

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 30, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

October 30, 2014 8:00 AM Telephonic Conference

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea
Andrea Natali

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Cassity, Robert J.	Attorney
	Fetaz, Maximilien D.	Attorney
	Flinn, C. Barr	Attorney
	Frawley, Brian T.	Attorney
	Lebovitch, Mark	Attorney
	Miller, William N.	Attorney
	Mundiya, Tariq	Attorney
	Peek, Joseph S.	Attorney
	Pisanelli, James J.	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney
	Spinelli-Hays, Debra L.	Attorney

JOURNAL ENTRIES

- Also participating by telephone: Attorney Bruce Braun of the Law Firm of Winston & Strawn LLP in Chicago, Illinois (Pro Hac Vice), for Defendants R. Stanton Dodge, Kyle Kiser, and Thomas Cullen.

Court acknowledged receipt of the status report from Mr. Boschee. Mr. Peek stated this is his request for a telephonic conference pursuant to the August 6, 2014 status conference; contrary to what the

PRINT DATE: 10/13/2015

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Minutes Date: September 10, 2013

Plaintiff is suggesting, the Special Litigation Committee is not asking for a stay but simply responding to the Court's comments on August 6; if the Court accepts the Special Litigation Committee's report and agrees the case should be terminated then 3 of the 4 motions to dismiss will be moot and potentially moot the Committee's motion to dismiss. Mr. Lebovitch responded to Mr. Peek's comments noting the latter speaks of standing, which goes to a demand futility argument, and that merits discovery takes time. Mr. Peek further argued as to whether the case should proceed on behalf of Jacksonville or the Special Litigation Committee, as to 3 of the 4 motions to dismiss being decided based upon the Report, and that the Special Litigation Committee's motion to dismiss will be filed on November 17. Court inquired as to the status and parties involved in litigation in Colorado Federal Court. Mr. Flinn advised discovery in that case has not yet started. Mr. Frawley stated Defendants filed a motion to dismiss, Harbinger has yet to respond, and they expect the motion to be fully briefed in mid-December. Mr. Peek concurred with the Court that it is a follow-on to adverse proceedings in Bankruptcy Court. Mr. Lebovitch argued he is not sure that is what they should be called. Court clarified that it meant the action is continued dysfunction between Harbinger and Dish over their business relationship that was questioned as part of adversary proceedings, and added, because the Court is still in jury selection in the CityCenter trial, the motions to dismiss in the instant case scheduled on November 10, 2014 will be moved to a date everyone agrees to set Mr. Peek's motion to dismiss, and all motions will be heard together; if the Court makes a determination factual discovery should occur before the Special Litigation Committee's motion to dismiss then the other motions will be decided as to pleading standard issues. Following discussion on possible hearing dates and briefing schedule, COURT ORDERED, matter SET for status check on the November 21, 2014 Chambers calendar, by which time parties are to SUBMIT a stipulation on the briefing schedule to reset all current motions to dismiss and set the Special Litigation Committee's motion to dismiss; the Court will accept a status report, although it would PREFER a stipulation.

11-21-14 - CHAMBERS STATUS CHECK: STIPULATION / STATUS REPORT ON
BRIEFING FOR MOTIONS TO DISMISS

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

November 07, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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November 07, 2014	3:00 AM	Motion	Plaintiff's Motion to Redact Plaintiff's Opposition to the Officer Defendants' Motion to Dismiss the Second Amended Complaint
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HEARD BY: Gonzalez, Elizabeth

COURTROOM:

COURT CLERK: Andrea Natali

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed.

Accordingly, pursuant to EDCR 2.20(e) the Plaintiff s Motion to Redact Opposition is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, as commercially sensitive information governed by the protective order is included in the pleading, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

CLERK S NOTE: A copy of the above minute order was distributed to the parties via electronic mail. (11/7/14 amn)

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

November 21, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

November 21, 2014 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:**

COURT CLERK: Andrea Natali

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- PLAINTIFF JACKSONVILLE POLICE AND FIRE PENSION FUND'S MOTION TO ASSOCIATE COUNSEL (GREGORY E. DEL GAZIO, ESQ. AND MICHAEL J. NICOUD, ESQ.) STATUS CHECK: STIPULATION / STATUS REPORT ON BRIEFING FOR MOTIONS TO DISMISS

Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the motion to associate (Del Gazio and Nicoud) is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter

CLERK'S NOTE: A copy of the above minute order was distributed to the parties via electronic mail (11/24/14 amn). The minutes were corrected to reflect the appropriate counselors name based on the moving documents; therefore, an amended copy of the above minute order was immediately recalled and re-distributed to the parties via electronic mail (11/24/14 amn).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

December 05, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

December 05, 2014	3:00 AM	Motion to Seal/Redact Records	The Special Litigation Committee of Nominal Defendant Dish Network Corporations' Motion to Redact the Special Litigation Committee's Report and to Seal Certain Exhibits Thereto
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HEARD BY: Gonzalez, Elizabeth

COURTROOM:

COURT CLERK: Andrea Natali

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- COURT ORDERED, Special Litigation Committee's Motion to Redact CONTINUED six (6) weeks pursuant to request of counsel in supplemental brief filed 12/4/14.

CONTINUED TO: 1/16/15 (CHAMBERS)

CLERK'S NOTE: A copy of the foregoing minute order was distributed to counsel electronically via the Eight Judicial District Court e-file and serve system (12/8/14 amn).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

January 12, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

January 12, 2015 10:30 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Cassity, Robert J.	Attorney
	Del Gaizo, Gregory Eric	Attorney
	Flinn, C. Barr	Attorney
	Frawley, Brian T.	Attorney
	Kwawegen, Jeroen Van	Attorney
	Lebovitch, Mark	Attorney
	Miller, William N.	Attorney
	Mundiya, Tariq	Attorney
	Peek, Joseph S.	Attorney
	Pisanelli, James J	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney
	Spinelli-Hays, Debra L.	Attorney

JOURNAL ENTRIES

- HEARING...

...THE OFFICER DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...
...DEFENDANT CHARLES W. ERGEN AND CANTEY M. ERGEN'S MOTION TO DISMISS THE
SECOND AMENDED DERIVATIVE COMPLAINT OF JACKSONVILLE POLICE AND FIRE
PENSION FUND...

...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS FOR FAILURE TO PLEAD DEMAND FUTILITY...

...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED...

...DIRECTOR DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...

...THE SPECIAL LITIGATION COMMITTEE OF NOMINAL DEFENDANT DISH NETWORK CORPORATION'S MOTION TO REDACT THE SPECIAL LITIGATION COMMITTEE'S REPORT AND TO SEAL CERTAIN EXHIBITS THERETO...

...PLAINTIFF'S NOTICE OF MOTION AND MOTION TO REDACT ITS OPPOSITION TO THE SLC'S MOTION TO DEFER TO ITS DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED

Also present: Attorney Bruce Braun for Defendants Thomas Cullen, Kyle Kiser & R. Stanton Dodge.

THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED: Arguments by counsel regarding the SLC's motion to defer. Judge Chapman's findings submitted by Mr. Lebovitch to the Court and MARKED as Court's Exhibit 1; Brian Boschee's affidavit in support of Plaintiff's opposition to SLC's motion to defer MARKED as Court's Exhibit 2. (See worksheet). Upon inquiry of the Court, Mr. Lebovitch advised discovery, without any disputes, will take 150 to 180 days, and agreed to 90. Mr. Peek addressed 56(f) relief. COURT stated findings, and ORDERED, request for 56(f) relief GRANTED; 90-day discovery period PROVIDED related to independence and thoroughness of the SLC investigation; if there are any disputes that prevent completion of discovery within 90 days, the Court will reconsider extending that period; however, if there are no disputes, the 90-day period will stand. Upon its conclusion, counsel are to file supplemental briefs and matter will be heard. Mr. Peek to prepare the order.

THE OFFICER DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...DEFENDANT CHARLES W. ERGEN AND CANTEY M. ERGEN'S MOTION TO DISMISS THE SECOND AMENDED DERIVATIVE COMPLAINT OF JACKSONVILLE POLICE AND FIRE PENSION FUND...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS FOR FAILURE TO PLEAD DEMAND FUTILITY...DIRECTOR DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT: Mr. Peek submitted on his motion to dismiss. Mr. Rugg stated he believes the Court should have additional information regarding the bankruptcy. Comments by Mr. Frawley regarding the fifth proposal now in bankruptcy court and that he believes the SLC should give an update at the end of the 90-day period. Mr. Pisanelli argued motion to dismiss on behalf of the Officer Defendants. Mr. Reisman stated he will rely on the briefs but request supplemental briefing based on what transpires in bankruptcy court. Mr. Frawley stated February 23rd is the current schedule for the bankruptcy trial.

