

Exhibit C

Order Granting Motion: (i) Approving Form and Manner of Solicitation, Form of Ballots and Related Notices (ii) Establishing a Voting Record Date and Voting Procedures (iii) Establishing the Date and Place for the Confirmation Hearing, and the Procedures and Deadline for Filing Objections to Confirmation, and (iv) Granting Related Relief (Without Exhibits)

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 GRANTING MOTION: (I) APPROVING FORM AND MANNER OF SOLICITATION, FORM OF BALLOTS AND RELATED NOTICES; (II) ESTABLISHING A VOTING RECORD DATE AND VOTING PROCEDURES; (III) ESTABLISHING THE DATE AND PLACE FOR THE CONFIRMATION HEARING, AND THE PROCEDURES AND DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION; AND (IV) GRANTING RELATED RELIEF

Upon consideration of the motion (the “Motion”) of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates, each a debtor and debtor-in-possession in the above-captioned cases (collectively, the “Debtors”),¹ for entry of an order pursuant to sections 105(a) and 1126 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and D. Me. LBR 2002-1(b) and 3017-1: (i) approving the form and manner of solicitation, the form of Ballots and related notices; (ii) establishing a voting record date and voting procedures; (iii) establishing the date and place for the confirmation hearing (“Confirmation Hearing”), and the procedures and deadline for filing objections to the Debtors’ Joint Chapter 11 Plan (as amended by the Debtors’ First Amended Joint Chapter 11 Plan, dated

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.

January 31, 2005 as it may be further amended, the “Plan”); and (iv) granting related relief; and the Debtors having served the Motion on 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 it appearing that no other or further notice is required; and it appearing that the Bankruptcy Court¹ has jurisdiction to consider the foregoing in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having held a hearing on the Motion on February 9, 2005 at 11:00 a.m. (Eastern Standard Time) (the “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, their estates, creditors and other parties in interest; and after due deliberation thereon, and good and sufficient cause appearing therefor; it is hereby

ORDERED, that the relief requested in the Motion is granted; and it is further

Entitlement to Vote

ORDERED, that the Holders of Claims and Interests in Classes 1A, 1B, 1C, and 1D, Classes 2A, 2B, 2C and 2D and Classes 5B-2, 5C-2 and 5D-2, as designated and defined in the Plan (collectively, the “Unimpaired Classes”), are not entitled to vote to accept or reject the Plan and are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code; and it is further

ORDERED, that the Holders of Claims and Interests in Classes 4A, 5A-1 and 5A-2, as designated and defined in the Plan (collectively, the “Deemed Rejected Classes”), are not

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Motion.

entitled to vote to accept or reject the Plan and are conclusively presumed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code; and it is further

ORDERED, that the Holders of Claims in Classes 3A, 3B, 3C and 3D (the “Voting Classes”), as designated and defined in the Plan, are entitled to vote to accept or reject the Plan pursuant to section 1126(a) of the Bankruptcy Code; and it is further

Approval of Voting Procedures

ORDERED, that with respect to Claims in the Voting Classes, for purposes of voting, the amount and classification of a Claim that will be used to tabulate acceptances and rejections of the Plan shall be exclusively as follows:

- a. To the extent a proof of claim has been timely filed as a liquidated, non-contingent Claim in an amount greater than zero dollars, then the Holder thereof shall be entitled to vote in the amount specified in such Claim (regardless of the scheduled amount of such Claim or whether such Claim is scheduled as contingent or unliquidated) unless such Claim is the subject of a pending objection filed no later than twenty (20) days prior to the Voting Deadline.
- b. If a Claim for which a proof of claim has been timely filed is, by its terms, wholly contingent or unliquidated, such Claim shall be disallowed for voting purposes, subject to the filing of a Claimant Voting Motion, as provided herein. If a Claim for which a proof of claim has been timely filed is marked as partially contingent or unliquidated, that portion that is liquidated and not contingent may be voted in the amount asserted.
- c. If a Claim is listed on the Schedules as a non-contingent, liquidated Claim in an amount greater than zero dollars and a proof of claim was not: (i) timely filed; or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, then the Holder of such Claim is entitled to vote in the amounts set forth in the Schedules, subject to any applicable limitations set forth below.
- d. If a Claim is listed on the Schedules as contingent, unliquidated, and/or disputed and a proof of claim was not: (i) timely filed; or (ii) deemed timely filed by an order of this Court prior to the Voting Deadline, unless the Debtors (with the consent of the Creditors’ Committee, not to be unreasonably withheld) have

consented in writing, such Claim is disallowed for purposes of receiving notices regarding the Plan or voting on the Plan.

