

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

Exhibit A

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: (I) HEARING TO CONSIDER CONFIRMATION OF
THE DEBTORS' JOINT CHAPTER 11 PLAN (II) THE DEADLINE FOR
VOTING ON SUCH PLAN; AND (III) THE DEADLINE AND PROCEDURES
FOR FILING OBJECTIONS TO CONFIRMATION OF SUCH PLAN**

YOUR VOTE IS BEING SOLICITED IN CONNECTION WITH THE DEBTORS' JOINT CHAPTER 11 PLAN UNDER CHAPTER 11 OF THE BANKRUPTCY CODE. YOU SHOULD CAREFULLY REVIEW THE MATERIAL SET FORTH IN THE DISCLOSURE STATEMENT ENCLOSED HERewith (AND IN THE APPENDICES ATTACHED THERETO) IN ORDER TO MAKE AN INDEPENDENT DETERMINATION AS TO WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN. THE DEBTORS¹ RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

By Order dated February 9, 2005 (the "Order"), the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court") approved the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement") as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Plan").

A hearing will be held on March 24, 2005 at 10:30 a.m. (Eastern Standard Time), or as soon thereafter as counsel may be heard, before the Honorable James B. Haines, Jr., at the United States Bankruptcy Court for the District of Maine, to consider confirmation of the Plan and for such other and further relief as may be just (the "Confirmation Hearing"). The

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.

Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest other than by an announcement of such an adjournment in open court at the Confirmation Hearing or any adjournment thereof.

The Order established March 17, 2005 at 4:00 p.m. (Eastern Standard Time) as the deadline (the “Voting Deadline”) by which all Ballots accepting or rejecting the Plan must be received. If you did not receive a Ballot and believe you are entitled to receive one, please contact the Balloting Agent:

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

Any Ballots received after the Voting Deadline will not be counted.

The Order also established March 17, 2005 at 4:00 p.m. (Eastern Standard Time) as the deadline by which objections to the Plan should be filed and served.

Objections, if any, to confirmation of the Plan, including any supporting memoranda, must: (a) be in writing; (b) state the name and address of the objecting party and the amount of its Claim or the nature of its Interest in the Debtors’ Chapter 11 Cases; (c) state with particularity the provision or provisions of the Plan objected to and, for any objection asserted, the legal and factual basis for such objection and proposed language for amending the Plan to resolve the objection; (d) be filed with the Clerk of the United States Bankruptcy Court for the District of Maine, 537 Congress Street, 2nd Floor, Portland, Maine 04101, together with proof of service; and (e) be served upon:

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.

Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Bankruptcy Court.

Copies of the Plan and Disclosure Statement have been filed with the Bankruptcy Court and may be obtained by parties in interest at the Debtors' expense upon written request to the Balloting Agent:

By US Mail

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

OR

By Overnight Courier

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

In addition, copies of the Plan and Disclosure Statement may be found on the Bankruptcy Court's website, www.meb.uscourts.gov, and are on file with the Clerk of the Bankruptcy Court, 537 Congress Street, 2nd Floor, Portland, Maine 04101. Copies of the Plan, Disclosure Statement, the Order and the Order approving the Disclosure Statement are also available at the Debtors' website, www.pgtv.com.

Exhibit B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF UNIMPAIRED CLAIM
UNDER THE DEBTORS' JOINT CHAPTER 11 PLAN**

TO ALL HOLDERS OF UNIMPAIRED CLAIMS:

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

On March 24, 2005 at 10:30 a.m. (Eastern Standard Time), or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable James B. Haines, Jr., at the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Portland, Maine 04101, to consider confirmation of the Plan and such other and further relief as may be just and proper (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by an announcement of such adjournment in open court at the Confirmation Hearing or any adjournment thereof. Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

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.

Under the terms of the Plan and the Bankruptcy Code, Secured Claims (Classes 1A, 1B, 1C and 1D), Priority Non-Tax Claims (Classes 2A, 2B, 2C and 2D) and Interests in PMC, the PST Debtors and the PBT Debtors (Classes 5B-2, 5C-2 and 5D-2) are unimpaired, and Holders of such Claims and Interests are conclusively presumed to have accepted the Plan. Thus, if you are a Holder of such Claims or Interests you are not entitled to vote on the Plan. You have been sent this notice because you have indicated on your proof of Claim, or the Debtors have indicated in their schedules of assets and liabilities filed with the Bankruptcy Court on August 10, 2004, that you are a Holder of either a Secured Claim or a Priority Non-Tax Claim.

Objections, if any, to confirmation of the Plan, including any supporting memoranda, must: (a) be in writing; (b) state the name and address of the objecting party and the amount of its Claim or the nature of its Interest in the Debtors' Chapter 11 Cases; (c) state with particularity the provision or provisions of the Plan objected to and, for any objection asserted, the legal and factual basis for such objection and proposed language for amending the Plan to resolve the objection; (d) be filed with the Clerk of the United States Bankruptcy Court for the District of Maine, 537 Congress Street, 2nd Floor, Portland, ME 04101, together with proof of service; and (e) be served upon:

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.

in a manner as will cause such objection to be received by all such parties on or before 4:00 p.m. (Eastern Standard Time) on March 17, 2005. Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Bankruptcy Court.

