

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**CONSENT MOTION TO CONTINUE
THE DECEMBER 16, 2004 EVIDENTIARY HEARING ON THE
PREPAYMENT MOTION AND REQUEST FOR PRETRIAL CONFERENCE**

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 Company ("Wilmington Trust"), as administrative agent under the Amended and Restated Term Loan Agreement dated as of August 1, 2003, among Pegasus Satellite Communications, Inc., as borrower, and the lenders, from time to time party thereto (the "Junior Lenders"), and (iv) the Committee, (collectively herein, the "Movants"¹), by their undersigned counsel, pursuant to D. Me. LBR 9045-(a), and hereby moves this Court for entry of an order rescheduling the December 16, 2004, hearing and further requesting a pretrial conference to resolve scheduling issues. The reasons for this motion are as follows:

¹ The Movants did not seek the consent of the Debtors because the Debtors did not file any objection to the Premium Motion.

1. As described more fully in the Premium Motion², the Senior Secured Lenders and the Junior Lenders are oversecured and have alleged the right under sections 506(b) and 1129(a)(7) of the Bankruptcy Code to recover both interest on their secured claim and any reasonable fees, costs, or charges provided for under the agreement giving rise to their claim. The Premium Motion, which seeks, *inter alia*, an order authorizing payment of post-petition interest at the contractual default rate and payment of the prepayment premium, is presently scheduled for evidentiary hearing beginning on December 16, 2004. The Committee opposes the relief requested in the Premium Motion.

2. Since the date that the evidentiary hearing was initially scheduled, Wilmington Trust has filed a motion for partial summary judgment. The motion for partial summary judgment seeks to resolve several issues and, if granted, would significantly reduce the disputed issues remaining for trial. Specifically, the motion for partial summary judgment seeks, *inter alia*, a determination that (i) there was a very real risk of loss faced by Wilmington Trust prior to the Debtors' sale of its subscriber base on August 27, 2004, and (ii) the Global Settlement was entirely voluntary in nature.

3. The Movants have identified a significant number of witnesses whose testimony relates only to the pre-sale negotiations and conduct of the parties. If the issues presented by the motion for partial summary judgment are resolved by entry of an order granting partial summary judgment, then those witnesses will not have to travel to Maine to testify. It would be helpful to the Movants and the witnesses to know, in advance of any evidentiary hearing, which issues have been resolved and which issues are being tried.

² Capitalized terms that are not otherwise defined herein shall have the meanings ascribed to such terms in Wilmington Trust's Motion for an Order Directing Payment of Prepayment Premium, Accrued Default Interest and Interest Thereon Under the Pegasus Term Loan Agreement (the "Premium Motion").

4. If some, any, or all of the issues presented are resolved by partial summary judgment, significantly less court time will likely be necessary to present the remaining evidentiary issues.

5. Wilmington Trust's motion for partial summary judgment is scheduled for hearing on December 16, 2004, the same time that the evidentiary hearing is scheduled to begin. However, until the Court rules on the motion for partial summary judgment, it is difficult for the Movants to prepare for an evidentiary hearing. It would be a more efficient use of judicial resources if the Court were to enter an order continuing the evidentiary hearing until after the hearing on Wilmington Trust's motion for partial summary judgment.

6. Fed. R. Bankr. P. 7016 permits the Court to conduct a pretrial conference for a number of purposes, including expediting the disposition of the action, discouraging wasteful pretrial activities, and scheduling. Entry of an order granting partial summary judgment could expedite disposition and rescheduling the evidentiary hearing would be a more efficient use of time and resources.

7. The Court, for cause shown, may grant a continuance upon the written motion. D. Me. LBR 9045-1. As set forth above, good cause exists to continue the evidentiary hearing and to schedule a pretrial scheduling conference on December 16, 2004 at 9:00 a.m.

WHEREFORE, the Movants respectfully requests that the Court enter an order continuing the evidentiary hearing and scheduling a pretrial conference for the purpose of rescheduling the evidentiary portion of the hearing on the Premium Motion and for such other relief as is appropriate.