COURT ORDERED, matter SET for status check regarding supplemental filing on the March 6, 2015 Chambers calendar; motions to dismiss CONTINUED thereto; the discovery period will RUN through April 13, 2015; supplemental opposition DUE April 27, 2015; supplemental reply DUE May

8, 2015; hearing on the motion to defer CONTINUED to May 14, 2015 at 8:30 AM.

Colloquy regarding counsel's request to redact two sentences in today's record. COURT ORDERED, transcript and minutes of today's proceedings SEALED.

3-6-15 - CHAMBERS STATUS CHECK...THE OFFICER DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...DEFENDANT CHARLES W. ERGEN AND CANTEY M. ERGEN'S MOTION TO DISMISS THE SECOND AMENDED DERIVATIVE COMPLAINT OF JACKSONVILLE POLICE AND FIRE PENSION FUND...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS FOR FAILURE TO PLEAD DEMAND FUTILITY...DIRECTOR DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT

5-14-15 8:30 AM THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED

CLERK'S NOTE: The Special Litigation Committee of Nominal Defendant Dish Network Corporation's Motion to Redact the Special Litigation Committee's Report and to Seal Certain Exhibits Thereto and Plaintiff's Notice of Motion and Motion to Redact its Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed previously set on the January 16, 2015 Chambers calendar ADVANCED to today's oral calendar and GRANTED. / dr

CLERK'S NOTE: Pursuant to the Court's ruling on April 7, 2015, transcript and minutes of January 12, 2015 proceedings are UNSEALED. / dr

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

January 23, 2015

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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January 23, 2015	3:00 AM	Motion to Associate Counsel	Defendants Thomas A. Cullen, Kyle J. Kiser and R. Stanton Dodge's Motion to Associate Zachary A. Madonia, Esq.
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Associate Counsel (Madonia) is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Pisanelli is to be notified by way of minute order to prepare the order and notify the appropriate parties.

CLERK'S NOTE: A copy of the above minute order was served via Wiznet. / dr

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

March 06, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

March 06, 2015 3:00 AM Status Check

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Court reviewed status report filed 3/5/15, and ORDERED, matter CONTINUED for 45 days.

4-17-15 CHAMBERS STATUS CHECK: SUPPLEMENTAL FILINGS

CLERK'S NOTE: A copy of the above minute order was distributed to parties via electronic mail.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

March 20, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

March 20, 2015 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- MOTION TO ASSOCIATE COUNSEL (EMILY V. BURTON)...PLAINTIFF JACKSONVILLE POLICE & FIRE PENSION FUND'S MOTION TO UNSEAL TRANSCRIPT OF THE JANUARY 12, 2015 HEARING

MOTION TO ASSOCIATE COUNSEL (EMILY V. BURTON): Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Associate Emily V. Burton is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Cassity is to be notified by way of minute order to prepare the order and notify the appropriate parties.

PLAINTIFF JACKSONVILLE POLICE & FIRE PENSION FUND'S MOTION TO UNSEAL TRANSCRIPT OF THE JANUARY 12, 2015 HEARING: Matter SET on the oral calendar in five weeks.

Court also reviewed the Status Report filed 03/06/15. A conference call will be set regarding the current schedule.

4-17-15 CHAMBERS STATUS CHECK: SUPPLEMENTAL FILINGS

4-21-15 8:30 AM PLAINTIFF JACKSONVILLE POLICE & FIRE PENSION FUND'S
MOTION TO UNSEAL TRANSCRIPT OF THE JANUARY 12, 2015 HEARING

5-14-15 8:30 AM MOTIONS TO DISMISS; MOTION TO DEFER

CLERK'S NOTE: The Motion to Associate Emily V. Burton was previously set on the March 27, 2015 Chambers calendar and advanced to today's date.

A copy of the above minute order was distributed to parties via electronic mail. / dr

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

March 24, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

March 24, 2015 8:30 AM Minute Order

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- The Court ORDERS a Status Check SET on April 7, 2015 at 8:30 AM.

