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AMENDMENT TO ASSIGNEE'S EXHIBIT NUMBER 11

WPME License Corp. ("WPME") hereby submits this amendment to Assignee's Exhibit 11 to the above-referenced application. This amendment has two purposes.

First, the proposed assignee of WPME has changed. Pegasus Satellite Communications, Inc. ("PSCI") Debtor-in-Possession, a Delaware corporation, will be substituted as proposed licensee. The bankruptcy portion of this change is discussed below. The original ownership exhibit listed Pegasus Satellite Communications Holdings, Inc. ("PSCH") as the immediate corporate parent (100 percent) of WPME License Corp. This change in the proposed assignee is *pro forma* in nature because both PSCI and PSCH are wholly-owned (100 percent) subsidiaries of Pegasus Communications Corporation ("PCC").

This *pro forma* change simplifies the transaction to be completed upon grant of the instant application. PSCI will simply finalize the exercise of its option to acquire WPME from KB Prime Media LLC ("KB"). The original application contemplated a second, inter-company transaction after PSCI closed on its acquisition whereby the WPME license would be assigned to WPME License Corp., a wholly-owned subsidiary of PSCH, in return for a corresponding internal credit from PSCH to PSCI.

The officers, directors and attributable shareholders of Pegasus Satellite Communications, Inc. are as follows.¹

¹ All officers, directors and attributable shareholders are U.S. citizens or U.S. business entities.

Marshall W. Pagon
520 N. Rose Lane
Haverford, PA 19041
CEO, and Sole Director

Ted S. Lodge
9159 Greentree Road
Philadelphia, PA 18509
President and Chief
Operating Officer

Scott A. Blank
111 Cherry Lane
Wynnewood, PA 19096
Senior Vice President,
Secretary and General Counsel

Howard E. Verlin
922 Spruce Street
Philadelphia, PA 19107
Senior Vice President and
Assistant Secretary

Michael B. Jordan
247 East Graves Lane
Philadelphia, PA 19118
Assistant Secretary

Joseph W. Pooler, Jr.
2413 S. 16th Street
Philadelphia, PA 19145
CFO

Pegasus Communications
Corporation
225 City Line Avenue
Suite 200
Bala Cynwyd, PA 19004
Delaware Corporation
100% Shareholder

Second, the amendment reports that Pegasus Satellite, along with certain other affiliated companies, submitted a voluntary petition for bankruptcy 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.

FCC Form 314
Exhibit 11
WPME License Corp..
FCC File No. BALCT-20040227AAA
July 2004 Amendment