Dated: December 7, 2004

<p>DRUMMOND WOODSUM & MACMAHON</p> <p>By: <u>/s/ Benjamin E. Marcus</u> Benjamin E. Marcus</p> <p>Post Office Box 9781 245 Commercial Street Portland, Maine 04104 Telephone: (207) 772-1941 Fax: (207) 772-3627</p> <p>- and -</p> <p>PAUL, WEISS, RIFKIND, WHARTON & GARRISON, LLP Andrew N. Rosenberg Elizabeth R. McColm Lori E. Chasen 1285 Avenue of the Americas New York, New York 10019-6064 Telephone: (212) 373-3000 Fax: (212) 757-3990</p> <p>Attorneys for the Bank Steering Committee for the Senior Secured Lenders and the Revolving Lenders</p>	<p>VERRILL DANA LLP</p> <p>By: <u>/s/ Gayle H. Allen</u> Gayle H. Allen</p> <p>One Portland Square P. O. Box 586 Portland, Maine 04112-0586 Telephone: (207) 774-4000 Fax: (207) 774-7499</p> <p>- and -</p> <p>STROOCK STROOCK & LAVAN LLP Kristopher Hansen Brett Lawrence 180 Maiden Lane New York, New York 10038-4982 Telephone: (212) 806-5400 Fax: (212) 806-6006</p> <p>Attorneys for The Wilmington Trust Company</p>
---	--

PIERCE ATWOOD

By: /s/ Jacob A. Manheimer
Jacob A. Manheimer, Esq.

One Monument Square
Portland, Maine 04101
Telephone: (207) 791-1100
Fax: (207) 791-1350

- and -

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

Attorneys for Official Committee of
Unsecured Creditors

SO ORDERED this ____ day of December 2004:

UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

CERTIFICATE OF SERVICE

I hereby certify that I served a true and correct copy of the Consent Motion To Continue The December 16, 2004 Evidentiary Hearing On The Prepayment Motion And Request For Pretrial Conference, dated December 7, 2004, on each of the parties set forth on the attached Service List, by first class U.S. mail, postage prepaid, on the 7th day of December 2004.

All other parties listed on the Notice of Electronic Filing have been served electronically.

Dated: December 7, 2004

/s/ Elizabeth A. Briggeman
Elizabeth A. Briggeman

VERRILL DANA LLP
One Portland Square
P.O. Box 586
Portland, ME 04112-0586
207-774-4000 - Phone
207-774-7499 - Fax

Service List

In re Pegasus Satellite Television, Inc., Chapter 11 Case No. 04-20878

Kenneth E. Aaron

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

Angelo, Gordon & Co.

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

Arnold & Porter, LLP

777 South Figueroa Street
44th Floor
Los Angeles, CA 90017

Stephen M. Baldini

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

Michael E. Baumann

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

David H. Botter

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

CRT Capital Group LLC

Attn: Nadav Braun
262 Harbor Drive
Stamford, CT 06902

Capital Management Associates, Inc.

Attn: James Howard Smith
4015 Wilson Boulevard, Suite 101
Arlington, VA 22203

Lori E. Chasen

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

Lisa A. Chiapetta

Proskauer Rose LLP
1585 Broadway
New York, NY 10036-8299

Cohanzick Management, LLC

427 Bedford Road, Suite 260
Pleasantville, NY 10570

Cohanzick Credit Opps Fund, Ltd

Attn: Anita Spahrman
427 Bedford Road, Suite 260
Pleasantville, NY 10570

Cohanzick Credit Opps Fund, Ltd

Attn: David K. Sherman
427 Bedford Road, Suite 260
Pleasantville, NY 10570

Cohanzick High Yield Partners, LP

Attn: Anita Spahrman
427 Bedford Road, Suite 260
Pleasantville, NY 10570

Cohanzick High Yield Partners, LP

Attn: David K. Sherman
427 Bedford Road, Suite 260
Pleasantville, NY 10570

Daily Insights

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

John P. Dillman

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

Drinker Biddle & Reath LLP

Warren T. Pratt, Esq.
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996

Philip C. Dublin

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

Wachovia Bank, National Association as
Trustee

Barbara Ellis-Munro, Esq.

Smith, Gambrell & Russell, LLP
1230 Peachtree Street N.E.
Suite 3100
Atlanta, GA 30309

Gabriel Capital, L.P.