Copies of the Plan and Disclosure Statement have been filed with the Bankruptcy Court and may be obtained by parties in interest upon written request to the Balloting Agent:

By US Mail

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

OR

By Overnight Courier

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

In addition, copies of the Plan and Disclosure Statement may be found on the Bankruptcy Court's website, www.meb.uscourts.gov, and are on file with the Clerk of the Bankruptcy Court, 537 Congress Street, 2nd Floor, Portland, ME 04101. Copies of the Plan, Disclosure Statement, the Order and the Order approving the Disclosure Statement are also available on the Debtors' website, www.pgtv.com.

Exhibit C

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

NOTICE OF NON-VOTING STATUS
UNDER THE DEBTORS' JOINT CHAPTER 11 PLAN

TO: ALL HOLDERS OF CLAIMS OR INTERESTS IN NON-VOTING CLASSES

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

On March 24, 2005 at 10:30 a.m. (Eastern Standard Time), or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable James B. Haines, Jr., at the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Portland, ME 04101, to consider confirmation of the Plan and such other and further relief as may be just and proper (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by an announcement of such adjournment in open court at the Confirmation Hearing or any adjournment thereof. Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

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.

Under the terms of the Plan and the Bankruptcy Code, Subordinated Claims (Class 4A), preferred stock Interests in PSC (Class 5A-1) and common stock Interests in PSC (Class 5A-2) are impaired. The Holders of such Claims are not eligible to receive Distributions under the Plan and are deemed to have rejected the Plan. Thus, if you are a Holder of such Claims or Interests you are not entitled to vote on the Plan. You have been sent this notice because the Debtors' books and records indicate that you are a Holder of Subordinated Claims against or preferred stock Interests or common stock Interests in PSC.

Objections, if any, to confirmation of the Plan, including any supporting memoranda, must: (a) be in writing; (b) state the name and address of the objecting party and the amount of its Claim or the nature of its Interest in the Debtors' Chapter 11 Cases; (c) state with particularity the provision or provisions of the Plan objected to and, for any objection asserted, the legal and factual basis for such objection and proposed language for amending the Plan to resolve the objection; (d) be filed with the Clerk of the United States Bankruptcy Court for the District of Maine, 537 Congress Street, 2nd Floor, Portland, ME 04101; and (e) be served upon:

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
Attn: Daniel Golden, Esq.
David Botter, Esq.

in a manner as will cause such objection to be received by all such parties on or before 4:00 p.m. (Eastern Standard Time) on March 17, 2005. Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Bankruptcy Court.

Copies of the Plan and Disclosure Statement have been filed with the Bankruptcy Court and may be obtained by parties in interest upon written request to the Balloting Agent:

By US Mail

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

OR

By Overnight Courier

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

In addition, copies of the Disclosure Statement and the Plan may be found on the Bankruptcy Court's website, www.meb.uscourts.gov, and are on file with the Clerk of the Bankruptcy Court, 537 Congress Street, 2nd Floor, Portland, ME 04101. Copies of the Plan, Disclosure Statement, the Order and the Order approving the Disclosure Statement are also available on the Debtors' website, www.pgtv.com.

Exhibit D

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF PROCEDURES AND DEADLINES
CONCERNING CONTINGENT, UNLIQUIDATED
AND/OR DISPUTED CLAIMS AGAINST THE DEBTORS**

TO ALL HOLDERS OF UNLIQUIDATED, CONTINGENT AND/OR
DISPUTED CLAIMS AGAINST THE DEBTORS:

PLEASE TAKE NOTICE that by Order dated February 9, 2005 (the “Order”), the Honorable James B. Haines, Jr., United States Bankruptcy Judge, established the following procedures and deadlines governing certain Claim(s) against the Debtors.

PLEASE TAKE FURTHER NOTICE that if a proof of claim has been timely filed in an amount greater than zero dollars for a Claim that is listed on the Debtors’ schedules as contingent or unliquidated, such Holder shall be entitled to vote in the amount specified in such proof of claim, unless such proof of claim is the subject of a pending objection filed no later than twenty (20) days prior to the Voting Deadline.

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.

PLEASE TAKE FURTHER NOTICE that if a Claim for which a proof of claim has been timely filed is, by its terms, contingent or unliquidated, such Holder shall not be entitled to vote such Claim.

PLEASE TAKE FURTHER NOTICE that if you wish to challenge the treatment of your Claim for voting purposes, you must file a motion (a “Claimant Voting Motion”) with the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”), 537 Congress Street, 2nd Floor, Portland, ME 04101, no later than ten (10) days prior to the Voting Deadline. The Claimant Voting Motion also must be served, so as to be received by, on or before the date the motion is filed, 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
Attn: Daniel Golden, Esq.
David Botter, Esq.

PLEASE TAKE FURTHER NOTICE that the Claimant Voting Motion must set forth, with particularity, the amount and classification at which you believe your Claim should be allowed for voting purposes, and the evidence in support of that belief. The Claimant Voting Motion must be served and filed in accordance with this notice, and any and all applicable provisions of title 11 of the United States Code, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules of the District of Maine.

PLEASE TAKE FURTHER NOTICE that if you reach an agreement with the Debtors (with the consent of the Creditors' Committee, not to be unreasonably withheld) concerning the amount and classification of your Claim for voting purposes, a stipulation setting forth that agreement may be presented to the Bankruptcy Court for approval, upon three (3) business days' notice to the parties designated in the Order.

