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**AMENDMENT TO ASSIGNEE'S EXHIBIT NUMBER 11**

Pegasus Satellite Communications, Inc. ("Pegasus Satellite"), the proposed assignee in the above-referenced application, hereby submits this amendment to Assignee's Exhibit 11. This amendment has two purposes. First, Pegasus Satellite hereby notifies the Commission that it submitted a voluntary petition for bankruptcy along with certain other affiliated companies to the United States Bankruptcy Court in Maine seeking to reorganize under Chapter 11 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, Pegasus Satellite amends its response to question 5, Section III of the FCC Form 314 filed for this proposed transaction to note that PCC is also the indirect corporate parent of WILF-TV, Williamsport, PA. WILF-TV is currently operated as a satellite of WOLF-TV,

Hazleton, PA. For this reason, the ownership of WILF-TV does not change the analysis of the proposed acquisition under the FCC's currently applicable local television ownership rule.

FCC Form 314  
Exhibit 11  
Pegasus Satellite Communications, Inc.  
FCC File No. BALCT-20040505AAH  
June 2004 Amendment