CLERK'S NOTE: Parties notified via electronic mail this date. / dr

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

April 07, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

April 07, 2015 8:30 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boyle, James D.	Attorney
	Braun, Bruce	Attorney
	Burton, Emily V.	Attorney
	Fetaz, Maximilien D.	Attorney
	Flinn, C. Barr	Attorney
	Frawley, Brian T.	Attorney
	Hollander, Adam D.	Attorney
	Kwawegen, Jeroen Van	Attorney
	Mundiya, Tariq	Attorney
	Peek, Joseph S.	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney
	Smith, Jordan T., ESQ	Attorney

JOURNAL ENTRIES

- STATUS CHECK...PLAINTIFF JACKSONVILLE POLICE & FIRE PENSION FUND'S MOTION TO UNSEAL TRANSCRIPT OF THE JANUARY 12, 2015 HEARING

Mr. Hollander, Mr. Frawley, Mr. Fetaz, Mr. Braun, Mr. Flinn, Ms. Burton, and Mr. Smith participated telephonically.

PLAINTIFF JACKSONVILLE POLICE & FIRE PENSION FUND'S MOTION TO UNSEAL TRANSCRIPT OF THE JANUARY 12, 2015 HEARING: Mr. Peek advised motion is resolved; he mentioned a word in his argument which Mr. Rugg thought was sensitive, but it is something that has already been mentioned in bankruptcy proceedings; so, there is no need to seal any portion of the transcript; the order has been submitted and the motion would be withdrawn. COURT ORDERED, transcript of January 12, 2015 proceedings UNSEALED.

STATUS CHECK: Mr. Peek stated he thinks the issue here is whether parties can meet their schedule; both sides think all there needs to be is an extension of discovery, i.e. production of documents, the first installment of which has been completed, and taking depositions. Mr. Peek further noted he will be gone in June and July. Mr. Van Kwawegen agreed with Mr. Peek on the scheduling issue. Court reviews proposed stipulation and order submitted by the parties. Mr. Peek added the aspirational goal is June 2nd given the current request for documents and request for depositions; the first week of May will see the second installment of documents; they also need to depose the 3 members; parties anticipate no depositions will be taken until document production is completed. Mr. Van Kwawegen advised there is some dispute over this; they are not taking depositions right now, but want to wait until at least May 8th. Court SIGNED parties' stipulation and order, NOTING, on paragraph 4, the Special Litigation Committee shall complete document production on or before May 8th. Mr. Van Kwawegen further advised there have been important developments in bankruptcy and there is now a confirmed plan. Court noted it will wait until briefing and argument on the motions, unless someone files a motion beforehand.

CLERK'S NOTE: Pursuant to stipulation and order signed this date, the hearing on SLC's Motion to Defer and the various Defendants' and SLC's Motions to Dismiss previously set on May 14, 2015 are all RESET on July 16, 2015 at 8:30 AM.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

April 17, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

April 17, 2015 3:00 AM Status Check

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Stipulation & Order for schedule signed. COURT ORDERED, matter OFF CALENDAR.

CLERK'S NOTE: A courtesy copy of the above minute order was distributed to parties via Wiznet.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

July 16, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

July 16, 2015 8:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Braun, Bruce	Attorney
	Cassity, Robert J.	Attorney
	Del Gaizo, Gregory Eric	Attorney
	Fetaz, Maximilien D.	Attorney
	Flinn, C. Barr	Attorney
	Frawley, Brian T.	Attorney
	Hollander, Adam D.	Attorney
	Lebovitch, Mark	Attorney
	Miller, William N.	Attorney
	Mundiya, Tariq	Attorney
	Ortolf, Tom A	Defendant
	Peek, Joseph S.	Attorney
	Pisanelli, James J	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney
	Sollod, Holly Stein	Attorney

JOURNAL ENTRIES

- THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS FOR FAILURE TO PLEAD DEMAND FUTILITY...

...DIRECTOR DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...
...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DEFER TO THE SLC'S
DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED...
...THE OFFICER DEFENDANTS' MOTION TO DISMISS THE SECOND AMENDED COMPLAINT...
...DEFENDANT CHARLES W. ERGEN AND CANTEY M. ERGEN'S MOTION TO DISMISS THE
SECOND AMENDED DERIVATIVE COMPLAINT OF JACKSONVILLE POLICE AND FIRE
PENSION FUND

Ms. Sollod participated by telephone.