PLEASE TAKE FURTHER NOTICE that in the event your Claim is in dispute and has not been determined by the Bankruptcy Court on or before the deadline by which Ballots must be received by the Balloting Agent (i.e., March 17, 2005) (whether as a result of your motion, or the Debtors' motion objecting to or seeking a final determination of your Claim), your

Claim shall not be counted for voting purposes and your Ballot, if any, shall not be counted, except to the extent and in the manner indicated in the Debtors' objection.

PLEASE TAKE FURTHER NOTICE that you do not have to file a motion or otherwise respond to this notice if you do not object to the treatment of your Claim for voting purposes established by the Order.

Exhibit E

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF HEARING TO CONSIDER
CONFIRMATION OF THE DEBTORS' JOINT
CHAPTER 11 PLAN AND RELATED PROCEDURES AND DEADLINES**

By Order dated February 9, 2005 (the "Order"), the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court") approved the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement") as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Plan").

A hearing will be held on March 24, 2005 at 10:30 a.m. (Eastern Standard Time), or as soon thereafter as counsel may be heard, before the Honorable James B. Haines, Jr., at the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Portland, ME 04101, to consider confirmation of the Plan and for such other and further relief as may be just (the "Confirmation Hearing"). The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest other than by an announcement of such an adjournment in open court at the Confirmation Hearing or any adjournment thereof.

The Order established March 17, 2005 at 4:00 p.m. (Eastern Standard Time) as the deadline (the "Voting Deadline") by which all Ballots accepting or rejecting the Plan must be received. If you did not receive a Ballot and believe you are entitled to receive one, please contact:

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 Broadcast Communications, Inc., Pegasus Broadcast Television of Illinois, Inc., Pegasus Broadcast 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.

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

Any Ballots received after the Voting Deadline will not be counted.

The Order also established March 17, 2005 at 4:00 p.m. (Eastern Standard Time) as the deadline by which objections to the Plan should be filed and served.

Objections, if any, to confirmation of the Plan, including any supporting memoranda, must: (a) be in writing; (b) state the name and address of the objecting party and the amount of its Claim or the nature of its Interest in the Debtors' chapter 11 cases; (c) state with particularity the provision or provisions of the Plan objected to and, for any objection asserted, the legal and factual basis for such objection and proposed language for amending the Plan to resolve the objection; (d) be filed with the Clerk of the United States Bankruptcy Court for the District of Maine, 537 Congress Street, 2nd Floor, Portland, ME 04101 together with proof of service; and (e) be served upon (i) the Debtors and their counsel, (ii) the United States Trustee for the District of Maine, and (iii) counsel to the Official Committee of Unsecured Creditors. Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Bankruptcy Court.

Copies of the Plan and Disclosure Statement have been filed with the Bankruptcy Court and may be obtained by parties in interest at the Debtors expense upon written request to the Balloting Agent:

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

In addition, copies of the Disclosure Statement and the Plan may be found on the Bankruptcy Court's website, www.meb.uscourts.gov, and are on file with the Clerk of the Bankruptcy Court, 537 Congress Street, 2nd Floor, Portland, ME 04101. Copies of the Plan, the Disclosure Statement, the Order and the Order approving the Disclosure Statement are also available on the Debtors' website, www.pgtv.com.

Exhibit F

MUST BE RECEIVED BY MARCH 17, 2005 AT 4:00 P.M. (EASTERN STANDARD TIME)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

)	
In re:	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**BALLOT FOR GENERAL UNSECURED CLAIMS
AGAINST PEGASUS SATELLITE COMMUNICATIONS, INC.**

CLASS 3A

1. **VOTE ON DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN. PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.**

ACCEPTS
THE PLAN

☐

REJECTS
THE PLAN

☐

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

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.

2. TAX INFORMATION. Under penalties of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____ - ____ - ____,

(or Employer Identification Number) ____ - ____; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

- ☐ (a) Claimant is exempt from backup withholding;
- ☐ (b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (c) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

3. SIGNATURE. By signing this Ballot the undersigned certifies that it is either: (a) creditor with a Claim to which this Ballot pertains that is designated in a class of General Unsecured Claims pursuant to the Plan; or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that such vote is subject to all the terms and conditions set forth in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). **A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name (Print) _____

Signature: _____

Title: _____

Date Completed: _____

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL
INFORMATION REQUESTED ON THIS BALLOT**

**PLEASE READ AND FOLLOW THE
INSTRUCTIONS SET FORTH BELOW CAREFULLY**

INSTRUCTIONS FOR COMPLETING THE BALLOT

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors¹ to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS ACTUALLY RECEIVED BY THE BALLOTING AGENT, THE TRUMBULL GROUP, LLC NOT LATER THAN MARCH 17, 2005 at 4:00 p.m. (Eastern Standard Time) (THE “VOTING DEADLINE”). **FXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.** COMPLETED BALLOTS SHOULD BE RETURNED TO:

By US Mail

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

OR

By Overnight Courier

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

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

A CREDITOR MUST VOTE EACH SEPARATE CLAIM THAT IT HAS EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT ITS VOTE WITH RESPECT TO SUCH CLAIM. ACCORDINGLY, A BALLOT WITH RESPECT TO A CLAIM THAT PARTIALLY REJECTS AND PARTIALLY ACCEPTS THE

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.

