

**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 11 U.S.C. §§ 105(a) AND 363(b)
AUTHORIZING PEGASUS SATELLITE COMMUNICATIONS, INC.
TO (I) TAKE AN ASSIGNMENT OF CERTAIN LOANS MADE BY
WACHOVIA BANK, N.A. TO W.W. KEEN BUTCHER AND GUYON W.
TURNER AND TO CONTINUE FUNDING UNDER SUCH LOANS**

Upon the motion (the “Motion”)¹ of Pegasus Satellite Television, Inc. and its subsidiaries and certain of its affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),² for entry of an order pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “Bankruptcy Code”) authorizing Pegasus Satellite Communications, Inc. (“PSC”) to take an assignment of certain loans made by Wachovia Bank, N.A. to each of W.W. Keen Butcher (“Butcher”) and Guyon W. Turner (“Turner”) and to continue funding under such loans; 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

¹ Capitalized terms used herein but not otherwise defined shall have the meanings given to such terms in the Motion.

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.

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 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 interests 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 Debtors are hereby authorized to (i) take an assignment from Wachovia of all its right, title and interest, in, to and under the Wachovia Notes pursuant to the Loan Sale Agreement and to continue funding thereunder and (ii) submit amendments to the applications pending with the FCC to transfer the licenses and construction permits, as applicable (FCC File No. BALCT-20040227 AAA (WPME), FCC File No. BALCT-20040510 ACH (WSWB), and FCC File No. BAPCT-20040506 AAU (Hammond, Louisiana construction permit – WHMM-DT)) confirming that the Debtors and/or their estates have sufficient funds available to consummate the transactions contemplated under each of the Asset Purchase Agreements and operate the applicable stations thereafter; and it is further

ORDERED, that as provided by Bankruptcy Rule 6004(g), and notwithstanding Bankruptcy Rule 7062, this Order shall be effective and enforceable immediately upon entry. Time is of the essence in closing the Loan Sale Agreement, and the parties are permitted to consummate the transactions contemplated by the Loan Sale Agreement immediately upon entry of this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: November _____, 2004

UNITED STATES BANKRUPTCY JUDGE