- e. In the event a Claim is the subject of an objection filed no later than twenty (20) days prior to the Voting Deadline for which there has been no ruling by the Bankruptcy Court as of the Voting Deadline, the disputed portion of such Claim shall not be counted for voting purposes and the related Ballot, if any, shall not be counted, except to the extent and in the manner indicated in the Debtors' or the Creditors' Committee's objection or as otherwise ordered by the Bankruptcy Court.
- f. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or allowed pursuant to such order for voting purposes only.
- g. If a Claim has been deemed allowed (i.e., for Distribution purposes) by a Final Order, then such Claim is allowed for voting purposes in the deemed allowed amount.

and it is further

ORDERED, that if the Debtors or the Creditors' Committee file an objection to a Claim at least twenty (20) days before the Voting Deadline (the "Voting Objection"), such Claim will be temporarily disallowed for voting purposes only, except to the extent set forth in the Voting Objection; and it is further

ORDERED, that a party holding an unliquidated, contingent, and/or disputed Claim wishing to challenge its treatment for voting purposes, or any Holder of a Claim that seeks: (i) to have its Claim allowed for voting purposes in an amount different from that which is set forth in the Schedules, the Plan, the Disclosure Statement for Debtors' Joint Chapter 11 Plan (as amended by the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 as may be further amended, the "Disclosure Statement"), or the Motion; or (ii) to respond to a Voting Objection must file a motion (a "Claimant Voting Motion"), for a hearing on allowance of such Claim for voting purposes

pursuant to Bankruptcy Rule 3018(a), with this Bankruptcy Court no later than ten (10) days prior to the Voting Deadline; and it is further

ORDERED, that if the Bankruptcy Court has not temporarily or otherwise allowed all or a portion of a Claim which is the subject of a Claimant Voting Motion for voting purposes, pursuant to Bankruptcy Rule 3018(a), on or before the Voting Deadline, that such Claim shall not be counted for voting purposes; and it is further

ORDERED, that a Claimant Voting Motion must: (a) set forth, with particularity, the amount and classification at which such claimant believes its Claim should be allowed for voting purposes, and the evidence in support of that belief; and (b) be served upon: (i) counsel to the Debtors, Sidley Austin Brown & Wood LLP, Bank One Plaza, 10 S. Dearborn Street, Chicago, Illinois 60603, Attn: Larry J. Nyhan, Esq. and James F. Conlan, Esq. and Sidley Austin Brown & Wood LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Guy S. Neal, Esq. and Ellen R. Moring, Esq.; (ii) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022, Attn: Daniel Golden, Esq. and David Botter, Esq.; and (iii) the Office of the United States Trustee for the District of Maine, 537 Congress Street, Suite 303, Portland, ME 04101, Attn: Robert Checkoway; and it is further

ORDERED, that in the event that a claimant reaches an agreement with the Debtors (with the consent of the Creditors' Committee, not to be unreasonably withheld) as to the treatment of its Claim, a stipulation setting forth that agreement may be presented to the Bankruptcy Court for approval by notice of proposed stipulation and order, with presentment upon three (3) business days' notice to the Office of the United States Trustee for the District of

Maine, 537 Congress Street, Suite 303, Portland, ME 04101, Attn: Robert Checkoway; and it is further

ORDERED, that the assignee of a transferred and assigned Claim (whether a filed or scheduled Claim) shall constitute an eligible voter and be permitted to vote such Claim only if the transfer and assignment has been noted on the Bankruptcy Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Record Date; and it is further

Mailing of Notices and Solicitation Packages

ORDERED, that the Debtors shall mail or cause, within ten (10) days after the entry of this Order, to be mailed to the Voting Classes or the Record Holder, in the case of the Senior Notes, the following documents (collectively, a "Solicitation Package"):

- a. notice of the Confirmation Hearing and related matters, substantially in the form of Exhibit A annexed hereto (the "Notice"), setting forth (i) the time fixed for submitting acceptances and rejections to the Plan, (ii) the time fixed for filing objections to confirmation of the Plan, and (iii) the date and time of the Confirmation Hearing;
- b. a copy of the Disclosure Statement filed by the Debtors as approved by the Bankruptcy Court (with appendices, including the Plan); and
- c. a Ballot (with instructions), in substantially the form approved by the Bankruptcy Court; and it is further