PLAN, OR THAT INDICATES BOTH A VOTE FOR AND AGAINST THE PLAN, SHALL NOT BE COUNTED.

Your signature is required in order for your vote to be counted. If the Claim is held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an authorized officer. If you are signing in a representative capacity, also indicate your title after your signature.

Ballots are being sent to all Holders of Impaired Claims entitled to vote on the Plan as of the Record Date. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Bankruptcy Court may estimate and temporarily allow a Claim for purpose of voting on the Plan upon motion by such creditor. The Debtors or the Creditors' Committee also may seek an order of the Bankruptcy Court, temporarily allowing, for voting purposes only, certain undetermined Claims. If such a Claim Holder or the Debtors or the Creditors' Committee avail themselves of this right, allowance for voting purposes does not constitute allowance for purpose of Distributions under the Plan.

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or an admission by the Debtors of the validity of a Claim.

If your Ballot is damaged or lost or if you did not receive a Ballot you may request a replacement by addressing a written request to the Balloting Agent at the address listed above or by calling the Balloting Agent at (860) 687-3946 between the hours of 10:00 a.m. and 4:00 p.m. (Eastern Time).

Claimants submitting multiple Ballots shall be deemed to have voted in the manner of the last Ballot cast.

If a Claim is undetermined as of the Voting Deadline (with respect to voting amount), the Ballot submitted with respect to that Claim shall not be counted, except to the extent the Debtors' or Creditors' Committee's objection to that Claim states otherwise or the Bankruptcy Court orders otherwise upon the timely application of the Claim Holder in accordance with the Bankruptcy Court's Order establishing, among other things, voting procedures and approving forms of Ballots, dated February 9, 2005.

Exhibit G

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

BENEFICIAL OWNER BALLOT

CLASS 3A – SENIOR NOTES

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)¹ are soliciting votes from the Holders of certain Impaired Claims against the Debtors with respect to the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”). If you have any questions as to the proper completion of this Beneficial Owner Ballot, please call The Trumbull Group, LLC c/o Financial Balloting Group LLC (the “Balloting Agent”) at (646) 282-1800 between the hours of 10:00 a.m. and 4:00 p.m. (Eastern Time).

The deadline by which your vote must be received by the Balloting Agent is 4:00 p.m. Eastern Time on March 17, 2005 (the “Voting Deadline”). If you received a return envelope addressed to your Senior Note nominee, please allow sufficient time for your Senior Note nominee to process your vote on a Master Ballot before the Voting Deadline.

The Plan referred to in this Beneficial Owner Ballot can be confirmed by the Bankruptcy Court and thereby made binding on creditors if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate

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.

unfairly against, the Class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

ITEM 1: AGGREGATE PRINCIPAL AMOUNT OF SENIOR NOTES HELD BY THE CREDITOR: _____

ITEM 2: VOTE ON DEBTORS' PLAN.

Please check only one box. If no boxes are checked, or if both boxes are checked, this Ballot will not be counted.

ACCEPTS
THE PLAN

☐

REJECTS
THE PLAN

☐

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

ITEM 3: CERTIFICATION AS TO SENIOR NOTES HELD IN ADDITIONAL ACCOUNTS.

By completing and returning this Ballot, the beneficial owner certifies that either (i) it has not submitted any other Ballots for other Class 3A Claims held in other accounts or other record names or (ii) it has provided the information specified in the following table for all other Class 3A claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED OTHER BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount of Other Class 3A Claims Voted	Type of Other Class 3A Claims Voted
		\$	
		\$	
		\$	

¹Insert your name if the Senior Notes are held by you in your record name or, if held in street name, insert the name of your broker or bank.

ITEM 4: ACKNOWLEDGEMENTS AND CERTIFICATION.

By returning this Ballot, the beneficial owner of the Senior Notes certifies that it (i) has full power and authority to vote to accept or reject the Plan with respect to the Senior Notes listed in Item 1, (ii) was the beneficial owner of the Senior Notes described in Item 1 on February 9, 2005 and (iii) has received a copy of the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement") (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Creditor (Print or Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

