

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

**MOTION FOR ORDER ESTABLISHING
PROCEDURES FOR FILING ADMINISTRATIVE CLAIMS AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession herein (collectively, the “Debtors”),¹ hereby file this motion (the “Motion”), pursuant to sections 105(a) and 503 of title 11 of the United States Code (the “Bankruptcy Code”), for entry of an order (i) fixing twenty (20) days after the Effective Date (as defined in the Debtors’ Joint Chapter 11 Plan) as the last date to file an administrative claim or request for payment thereof (“Administrative Claims”) against the Debtors (“Administrative Claims Bar Date”); and (ii) approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully represent as follows:

¹ The Debtors are: Argos Support Services Company, Bride Communications, Inc., B.T. Broadcast, 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., WTLH License Corp.

STATUS OF THE CASE AND JURISDICTION

1. On June 2, 2004 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of 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. On June 10, 2004, the United States Trustee for the District of Maine appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102(a) of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases.

4. On January 7, 2005, the Debtors filed the Debtors’ Joint Chapter 11 Plan (as it may be amended from time to time, the “Plan”)² and Disclosure Statement for Debtors’ Joint Chapter 11 Plan (as it may be amended from time to time, the “Disclosure Statement”).

5. 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)(A). 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 503 of the Bankruptcy Code.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Plan.

RELIEF REQUESTED

6. By this Motion, the Debtors request entry of an order, substantially in the form filed simultaneously herewith (the “Administrative Claims Bar Date Order”), (i) fixing twenty (20) days after the Effective Date as the last date to file Administrative Claims against the Debtors; and (ii) approving the form and manner of notice thereof. Establishing a date for filing Administrative Claims against the Debtors will enable the Debtors to obtain complete and accurate information regarding the nature, validity and scope of all Administrative Claims, thus allowing the Debtors to promptly and efficiently administer these Chapter 11 Cases.

7. Pursuant to Section 2.2 of the Plan, Administrative Claims must be filed and served pursuant to the procedures set forth in the Administrative Claims Bar Date Order no later than twenty (20) days after the Effective Date (unless an earlier date is set forth in the Administrative Claims Bar Date Order). By filing this Motion, the Debtors seek to provide sufficient notice of the Administrative Claims Bar Date to all parties-in-interest well in advance of the Effective Date.

8. As provided in Section 5.1(a) of the Plan, the Estates of the PBT Debtors³ will be substantively consolidated for Plan purposes only. Further, as provided in Section 5.1(b) of the Plan, the Estates of the PST Debtors⁴ will be substantively consolidated for Plan purposes only. Accordingly, the proposed Administrative Claims Bar Date Order provides that persons or entities wishing to assert an Administrative Claim against one or more of the PBT Debtors are

³ The PBT Debtors are Bride Communications, Inc., BT Satellite Inc., HMW, Inc., Pegasus Broadcast Associates, L.P., PBT, Pegasus Broadcast Towers, Inc., Portland Broadcasting, Inc., Telecast of Florida, Inc., WDSI License Corp., WILF, Inc., WOLF License Corp., and WTLH License Corp.

⁴ The PST Debtors are Argos Support Services Company, 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., Pegasus Satellite Television of Illinois, Inc., PST, Primewatch, Inc., PST Holdings, Inc., and South Plains DBS, LP.

required to file a single Administrative Claim in the chapter 11 case of PBT and persons or entities wishing to assert an Administrative Claim against one or more of the PST Debtors are required to file a single Administrative Claim in the Chapter 11 Case of PST. Otherwise, persons or entities wishing to assert an Administrative Claim against more than one Debtor are required to file a separate Administrative Claim in the Chapter 11 Case of each such Debtor.

9. The proposed Administrative Claims Bar Date Order further provides that each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust or governmental unit) that asserts an Administrative Claim against any of the Debtors must file such Administrative Claim against the applicable Debtor so as to be actually received on or before the Administrative Claims Bar Date by The Trumbull Group, LLC (“Trumbull”), the Court-approved claims and noticing agent in these Chapter 11 Cases.⁵

Administrative Claims will be deemed timely filed only if actually received by Trumbull on or before the Administrative Claims Bar Date.

