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AMENDMENT TO ASSIGNEE'S EXHIBIT NUMBER 11

Pegasus Satellite Communications, Inc. ("Pegasus Satellite") hereby submits this amendment to Assignee's Exhibit 11 in the above-referenced application. This amendment has two purposes. First, the amendment reports that Pegasus Satellite, along with certain other affiliated companies, submitted a voluntary petition for bankruptcy to the United States Bankruptcy Court, District of Maine seeking to reorganize under Chapter 11 of the U.S. Bankruptcy Code on June 2, 2004. *In re: Pegasus Satellite Television Inc. et al.*, Case Number 04-20878 (Chapter 11) (Bnkr. D. Maine). Pegasus Satellite is now operating as a debtor-in-possession under the Bankruptcy Court's oversight.

The bankruptcy filing does not effect a substantial change in the control of Pegasus Satellite because its officers, directors, and shareholders remain unchanged following the filing of the bankruptcy petition. Through his control of various ultimate parent companies, Marshall W. Pagon continues to control indirectly Pegasus Satellite, subject to the jurisdiction and oversight of the bankruptcy court. Pegasus Communications Corporation ("PCC"), the ultimate corporate parent of Pegasus Satellite, was not included in the bankruptcy filing noted above.

Second, in response to an informal request from the FCC staff, this amendment confirms that the limited partners in Pegasus Communications Limited Partnership ("PCLP") and Northwest Management Associates, L.P. ("NMALP") are insulated from the day-to-day

operations of PCC and Pegasus Satellite with the following exception: Howard Verlin, a corporate officer of Pegasus Satellite, PCC, PCHI and Pegasus Capital Holdings LLC, owns a small, indirect equity interest Pegasus Capital Holdings, LLC which is a limited partner of PCLP. Mr. Verlin's indirect interest is less than 1 percent of the equity in PCLP and his qualifications as an officer have already been passed upon by the FCC. For these reasons, Pegasus Satellite submits that this *de minimis* exception to the insulation requirements should be disregarded by the Commission.