INSTRUCTIONS FOR COMPLETING BALLOT

1. This Ballot is submitted to you to solicit your votes to accept or reject the Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Plan"), which is described in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). Unless otherwise defined, all capitalized terms used herein will have the meaning ascribed to such terms in the Plan and Disclosure Statement. The Disclosure Statement provides information to assist you in deciding how to vote. PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT.
2. This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. The Debtors are not at this time requesting delivery of, and neither the Debtors nor the Balloting Agent will accept, any certificates, securities, instruments or other documents evidencing Claims against or interests in the Debtors. Accordingly, this Ballot should not be used to surrender any certificates, securities, instruments or other documents evidencing Claims against or Interests in the Debtors. Information about the procedure for doing so (together with all appropriate materials) may be distributed by the Debtors after the Confirmation Date.
3. THIS BALLOT IS NOT A SUBSTITUTE FOR FILING A PROOF OF CLAIM. PLEASE REFER TO THE ORDER OF THE BANKRUPTCY COURT WHICH SET OCTOBER 12, 2004 AS THE DATE BY WHICH CERTAIN PROOFS OF CLAIM FOR ALL ENTITIES, OTHER THAN GOVERNMENTAL UNITS, WERE TO BE FILED, AND OTHER THAN HOLDERS OF SENIOR NOTES OR SUBORDINATED NOTES FOR ALL PRINCIPAL AND INTEREST DUE UNDER SUCH SERIES OF NOTES AND ALL OTHER AMOUNTS PAYABLE UNDER THE APPLICABLE INDENTURE PURSUANT TO WHICH SUCH SERIES OF NOTES WERE ISSUED AND WERE TO BE FILED, AND UPON SUCH NOTE HOLDERS' BEHALF THE APPLICABLE INDENTURE TRUSTEE HAS FILED A CLAIM.
4. The deadline by which your vote must be received by the Balloting Agent is 4:00 p.m. Eastern Time on March 17, 2005 (the "Voting Deadline"). If you received a return envelope addressed to your Senior Note nominee, please allow sufficient time for your Senior Note nominee to process your vote on a Master Ballot before the Voting Deadline.
5. To properly complete this Ballot, you must follow the procedures described below:
 - a. Make sure the information required in Item 1 has been inserted; if you do not know the amount of your Claim, please contact the Balloting Agent or your Senior Note nominee;

- b. Cast your vote to accept or reject the Plan by checking the proper box in Item 2;
 - c. If you have cast additional Ballots in connection with the Plan on account of beneficial ownership of any Senior Notes, you must complete Item 3. With respect to any additional Ballots, please provide the following with respect to other Class 3A Claims: (i) your name as beneficial owner of the Senior Notes being voted or the account number under which such Senior Notes are held; (ii) the name of the broker, nominee or other agent that corresponds to your name or account number; and (iii) the aggregate principal amount of Senior Notes by account. One line should be used to identify each such separate account or Claim. Do not include in Item 3 information relating to the Claim being voted on the same Ballot in Item 2. Only information relating to other Ballots voted on account of the beneficial ownership of any Senior Notes should be included in Item 3. Please note that all of your holdings of Senior Notes (if held in more than one account) must be identified in Item 3 so that all such Claims will be voted to either accept or reject the Plan.
 - d. Sign and date your Ballot;
 - e. If you believe that you have the wrong Ballot, please contact the Balloting Agent;
 - f. If you are completing this Ballot on behalf of another entity, please indicate your relationship with such entity and the capacity in which you are signing;
 - g. Please use additional sheets of paper clearly marked to indicate the applicable item of the Ballot if additional space is required to respond to any item on the Ballot.
6. Return your Ballot in the envelope provided. Your vote (or the Master Ballot cast on your behalf) must be received by the Balloting Agent by the Voting Deadline.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. PLEASE RETURN YOUR BENEFICIAL OWNER BALLOT PROMPTLY! IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT OR VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT AT (646) 282-1800.

Exhibit H

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

MASTER BALLOT

CLASS 3A - SENIOR NOTES

Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)¹ are soliciting votes from the Holders of certain Impaired Claims against the Debtors with respect to the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”). If you have any questions as to the proper completion of this Master Ballot, please call The Trumbull Group, LLC c/o Financial Balloting Group LLC (the “Balloting Agent”) at (646) 282-1800.

This Master Ballot is **only** for use in connection with ballots for Senior Notes. IN ORDER FOR THE VOTES RECORDED HEREON TO BE COUNTED, THIS MASTER BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND RETURNED SO THAT IT IS RECEIVED BY THE BALLOTING AGENT AT THE ADDRESS LISTED BELOW BY **4:00 PM EASTERN TIME ON MARCH 17, 2005 (THE “VOTING DEADLINE”)**:

By US Mail & Overnight Courier

The Trumbull Group, LLC
c/o Financial Balloting Group
757 Third Avenue – 3rd Floor
New York, NY 10017
Attn: Pegasus Satellite Ballot
Tabulation

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.

BALLOT CODE _____

CUSIP # _____

The Plan referred to in this Master Ballot can be confirmed by the Bankruptcy Court and thereby made binding on creditors if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

ITEM 1: CERTIFICATION OF AUTHORITY TO VOTE.

This undersigned certifies that, as of February 9, 2005 (the “Voting Record Date”), the undersigned:

- Check one box:
- ☐ Is a broker, bank, proxy intermediary or other nominee for the beneficial owners of _____ in the aggregate amount of Senior Notes indicated in Item 2 below, and is the registered Holder of such notes.
 - ☐ Is acting under a power of attorney and/or agency (a copy of which is attached) granted by a broker, bank, proxy intermediary or other nominee that is the registered Holder of Senior Notes in the aggregate amount indicated in Item 2 below.
 - ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, proxy intermediary or other nominee, or a beneficial owner, that is the registered Holder of the Senior Notes in the aggregate amount indicated in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the beneficial owners of the Senior Notes in the aggregate amount indicated in Item 2 below.

ITEM 2: CLASS VOTE.

The undersigned transmits the following votes of beneficial owners of the Senior Notes and certifies that the following beneficial owners, as identified by their respective customer account numbers set forth below, are beneficial owners of such securities as of the Voting Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate in the appropriate column the aggregate amount of Senior Notes voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote all of his, her, or its aggregate amount of Senior Notes either to accept or to reject the Plan, and may not split such vote.

