

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT ("Assignment"), dated as of August 11, 2005, is among Pegasus Satellite Communications, Inc. ("PSC"), Pegasus Broadcast Television, Inc. ("PBT") and HMW, Inc. ("License Corp.") (collectively, PBT and License Corp. referred to "Assignee").

PSC hereby assigns to License Corp. all of its rights and interests to acquire the intangible assets, and delegates to License Corp. all of its related duties, under that certain Asset Purchase Agreement dated February 17, 2004 (with a closing date as of July 25, 2005) ("APA") between PSC and KB Prime Media LLC with respect to television station WPME-TV (Channel 35). Notwithstanding this Assignment, PSC and License Corp. shall each severally have the right to enforce the provisions of the APA for its own benefit and that of its affiliates.

PSC hereby assigns to PBT all of its rights and interests to acquire the tangible assets, and delegates to Asset Corp. all of its related duties, under the APA. Notwithstanding this Assignment, PSC and Asset Corp. shall each severally have the right to enforce the provisions of the APA for its own benefit and that of its affiliates.

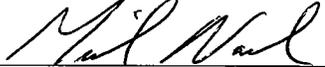
Assignee accepts such Assignment, and agrees to perform all of PSC's obligations under the APA.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first written above.

PEGASUS SATELLITE COMMUNICATIONS, INC.

By: 
Michael Nachman, General Counsel & Secretary

HMW, INC.

By: 
Michael Nachman, General Counsel & Secretary

PEGASUS BROADCAST TELEVISION, INC.

By: 
Michael Nachman, General Counsel & Secretary