Guy S. Neal**
gneal@sidley.com
- **Richard J. O'Brien**
robrien@lcwlaw.com; bmcclure@lcwlaw.com
- **Jennifer H. Pincus**
jpincus@perkinsthompson.com
- **Peter Michael Reed**
sragsdale@mvalaw.com
- **F. Bruce Sleeper**
bankruptcy@jbgh.com
- **Office of the US Trustee**
ustpreion01.po.ecf@usdogj.gov