450 Park Ave., Suite 3201
New York, NY 10022

Daniel M. Glosband

Goodwin Proctor, LLP
Exchange Place
Boston, MA 02109

Daniel H. Golden

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

George B. South, Esq.

John L. Graham

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

Eric W. Hagen

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

Richard F. Hahn

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

Hewitt Associates LLC

C. Lawrence Connolly, III
100 Half Day Road
Lincolnshire, IL 60069-3342

Gerald Huffaker

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

John G. Hutchinson

Sidley, Austin, Brown & Wood, LLP
787 Seventh Avenue
New York, NY 10019

IKON Financial Services

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

IKON Office Solutions, Inc.

Recovery and Bankruptcy
5400 Bowman Road
Macon, GA 31210

Richard P. Krasnow

Weil, Gotshal & Mages, LLP
767 Fifth Avenue
New York, NY 10153

Madison Capital Management

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

Basil Marceaux

810 Hyatte Road
Soddy Daisy, TN 37379-4020

Mark E. Mazzei

2000 Corporative Drive
Canonsburg, PA 15317

John P. McNicholas

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

Diane Meyers

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

M. Evan Meyers

Meyers, Rodbell & Rosenbaum, PA
6801 Kenilworth Avenue, Suite 400
Riverdale, MD 20737-1385

C. MacNeil Mitchell

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

Larry J. Nyhan

Sidley Austin Brown & Wood LLP
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603

Rosetta B. Packer

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

Joan E. Pilver

Assistant Attorney General
55 Elm Street, Fifth Floor
Hartford, CT 06106

Abid Qureshi

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

Michael Reed

McCreary, Veselka, Bragg, & Allen, PC
P.O. Box 26990
Austin, TX 78755

Andrew N. Rosenberg

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

Diane W. Sanders

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

Edward J. Schultz

Jenkins & Jenkins Attorneys, PLLC
800 South Gay Street, Suite 2121
Knoxville, TN 37929-2121

Shaw, Pittman, LLP

David D. Oxenford
2300 N. Street, N.W.
Washington, DC 20037

Alexander Simon

Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153

Wayne M. Smith

4000 Warner Blvd.
Bldg. 156, Room 5158
Burbank, CA 91522

Mark Somerstein

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

Gregg Spath, Esq.

Senior Corporate Counsel
Property Management Dept.
Omnipoint Holdings, Inc.
4 Sylvan Way
Parsippany, NJ 07054

Eric D. Statman

Lovells
900 Third Avenue
New York, NY 10022

Debra SuDock

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

Macken Toussaint
Goodwin, Proctor LLP
Exchange Place
Boston, MA 02109

Michael L. Tuchin
Klee, Tuchin, Bogdanoff & Stern, LLP
Fox Plaza
2121 Avenue of the Stars, 33rd Floor
Los Angeles, CA 90067

John T. Vian
Smith, Gambrell & Russell, LLP
1230 Peachtree Street N.E.
Suite 3100
Atlanta, GA 30309

Edward S. Weisfelner
Brown, Rudnick, Berlack, Israels LLP
120 West 45th Street
New York, NY 10036

Tejas Securities Group, Inc.
2700 Via Fortuna
Suite 400
Austin, TX 78746

J.P. Morgan Trust Company, National
Association
James R. Lewis, Vice President
4 New York Plaza, 15th Floor
New York, NY 10004

HSBC Bank USA
c/o Ms. Sandra E. Horwitz, VP
452 Fifth Avenue
New York, NY 10018-2706

Silver Point Capital and Affiliates
Claim J. Fortgang
Fortgang Consulting LLC
600 Steamboat Road
Greenwich, CT 06830

LC Capital Master Fund, Ltd.
c/o Steve Lampe
680 Fifth Avenue, Suite 1202
New York, NY 10019-5429

D.E. Shaw Laminar Portfolios, LLC
c/o Max Holmes
120 West 45th Street
New York, NY 10036

Singer Childrens Management Trust and
Affiliates
c/o Gary Singer
113 Jackson Drive
Cresskill, NJ 07626

Bank of America
Attn: Laura Sweet
Independence Center
101 North Tryon Street
Charlotte, NC 28255