Counsel explained how they have decided to split up time for argument. Special Litigation Committee members Mr. Ortolf, Mr. Brockaw, and Mr. Lewis introduced to the Court. Arguments by Mr. Peek and Mr. Lebovitch. Slides used by Mr. Lebovitch in argument MARKED as Court's Exhibit 1. (See worksheet.) Court noted, Nevada gives strong preference to honoring the business judgment of boards and their committees and recognizes that disclosed conflicts do not necessarily prevent that business judgment from being exercised; here, the Court needs to focus on 2 issues, thoroughness and independence of the Special Litigation Committee; given the unusual voting structure of the Special Litigation Committee, the fact that one member, Mr. Lillis, is clearly not beholden and is therefore independent and is not conflicted, creates for the Court a presumption that the Special Litigation Committee is independent, given all the evidence presented; the issue related to thoroughness is more difficult, given the number of claims and issues presented here and the breadth of the other litigation pending; the standard, here, is whether the Special Litigation Committee made a thorough and good faith investigation, and they did; for that reason, the motion to defer is GRANTED. Motions to dismiss are MOOT. Mr. Peek is DIRECTED to draft Findings of Fact and Conclusions of Law, running it by counsel prior to submission.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

July 17, 2015

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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July 17, 2015	3:00 AM	Motion to Seal/Redact Records	Plaintiff's Motion to Seal Motion to Compel Production
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) Plaintiff's Motion to Seal Motion to Compel Production is deemed unopposed. However, no good faith basis exists to seal the entire motion. Plaintiff may file a supplemental request to redact the motion and/or seal certain exhibits to the motion. COURT ORDERED, matter CONTINUED to August 14, 2015 in Chambers.

CLERK'S NOTE: A copy of the above minute order was distributed via Wiznet. / dr 7-24-15

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court**COURT MINUTES****July 24, 2015**

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
 vs.
 Charles Ergen, Defendant(s)

July 24, 2015	3:00 AM	Motion to Seal/Redact Records	Plaintiff's Motion to Seal Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed and Appendix of Exhibits to Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed
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HEARD BY: Gonzalez, Elizabeth**COURTROOM:** RJC Courtroom 14C**COURT CLERK:** Dulce Romea**RECORDER:****REPORTER:**

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) Plaintiff's Motion to Seal Supplemental Opposition is deemed unopposed. However, no good faith basis exists to seal the entire motion. Plaintiff may FILE a supplemental request to redact the motion and/or seal

PRINT DATE: 10/13/2015

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Minutes Date: September 10, 2013

certain exhibits to the motion. Matter CONTINUED for 2 weeks.

...CONTINUED: 8-7-15 CHAMBERS

CLERK'S NOTE: A copy of the above minute order was distributed to parties via Wiznet.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

August 07, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

August 07, 2015 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- PLAINTIFF'S MOTION TO SEAL SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED AND APPENDIX OF EXHIBITS TO SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLCS DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED...
...PLAINTIFF'S MOTION TO REDACT ITS SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED...
...THE SPECIAL LITIGATION COMMITTEE'S MOTION TO SEAL SUPPLEMENTAL REPLY IN SUPPORT OF ITS MOTION TO DEFER AND CERTAIN EXHIBITS THERETO

PLAINTIFF'S MOTION TO SEAL SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED AND APPENDIX OF EXHIBITS TO SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLCS DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED...PLAINTIFF'S MOTION TO REDACT ITS SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED: COURT ORDERED, Plaintiff's Motion to Seal is DENIED IN PART. Given the redacted opposition filed, the Motion to Redact the Opposition is GRANTED. The request to seal all of the exhibits in support of the

opposition is DENIED WITHOUT PREJUDICE for the Plaintiff to provide an identification of the specific exhibits to be sealed. The exhibits will REMAIN SEALED for FIVE (5) judicial days. At the conclusion of that time if no new motion to seal is filed, all of the exhibits filed in support of the opposition will be unsealed.

THE SPECIAL LITIGATION COMMITTEE'S MOTION TO SEAL SUPPLEMENTAL REPLY IN SUPPORT OF ITS MOTION TO DEFER AND CERTAIN EXHIBITS THERETO: The Special Litigation Committee's Motion to Redact the Reply is GRANTED. The request to seal all of the exhibits in support of the reply is DENIED WITHOUT PREJUDICE for the Special Litigation Committee to provide an identification of the specific exhibits to be sealed and any redactions proposed for the declarations in support of the reply. The exhibits will REMAIN SEALED for FIVE (5) judicial days. At the conclusion of that time if no new motion to seal is filed, all of the exhibits filed in support of the reply will be unsealed.