Your Customer Account Number For Each Beneficial Owner	Aggregate Amount of Senior Notes Voted to ACCEPT or REJECT, the Plan	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
TOTALS:		

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

ITEM 3. ADDITIONAL BALLOTS SUBMITTED BY BENEFICIAL OWNERS.

The undersigned certifies the undersigned has transcribed in the following table the information, if any, provided by The Beneficial Owners in Item 3 of the Senior Notes Ballots, identifying any other Senior Notes for which such Beneficial Owner have submitted Ballots:

Transcribe From Item 3 of Beneficial Owner Ballot

Your Customer Name and/or Account Number For Each Beneficial Owner	Name of Holder	Account Number	Principal Amount Class 3A Claims Voted	Type of Other Class 3A Claims Voted
1.				
2.				
3.				
4.				
TOTALS				

ITEM 4: ACKNOWLEDGEMENTS AND CERTIFICATION

By signing this Master Ballot, the undersigned acknowledges that it has provided each beneficial owner of the Senior Notes whose votes are being transmitted by this Master Ballot with a copy of the Plan, and the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"), including all exhibits thereto, and the order approving the Disclosure Statement and the notice of the Confirmation Hearing. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all of the terms and conditions set forth in the Disclosure Statement, the order of the Bankruptcy Court approving the Disclosure Statement, and the procedures for the solicitation of votes on the Plan contained therein.

Name of Bank, Broker or Other Nominee: _____
(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker or Other Nominee (if applicable): _____
(Print or Type)

Participant Number: _____

Name of Voter: _____

Signature: _____

Title: _____

Street Address: _____

Date Completed: _____

INSTRUCTIONS FOR COMPLETING MASTER BALLOT

1. This Master Ballot is submitted to you to solicit your votes to accept or reject the Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Plan"), which is described in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). Unless otherwise defined, all capitalized terms used herein will have the meaning ascribed to such terms in the Plan and Disclosure Statement. The Disclosure Statement provides information to assist you in deciding how to vote. PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.
2. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. The Debtors are not at this time requesting delivery of, and neither the Debtors nor the Balloting Agent will accept, any certificates, securities, instruments or other documents evidencing Claims against or interests in the Debtors. Accordingly, this Master Ballot should not be used to surrender any certificates, securities, instruments or other documents evidencing Claims against or interests in the Debtors. Information about the procedure for doing so (together with all appropriate materials) may be distributed by the Debtors after the Confirmation Date.
3. THIS MASTER BALLOT IS NOT A SUBSTITUTE FOR FILING A PROOF OF CLAIM. PLEASE REFER TO THE ORDER OF THE BANKRUPTCY COURT WHICH SET OCTOBER 12, 2004 AS THE DATE BY WHICH CERTAIN PROOFS OF CLAIM FOR ALL ENTITIES, OTHER THAN GOVERNMENTAL UNITS, WERE TO BE FILED, AND OTHER THAN HOLDERS OF SENIOR NOTES OR SUBORDINATED NOTES FOR ALL PRINCIPAL AND INTEREST DUE UNDER SUCH SERIES OF NOTES AND ALL OTHER AMOUNTS PAYABLE UNDER THE APPLICABLE INDENTURE PURSUANT TO WHICH SUCH SERIES OF NOTES WERE ISSUED AND WERE TO BE FILED, AND UPON SUCH NOTE HOLDERS' BEHALF THE APPLICABLE INDENTURE TRUSTEE HAS FILED A CLAIM.
4. YOU MUST COMPLETE, SIGN AND RETURN THIS MASTER BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT NOT LATER THAN 4:00 P.M., EASTERN TIME, ON MARCH 17, 2005 (THE "VOTING DEADLINE") OR IT WILL NOT BE COUNTED.

The Master Ballot may be sent to the following address:

By US Mail & Overnight Courier

The Trumbull Group, LLC
c/o Financial Balloting Group
757 Third Avenue – 3rd Floor
New York, NY 10017
Attn: Pegasus Satellite Ballot Tabulation

BALLOT CODE _____

CUSIP # _____

5. If you are both the registered owner and the beneficial owner of any Senior Notes and you wish to vote, you may complete, execute and return to the Balloting Agent either a Beneficial Owner Ballot or this Master Ballot.
6. With respect to all of the Beneficial Owner Ballots returned to you, you must follow the procedures described below:
 - a. Indicate the votes to accept or reject the Plan in Item 3 of the Master Ballot, as transmitted to you by the beneficial owners of the Senior Notes. To identify such beneficial owners without disclosing their names, please use the customer account assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF HIS, HER OR ITS AGGREGATE AMOUNT OF SENIOR NOTES EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT ITS VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE BALLOTING AGENT IMMEDIATELY.** Any such Ballot or Master Ballot that is signed, dated and timely received, but does not indicate acceptance or rejection of the Plan, will be counted as a vote in favor of the Plan;
 - b. Please complete the certification in Item 1 of the Master Ballot;
 - c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other notes voted;
 - d. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding;
 - e. Contact the Balloting Agent if you need any further information;
 - f. Deliver the completed, executed Master Ballot so as to be received by the Balloting Agent before the Voting Deadline;
 - g. No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. We will, however, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Senior Notes held by you as a nominee or in a fiduciary capacity;
 - h. Sign and date the Master Ballot (**UNSIGNED MASTER BALLOTS WILL NOT BE COUNTED**); and
 - i. Provide your name and mailing address.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. PLEASE RETURN YOUR MASTER BALLOT PROMPTLY! IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT OR VOTING PROCEDURES, PLEASE CALL THE BALLOTING AGENT AT (646) 282-1800.