Fernwood Associates, LP
Attn: Laura Zaki
c/o Intermarket Corp
667 Madison Avenue
New York, NY 10021

CIBC
Attn: Karen Brewer/Anthony Santino
Independence Center
425 Lexington Avenue, 5th Fl
New York, NY 10017

Fernwood Restructuring, Ltd
Attn: Laura Zaki
c/o Intermarket Corp
667 Madison Avenue
New York, NY 10021

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

Sea Pines Funding LLC
Attn: Kelly Warnement
c/o Banc Of Americas Securities LLC
100 North Tryon Street
Charlotte, NC 28255

TRS ELARA, LLC
Attn: Marco Ruggiero
Deutsche Bank
3CY-05-0199
90 Hudson Street, 1st Floor
Jersey, City, NJ 07302

Harvard Special Situations Account
Attn: Jason Batstone
Harvard Management Co.
600 Atlantic Avenue, 16th Fl
Boston, MA 02210-2203

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

Harvard Special Situations Account
Attn: Shelley Greenhaus/L. Manent
Whippoorwill Associated Inc
11 Martine Avenue, 11fl
White Plains, NY 10606

UBS AG, Stamford Branch
Attn: Lorraine Conti
677 Washington Avenue
6th Floor South
Stamford, CT 06901

SAB Capital Partners LP
Attn: Brian Jackelow
712 Fifth Avenue, 42nd Floor
New York, NY 10019

Whippoorwill Distressed Opp Fund LP
Attn: Shelley Greenhaus/L. Manent
Whippoorwill Associated Inc
11 Martine Avenue, 11fl
White Plains, NY 10606

SAB Capital Partners LP
Attn: Paul Cassidy
712 Fifth Avenue, 42nd Floor
New York, NY 10019

Madeleine LLC
Attn: Paul Gordon
299 Park Avenue
23rd Floor
New York, NY 10171

SAB Oversees Fund Ltd
Attn: Brian Jackelow
712 Fifth Avenue, 42nd Floor
New York, NY 10019

Sea Pines Funding LLC
Attn: Annie Tallent
c/o Banc of Americas Securities LLC
100 North Tryon Street
Charlotte, NC 28255

Kristopher Hansen, Esq.
Stroock Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038

Alan Pope, Esq.
Moore & Van Allen PLLC
100 North Tryon Street, Suite 4700
Charlotte, NC 28202-4003

Brett Lawrence, Esq.
Stroock Stroock & Lavan LLP
180 Maiden Lane
New York, New York 10038

Eliot Relles, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York New York 10022

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

John T. Farmer, Esq.
Farmer & Case
402 West Broadway, Suite 1100
San Diego, CA 92101-8542

Angelo, Gordon & Co.
Attn: Leigh Walzer
245 Park Avenue, 26th Floor
New York, NY 10167

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

David G. Aelvoet
Linebarger Goggan Blair & Sampson, LLP
711 Navarro, Suite 300
San Antonio, TX 78205

Elizabeth Weller
Linebarger Goggan Blair & Sampson, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Kim Fitzgerald
Paramount Pictures Corporation
5555 Melrose Avenue
Rodenberry Building, Room 3006
Hollywood, CA 90038-3197

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

David McCall
Gay, McCall Isaacks, Gordon & Roberts, P.C.
777 East 15th Street
Plano, Texas 75074

Mitchell A. Seider, Esq.
Avi Goldenberg
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022

Electronic Mail Notice List

- **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. Hornney**
rhornney@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 pcaruso@sidley.com
jknowles@sidley.com
emcdonnell@sidley.com
jmargulies@sidley.com
- **Guy S. Neal**
gneal@sidley.com
- **Timothy H. Norton**
tnorton@krz.com
- **Richard J. O'Brien**
robrien@lcwlaw.com bmclure@lcwlaw.com
- **Office of U.S. Trustee**
ustpreion01.po.ecf@usdoj.gov
- **Jennifer H. Pincus**
jpincus@perkinsthompson.com

- **Peter Michael Reed**
sragdale@mvalaw.com
- **F. Bruce Sleeper**
bankruptcy@jbgh.com
- **United States Trustee**
ustpreion01.po.ecf@usdoj.gov