10. The proposed Administrative Claims Bar Date Order further provides that the following persons or entities are **NOT** required to file an Administrative Claim on or before the Administrative Claims Bar Date:

- a. any person or entity asserting an Administrative Claim under sections 328, 330(a), 331, 503 or 1103 of the Bankruptcy Code for compensation or for services rendered or expenses incurred in these Chapter 11 Cases on or prior to the Effective Date of the Plan (including expenses of the members of the Committee incurred as members of the Creditors’ Committee in discharge of their duties as such) (“Professional”);
- b. any person or entity that has already properly filed an Administrative Claim against one or more of the Debtors with either Trumbull or the Clerk of the Court for the United States

⁵ Pursuant to an order dated June 4, 2004, Trumbull was appointed herein as the claims, noticing and balloting agent of the Bankruptcy Court pursuant to 28 U.S.C. § 156(c).

Bankruptcy Court for the District of Maine (the “Bankruptcy Court”);

- c. any person or entity whose claim against the Debtors has been allowed by an order of the Bankruptcy Court entered on or before the Administrative Claims Bar Date;
- d. any trade creditor who has been paid in the ordinary course of the Debtors’ business; and
- e. the U.S. Trustee for the District of Maine for fees arising under 28 U.S.C. § 1930.

11. The Debtors propose that any person or entity that is required to file an Administrative Claim in the form and manner specified in the Administrative Claims Bar Date Order and that fails to do so on or before the Administrative Claims Bar Date: (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtors, the Reorganized Debtors or the Liquidating Trustee or thereafter filing an Administrative Claim with respect thereto in these Chapter 11 Cases; and (ii) shall not receive or be entitled to receive any payment or Distribution of property from the Debtors, the Reorganized Debtors or the Liquidating Trustee or their respective successors or assigns with respect to such Claim.

12. Following entry of the Administrative Claims Bar Date Order, the Debtors intend to provide notice of the Administrative Claims Bar Date, substantially in the form attached to the Administrative Claims Bar Date Order as Exhibit A thereto (the “Administrative Claims Bar Date Notice”), by mailing a copy of the Administrative Claims Bar Date Notice by United States mail, first class postage prepaid, to the following persons and entities (collectively, the “Notice Parties”): (i) the Office of the United States Trustee for the District of Maine; (ii) counsel to the Committee and the members thereof; (iii) each of the parties on the All Notices List (as defined therein) in accordance with the Order Establishing Case Management Procedures

and Hearing Schedule dated July 9, 2004; and (iv) all claimants and other potential known holders of claims, including without limitation:

- a. all persons or entities listed in the Debtors' books and records as having transacted business with the Debtors in the last sixty (60) days;
- b. all parties to litigation with the Debtors that relates to claims arising after the Petition Date;
- c. taxing authorities and other governmental units that may have claims arising after the Petition Date, including the Internal Revenue Service;
- d. the United States Securities and Exchange Commission; and
- e. such additional persons and entities as deemed appropriate by the Debtors.

13. The Administrative Claims Bar Date Notice will: (i) set forth the Administrative Claims Bar Date; (ii) advise creditors under what circumstances they may file an Administrative Claim; (iii) alert creditors to the consequences of failing to timely file an Administrative Claim; (iv) set forth the address to which the Administrative Claim must be sent for filing; and (v) notify creditors that (a) Administrative Claims must be filed with original signatures and (b) facsimile or email filings of Administrative Claims are not acceptable and are not valid for any purpose. The Debtors submit that the Administrative Claims Bar Date Notice will provide creditors with sufficient information to file properly prepared and executed Administrative Claims in a timely manner.

14. In addition, as soon as reasonably practicable after the Effective Date has been determined, the Debtors shall provide notice of the Effective Date by mailing a copy of such notice by United States mail, first class postage prepaid, to each of the Notice Parties, notifying such parties of the Effective Date.

NOTICE

15. Notice of this Motion has been provided to (i) the Internal Revenue Service; (ii) the United States Securities and Exchange Commission; and (iii) each of the parties on the All Notices List (as defined therein) in accordance with the Order Establishing Case Management Procedures and Hearing Schedule dated July 9, 2004.

NO PRIOR REQUEST

16. The Debtors have not previously sought the relief requested herein from this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) fixing twenty (20) days after the Effective Date of the Plan as the last date to file Administrative Claims against the Debtors; and (ii) approving the form and manner of notice thereof.

Dated: Portland, Maine
January 24, 2005

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