

Hearing Date:  
November 19, 2004 at 1:30 p.m.  
Objection Deadline:  
November 19, 2004, before  
the commencement of the Hearing  
**PORTLAND**

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**

Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),<sup>1</sup> pursuant to D. Me. LBR 9013-1(i), moves this Court for an order granting an expedited hearing with respect to the Motion of Debtors and Debtors In Possession for an Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) Authorizing Pegasus Satellite Communications, Inc. to Take an Assignment of Certain Loans Made by Wachovia Bank, N.A. to W.W. Keen Butcher and Guyon W. Turner and Continue to Provide Funding Under Such Loans (the "KB Prime Motion"). In support of this Motion, the Debtors state as follows:

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<sup>1</sup> 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.

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. 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.

4. The Debtors submit that expediting the hearing on the KB Prime Motion is in the best interests of the Debtors’ estates, creditors and other parties in interest. Specifically, holding a hearing on the KB Prime Motion at the earliest date possible will allow the Debtors to preserve their rights to acquire certain television station licenses and related broadcast assets in advance of the proposed auction process for their broadcast television assets.

5. Notice of this Motion has been given to (i) the Office of the United States Trustee; (ii) counsel to the Committee; and (iii) all parties on the All Notices List as required by (and as defined in) this Court’s Order Establishing Case Management Procedures and Hearing Schedule, dated July 9, 2004 (the “Case Management Order”). The Debtors submit that in light of the Case Management Order and the nature of the relief requested, no further notice is required.

WHEREFORE, the Debtor respectfully requests that this Honorable Court enter an order scheduling an expedited hearing on the Motion on November 19, 2004 at 1:30 p.m. (EST) in Portland, Maine, and granting such further relief as the Court deems just and appropriate.

Dated: Portland, Maine  
November 12, 2004

SIDLEY AUSTIN BROWN & WOOD LLP  
Larry J. Nyhan  
James F. Conlan  
Paul S. Caruso  
Jessica C. Knowles  
Bank One Plaza  
10 South Dearborn Street  
Chicago, Illinois 60603  
Telephone: (312) 853-7000  
Facsimile: (312) 853-7036

SIDLEY AUSTIN BROWN & WOOD LLP  
Guy S. Neal  
Ellen R. Moring  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 839-5300  
Facsimile: (212) 839-5599

-and-

BERNSTEIN, SHUR, SAWYER & NELSON

BY: /s/ Robert J. Keach  
Robert J. Keach  
100 Middle Street  
P.O. Box 9729  
Portland, Maine 04104  
Telephone: (207) 774-1200  
Facsimile: (207) 774-1127

Co-Counsel 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)

**NOTICE OF MOTION FOR EXPEDITED HEARING WITH RESPECT TO  
MOTION OF DEBTORS AND DEBTORS IN POSSESSION  
FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b) AUTHORIZING  
PEGASUS SATELLITE COMMUNICATIONS, INC. TO TAKE  
AN ASSIGNMENT OF CERTAIN LOANS MADE BY WACHOVIA BANK, N.A. TO  
W.W. KEEN BUTCHER AND GUYON W. TURNER AND CONTINUE  
TO PROVIDE FUNDING UNDER SUCH LOANS**

TO: The Office of the United States Trustee, counsel to the Committee, and all parties on the All Notices List as required by (and as defined in) this Court's Order Establishing Case Management Procedures and Hearing Schedule, dated July 9, 2004

PLEASE TAKE NOTICE THAT Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates, each a debtor and debtor-in-possession herein (collectively, the "Debtors"),<sup>1</sup> have filed a Motion for Expedited Hearing (the "Expedited Hearing Motion") with respect to the Motion of Debtors and Debtors In Possession for an Order Pursuant to 11 U.S.C. § 105(a) and 363(b) Authorizing Pegasus Satellite Communications, Inc. to Take an Assignment of Certain Loans Made by Wachovia Bank, N.A. to W.W. Keen Butcher and Guyon W. Turner and Continue to Provide Funding Under Such Loans (the "KB Prime

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<sup>1</sup> 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.

Motion")<sup>2</sup> which seeks the entry of an order authorizing the Debtors to take an assignment of certain loans made by Wachovia Bank, N.A. to each of W.W. Keen Butcher and Guyon W. Turner and continue to provide funding under such loans.

PLEASE TAKE FURTHER NOTICE THAT **any response or objection to the attached Expedited Motion or the KB Prime Motion must be filed before the commencement of the Hearing on the Expedited Motion and the KB Prime Motion, scheduled for November 19, 2004 at 1:30 p.m.** At the same time, you must serve a copy of the response or objection upon: (i) counsel for the Debtors (a) Robert J. Keach, Esquire, Bernstein, Shur, Sawyer & Nelson, 100 Middle Street, P.O. Box 9729, Portland, Maine 04104, (b) Larry J. Nyhan, esquire, Sidley Austin Brown & Wood LLP, Bank One Plaza, 10 South Dearborn Street, Chicago, Illinois 60603, (c) Guy S. Neal, Esquire, Sidley Austin Brown & Wood LLP, 787 Seventh Avenue, New York, New York 10019; (ii) the Office of the United States Trustee for the District of Maine; and (iii) all parties on the Core Group Service List as required by (and as defined in) this Court's Order Establishing Case Management Procedures and Hearing Schedule, dated July 9, 2004.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR OTHER RESPONSES ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY ENTER THE REQUESTED ORDER WITH RESPECT TO THE EXPEDITED MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT IF OBJECTIONS OR RESPONSES ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE EXPEDITED MOTION WILL BE HELD ON **NOVEMBER**

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

**19, 2004 AT 1:30 P.M. EASTERN TIME** BEFORE THE HONORABLE JAMES B. HAINES, JR., BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MAINE, 537 CONGRESS STREET, 2ND FLOOR, PORTLAND, MAINE 04101. IF THE EXPEDITED MOTION IS GRANTED AT THAT TIME, THE COURT MAY IMMEDIATELY THEREAFTER CONDUCT A HEARING TO CONSIDER, AND MAY GRANT AT THAT TIME, THE KB PRIME MOTION.

Dated: Portland, Maine  
November 12, 2004

SIDLEY AUSTIN BROWN & WOOD LLP  
Larry J. Nyhan  
James F. Conlan  
Paul S. Caruso  
Bank One Plaza  
10 South Dearborn Street  
Chicago, Illinois 60603  
Telephone: (312) 853-7000  
Facsimile: (312) 853-7036

-and-

SIDLEY AUSTIN BROWN & WOOD LLP  
Guy S. Neal  
Ellen R. Moring  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 839-5300  
Facsimile: (212) 839-5599

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BERNSTEIN, SHUR, SAWYER &  
NELSON

By:     /s/ Robert J. Keach      
Robert J. Keach  
100 Middle Street  
P.O. Box 9729  
Portland, ME 04104  
Telephone: (207) 774-1200  
Facsimile: (207) 774-1127

Attorneys for Debtors and Debtors  
in Possession