Exhibit I

MUST BE RECEIVED BY MARCH 17, 2005 AT 4:00 P.M. (EASTERN STANDARD TIME)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

)	
In re:	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**BALLOT FOR GENERAL UNSECURED CLAIMS AGAINST
PEGASUS MEDIA & COMMUNICATIONS, INC.**

CLASS 3B

1. **VOTE ON DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN. PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.**

ACCEPTS
THE PLAN

☐

REJECTS
THE PLAN

☐

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

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.

2. TAX INFORMATION. Under penalties of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____ - ____ - ____,

(or Employer Identification Number) ____ - ____; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

- ☐ (a) Claimant is exempt from backup withholding;
- ☐ (b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (c) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

3. SIGNATURE. By signing this Ballot the undersigned certifies that it is either: (a) creditor with a Claim to which this Ballot pertains that is designated in the class of General Unsecured Claim pursuant to the Plan; or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that such vote is subject to all the terms and conditions set forth in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name (Print) _____

Signature: _____

Title: _____

Date Completed: _____

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL
INFORMATION REQUESTED ON THIS BALLOT**

**PLEASE READ AND FOLLOW THE
INSTRUCTIONS SET FORTH BELOW CAREFULLY**

INSTRUCTIONS FOR COMPLETING THE BALLOT

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)¹ as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS ACTUALLY RECEIVED BY THE BALLOTING AGENT, THE TRUMBULL GROUP, LLC NOT LATER THAN MARCH 17, 2005 at 4:00 P.M. (Eastern Standard Time) (THE “VOTING DEADLINE”). **FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.** COMPLETED BALLOTS SHOULD BE RETURNED TO:

By US Mail

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

OR

By Overnight Courier

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

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

A CREDITOR MUST VOTE EACH SEPARATE CLAIM THAT IT HAS EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT ITS VOTE

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.

WITH RESPECT TO SUCH CLAIM. ACCORDINGLY, A BALLOT WITH RESPECT TO A CLAIM THAT PARTIALLY REJECTS AND PARTIALLY ACCEPTS THE PLAN, OR THAT INDICATES BOTH A VOTE FOR AND AGAINST THE PLAN, SHALL NOT BE COUNTED.

Your signature is required in order for your vote to be counted. If the Claim is held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an authorized officer. If you are signing in a representative capacity, also indicate your title after your signature.

Ballots are being sent to all Holders of Impaired Claims entitled to vote on the Plan as of the Record Date. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Bankruptcy Court may estimate and temporarily allow a Claim for purpose of voting on the Plan upon motion by such creditor. The Debtors or the Creditors' Committee also may seek an order of the Bankruptcy Court, temporarily allowing, for voting purposes only, certain undetermined Claims. If such a Claim Holder or the Debtors or the Creditors' Committee avail themselves of this right, allowance for voting purposes does not constitute allowance for purpose of Distributions under the Plan.

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or an admission by the Debtors of the validity of a Claim.

If your Ballot is damaged or lost or if you did not receive a Ballot you may request a replacement by addressing a written request to the Balloting Agent at the address listed above or by calling the Balloting Agent at (860) 687-3946 between the hours of 10:00 a.m. and 4:00 p.m. (Eastern Time).

Claimants submitting multiple Ballots shall be deemed to have voted in the manner of the last Ballot cast.

If a Claim is undetermined as of the Voting Deadline (with respect to voting amount), the Ballot submitted with respect to that Claim shall not be counted, except to the extent the Debtors' or the Creditors' Committee's objection to that Claim states otherwise or the Bankruptcy Court orders otherwise upon the timely application of the Claim Holder in accordance with the Bankruptcy Court's Order establishing, among other things, voting procedures and approving forms of Ballots, dated February 9, 2005.

Exhibit J

MUST BE RECEIVED BY MARCH 17, 2005 AT 4:00 P.M. (EASTERN STANDARD TIME)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:)	
	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

BALLOT FOR
GENERAL UNSECURED CLAIMS AGAINST PBT DEBTORS²

CLASS 3C

- 1. VOTE ON DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN. PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.**

ACCEPTS
THE PLAN

☐

REJECTS
THE PLAN

☐

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

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.

² 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.

2. TAX INFORMATION. Under penalties of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____ - ____ - ____,

(or Employer Identification Number) ____ - ____; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

- ☐ (a) Claimant is exempt from backup withholding;
- ☐ (b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (c) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

3. SIGNATURE. By signing this Ballot the undersigned certifies that it is either: (a) creditor with a Claim to which this Ballot pertains that is designated in the class of General Unsecured Claim pursuant to the Plan; or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that such vote is subject to all the terms and conditions set forth in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name (Print) _____

Signature: _____

Title: _____

Date Completed: _____

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL
INFORMATION REQUESTED ON THIS BALLOT**

**PLEASE READ AND FOLLOW THE
INSTRUCTIONS SET FORTH BELOW CAREFULLY**

INSTRUCTIONS FOR COMPLETING THE BALLOT

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)¹ as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS ACTUALLY RECEIVED BY THE BALLOTING AGENT, THE TRUMBULL GROUP, LLC NOT LATER THAN MARCH 17, 2005 at 4:00 P.M. (Eastern Standard Time) (THE “VOTING DEADLINE”). **FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.** COMPLETED BALLOTS SHOULD BE RETURNED TO:

By US Mail

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

OR By Overnight Courier

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

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

A CREDITOR MUST VOTE EACH SEPARATE CLAIM THAT IT HAS EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT ITS VOTE

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.