ORDERED, that the Depository Trust Company ("DTC") provide the Balloting Agent with a list (either in paper form or on diskette) containing the name, address and amount of the Senior Notes owned by each Record Holder as of the Record Date within three (3) business days after the entry of this Order; and it is further

ORDERED, that the Record Holder will forward a Solicitation Package to each of the beneficial owners of the Senior Notes (collectively, the “Beneficial Owners”); and it is further

ORDERED, that the Record Holder will collect the completed Ballots from the Beneficial Owners and summarize these Ballots on an appropriate master ballot (the “Master Ballot”); and it is further

ORDERED, that prior to mailing the Plan and Disclosure Statement, the Debtors may fill in any missing dates and other information, correct any typographical errors and make such other non-material, non-substantive changes as they deem appropriate (with the consent of the Creditors’ Committee, not to be unreasonably withheld); and it is further

ORDERED, that the Solicitation Package and the manner of service of the Solicitation Package, as described in the Motion and herein, satisfy the requirements of Bankruptcy Rule 3017(d); and it is further

ORDERED, that pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to the Unimpaired Classes, which are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code. The Debtors shall instead mail or cause to be mailed to each such Holder, not later than ten (10) days after the entry of this Order, the Unimpaired Creditor Notice substantially in the form attached hereto as Exhibit B, and that service of such Unimpaired Creditor Notice shall be deemed adequate service in lieu of any other manner of notice for the Confirmation Hearing; and it is further

ORDERED, that pursuant to section 1126(g) of the Bankruptcy Code, the Debtors are not required to transmit a Solicitation Package to the Deemed Rejected Classes, which are

deemed to have rejected the Plan. The Debtor shall instead mail or cause to be mailed to each such Holder, not later than ten (10) days after the entry of this Order, the Notice of Non-Voting Status substantially in the form attached hereto as Exhibit C, and that service of such Notice of Non-Voting Status shall be deemed adequate service in lieu of any other manner of notice for the Confirmation Hearing; and it is further

ORDERED, that the Debtors shall serve or cause to be served Holders of Claims recorded as unliquidated, contingent, and/or disputed with a notice, substantially in the form of the notice annexed hereto as Exhibit D, setting forth the procedures and deadlines specific to such Holders of Claims, by first class mail, no later than ten (10) business days after the entry of this Order; and it is further

ORDERED, that the Debtors shall publish the Publication Notice substantially in the form annexed hereto as Exhibit E in the national edition of The Wall Street Journal, The New York Times and USA Today within ten (10) days after the entry of this Order; and it is further

ORDERED, that the Debtors shall post on their website, at www.pgtv.com, copies of the Plan, Disclosure Statement, this Order and the Order approving the Disclosure Statement; and it is further

Voting Record Date and Deadline

ORDERED, that for purposes of determining which creditors are entitled (a) to vote to accept or reject the Plan, and (b) to receive (i) the Unimpaired Creditor Notice, (ii) the Notice of Non-Voting Status, or (iii) the Notice to Holders of contingent, unliquidated and/or disputed Claims, February 9, 2005 shall be the record date (the "Record Date"); and it is further

ORDERED, that the deadline for the Balloting Agent to receive Ballots from claimants respecting the Plan shall be March 17, 2005 at 4:00 p.m. (Eastern Standard Time) (the

“Voting Deadline”); provided, however, the Debtors shall have the ability to extend the Voting Deadline, by filing written notice of such extension with the Bankruptcy Court; and it is further

Rules and Standards for Ballots

ORDERED, that the following rules and standards shall apply to all Ballots:

- a. Any Ballot that is properly completed, executed, and timely returned to the Balloting Agent, but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, will not be counted.
- b. Any Ballot that is returned to the Balloting Agent indicating acceptance or rejection of the Plan, but that is unsigned or does not contain an original signature, will not be counted.
- c. Any Ballot postmarked prior to the deadline for submission of Ballots, but received afterward, will not be counted, unless otherwise ordered by the Bankruptcy Court.
- d. Whenever a Holder of a Claim submits more than one Ballot voting the same Claim prior to the deadline for receipt of Ballots, except as otherwise directed by the Bankruptcy Court, the last such properly completed and executed Ballot received prior to the Voting Deadline will be deemed to reflect the voter’s intent and thus to supersede any prior Ballots.
- e. A Holder of a Claim that is entitled to vote must vote all of its Claims within a particular Class either to accept or reject the Plan and may not split its vote. Accordingly, a Ballot with respect to a Claim (or multiple Ballots with respect to separate Claims within a single Class) that partially rejects and partially accepts the Plan, or that indicates both a vote for and against the Plan, will not be counted.
- f. If a creditor simultaneously casts inconsistent duplicate Ballots, with respect to the same Claim, such Ballots will not be counted.
- g. Each creditor will be deemed to have voted the full amount of its Claim.
- h. Any Ballot received by the Balloting Agent by telephone, fax, e-mail or other electronic communication will not be counted.
- i. Unless otherwise ordered by the Bankruptcy Court, questions as to the validity, form, eligibility (including time of receipt), acceptance and revocation or withdrawal of Ballots will be

determined by the Balloting Agent and the Debtors (with the consent of the Creditors' Committee, not to be unreasonably withheld) in their discretion, which determination will be final and binding;

and it is further

ORDERED, that the following types of Ballots shall not be counted in determining whether the Plan has been accepted or rejected: (a) any Ballot received after the Voting Deadline, unless the Debtors (with the consent of the Creditors' Committee, not to be unreasonably withheld) have granted an extension of the Voting Deadline with respect to such Ballot; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the creditor; (c) any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan; and (d) any Ballot cast for a Claim scheduled as unliquidated, contingent and/or disputed for which no proof of claim was timely filed; and it is further

ORDERED, that the forms of Ballot annexed hereto as Exhibits F through K are approved, and the Debtors and the Balloting Agent shall have the right to prepare and distribute modified forms of Ballot, substantially in conformance with the approved Ballots and Official Form No. 14, as the Debtors or the Balloting Agent deem necessary or appropriate; and it is further

ORDERED, that all Ballots must be properly executed, completed and delivered so that the Ballots and Master Ballots are received on or before the Voting Deadline by the Balloting Agent for the Debtors:

By US Mail

OR

By Overnight Courier

Pegasus Satellite Television, Inc.
c/o The Trumbull Group, LLC
P.O. Box 721
Windsor, Connecticut 06095-0721

Pegasus Satellite Television, Inc.
c/o The Trumbull Group, LLC
Griffin Center
4 Griffin Road North
Windsor, Connecticut 06095

and it is further

Plan Objections and Confirmation Hearing

ORDERED, that any objections to confirmation of the Plan (including any supporting memoranda) must be filed with the Bankruptcy Court, together with proof of service, such that they are received by such parties and the Bankruptcy Court on or before March 17, 2005 at 4:00 p.m. (Eastern Standard Time), and served on the following parties:

Attorneys for the Debtors

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
Christopher F. van Elk
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

The United States Trustee

Robert Checkoway
Office of the U.S. Trustee for the District of Maine
537 Congress Street; Suite 303
Portland, ME 04101

Attorneys for the Official Committee of Unsecured Creditors

Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022
Facsimile: (212) 872-1002
Attn: Daniel Golden, Esq.
David Botter, Esq.

ORDERED, that the Bankruptcy Court shall consider only timely filed written objections and all objections not timely filed and served in accordance with the provisions of this Order are hereby deemed overruled, absent further order of the Bankruptcy Court; and it is further

ORDERED, that any party supporting the Plan shall be afforded an opportunity to file a response to any objection to confirmation of the Plan, on or before March 23, 2005 at 12:00 p.m. (Eastern Standard Time); and it is further

ORDERED, that the Confirmation Hearing shall be held before this Bankruptcy Court on March 24, 2005 at 10:30 a.m. (Eastern Standard Time), at the United States Bankruptcy Court, District of Maine, 537 Congress Street, Portland, Maine 04101, or as soon thereafter as counsel can be heard, to consider confirmation of the Plan; and it is further

ORDERED, that the Confirmation Hearing may be adjourned from time to time without further notice to creditors and other parties-in-interest other than by an announcement of the adjourned date at the Confirmation Hearing of any adjournment thereof; and it is further

ORDERED, that the Bankruptcy Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

Dated: February 9, 2005

/s/ James B. Haines, Jr.

THE HONORABLE JAMES B. HAINES, JR.
UNITED STATES BANKRUPTCY JUDGE