WITH RESPECT TO SUCH CLAIM. ACCORDINGLY, A BALLOT WITH RESPECT TO A CLAIM THAT PARTIALLY REJECTS AND PARTIALLY ACCEPTS THE PLAN, OR THAT INDICATES BOTH A VOTE FOR AND AGAINST THE PLAN, SHALL NOT BE COUNTED.

Your signature is required in order for your vote to be counted. If the Claim is held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an authorized officer. If you are signing in a representative capacity, also indicate your title after your signature.

Ballots are being sent to all Holders of Impaired Claims entitled to vote on the Plan as of the Record Date. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Bankruptcy Court may estimate and temporarily allow a Claim for purpose of voting on the Plan upon motion by such creditor. The Debtors or the Creditors' Committee also may seek an order of the Bankruptcy Court, temporarily allowing, for voting purposes only, certain undetermined Claims. If such a Claim Holder or the Debtors or the Creditors' Committee avail themselves of this right, allowance for voting purposes does not constitute allowance for purpose of Distributions under the Plan.

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or an admission by the Debtors of the validity of a Claim.

If your Ballot is damaged or lost or if you did not receive a Ballot you may request a replacement by addressing a written request to the Balloting Agent at the address listed above or by calling the Balloting Agent at (860) 687-3946 between the hours of 10:00 a.m. and 4:00 p.m. (Eastern Time).

Claimants submitting multiple Ballots shall be deemed to have voted in the manner of the last Ballot cast.

If a Claim is undetermined as of the Voting Deadline (with respect to voting amount), the Ballot submitted with respect to that Claim shall not be counted, except to the extent the Debtors' or the Creditors' Committee's objection to that Claim states otherwise or the Bankruptcy Court orders otherwise upon the timely application of the Claim Holder in accordance with the Bankruptcy Court's Order establishing, among other things, voting procedures and approving forms of Ballots, dated February 9, 2005.

Exhibit K

MUST BE RECEIVED BY MARCH 17, 2005 AT 4:00 P.M. (EASTERN STANDARD TIME)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

)	
In re:	)	Chapter 11
)	
PEGASUS SATELLITE TELEVISION, INC., et al., ¹	)	Case No. 04-20878
)	
Debtors.	)	(Jointly Administered)
)	

**BALLOT FOR
GENERAL UNSECURED CLAIMS AGAINST PST DEBTORS²**

CLASS 3D

- 1. VOTE ON DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN. PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.**

ACCEPTS
THE PLAN

☐

REJECTS
THE PLAN

☐

BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE RELEASE OF CERTAIN PERSONS ON THE TERMS AND CONDITIONS DESCRIBED IN SECTION 11.6 OF THE PLAN.

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.

² 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.

2. TAX INFORMATION. Under penalties of perjury, Claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number) ____ - ____ - ____,

(or Employer Identification Number) ____ - ____; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

- ☐ (a) Claimant is exempt from backup withholding;
- ☐ (b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or
- ☐ (c) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

3. SIGNATURE. By signing this Ballot the undersigned certifies that it is either: (a) creditor with a Claim to which this Ballot pertains that is designated in the class of General Unsecured Claim pursuant to the Plan; or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that such vote is subject to all the terms and conditions set forth in the First Amended Disclosure Statement for Debtors' First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the "Disclosure Statement"). A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name (Print) _____

Signature: _____

Title: _____

Date Completed: _____

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL
INFORMATION REQUESTED ON THIS BALLOT**

**PLEASE READ AND FOLLOW THE
INSTRUCTIONS SET FORTH BELOW CAREFULLY**

INSTRUCTIONS FOR COMPLETING THE BALLOT

By Order dated February 9, 2005 (the “Order”), the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) approved the First Amended Disclosure Statement for Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Disclosure Statement”) of Pegasus Satellite Television, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”)¹ as containing adequate information within the meaning of section 1125 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ First Amended Joint Chapter 11 Plan, dated January 31, 2005 (as may be amended, the “Plan”).

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS ACTUALLY RECEIVED BY THE BALLOTING AGENT, THE TRUMBULL GROUP, LLC NOT LATER THAN MARCH 17, 2005 at 4:00 P.M. (Eastern Standard Time) (THE “VOTING DEADLINE”). **FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.** COMPLETED BALLOTS SHOULD BE RETURNED TO:

By US Mail

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

OR By Overnight Courier

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

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the Holders of at least 2/3 in amount and more than 1/2 in number of Claims actually voting in each voting class of Claims. The votes of the Claims actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) the Bankruptcy Code.

**A CREDITOR MUST VOTE EACH SEPARATE CLAIM THAT IT HAS
EITHER TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT ITS VOTE**

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.

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