CLERK'S NOTE: A copy of the above minute order was distributed to parties via electronic mail. / dr
8-7-15

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

August 14, 2015

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
---------------	---

August 14, 2015	3:00 AM	Motion to Seal/Redact Records	Plaintiff's Motion to Seal Motion to Compel Production
------------------------	----------------	--	---

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- The Court having reviewed the Special Litigation Committee s supplement to the Plaintiff's Motion to Seal related to the Motion to Compel, and, good cause having been demonstrated, the motion is GRANTED and the request to seal Exhibit 1 and 2 to the motion to compel is GRANTED, due to the sensitive commercial nature of the confidential information contained in the attorney's notes. Counsel for Special Litigation Committee to prepare a written order.

CLERK'S NOTE: A copy of the above minute order was distributed to parties via Wiznet. / dr 8-14-15

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

August 21, 2015

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

August 21, 2015 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Keri Cromer

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- THE SPECIAL LITIGATION COMMITTEE'S MOTION TO SEAL SUPPLEMENTAL REPLY IN SUPPORT OF ITS MOTION TO DEFER AND CERTAIN EXHIBITS THERETO PLAINTIFF'S MOTION TO REDACT ITS SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED PLAINTIFF'S MOTION TO SEAL SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED AND APPENDIX OF EXHIBITS TO SUPPLEMENTAL OPPOSITION TO THE SLC'S MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED

The Court has reviewed the supplements to the motion to seal and redact filed by Plaintiff and the SLC, exhibits 1 and 2 to the motion to compel relate to sensitive business and litigation information and includes attorney work product accordingly the request to seal those exhibits is granted.

The motion to seal the supplemental opposition to the motion to defer is GRANTED IN PART. The following exhibits are permitted to be sealed or redacted as noted below:

- 1 Redacted version due to atty client privilege and atty work product as submitted in supplement
- 2 Redacted version due to atty client privilege and atty work product as submitted in supplement

3 Redacted version due to atty client privilege and atty work product as submitted in supplement
5 Redact third party email address and resubmit
6 Sealed due to atty work product and sensitive business information
9 Sealed due to atty work product and sensitive business information
10 Sealed due to atty work product and sensitive business information
12 Sealed due to BK order and sensitive business information
14 Redact third party email address and resubmit
16 Redact third party email address and resubmit
17 Redact third party email address and resubmit
18 Redact third party email address and resubmit
20 Redact third party email address and phone numbers and resubmit
22 Redact third party email address and resubmit
23 Redact third party email address and resubmit
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37 Redact third party email address and resubmit
38 Redact third party email address and resubmit
42 Redact third party email address and resubmit
48 Sealed due to atty work product and sensitive business information
49 Sealed due to atty work product and sensitive business information
51 Sealed due to atty work product and sensitive business information
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87 Sealed due to atty work product and sensitive business information
97 Sealed due to atty work product and sensitive business information
98 Sealed due to atty work product and sensitive business information

The motion to seal the supplemental reply to the motion to defer is GRANTED IN PART. The following exhibits are permitted to be sealed or redacted as noted below:

D Sealed due to atty work product and sensitive business information
E Sealed due to atty work product and sensitive business information
J Sealed due to atty work product and sensitive business information
K Sealed due to atty work product and sensitive business information

CLERK'S NOTE: The above minute order has been distributed to Brian Boschee, Esq. (702-791-1912), Kirk Lenhard, Esq. (702-382-8135), James Pisanelli, Esq. (702-214-2101), and Joshua Reisman, Esq. (702-446-6756)

VAULT EXHIBIT FORM

CASE NO	AL66775	HEARING DATE:	OCT. 28, 2013
DEPT. NO:	XL	JUDGE:	HON. ELIZABETH GONZALEZ
		CLERK	DULCE ROMERA
		RECORDER:	JILL HAWKINS
PLAINTIFF:	JACKSONVILLE POLICE + FIRE	JURY FEES:	N/A
	PENSION FUND		
		COUNSEL FOR PLAINTIFF:	BRIAN BOSCHEE;
DEFENDANT:	CHARLES ERGON, et al		JEROEN VAN KWAEGEN; WILLIAM MILLER
		COUNSEL FOR DEFENDANTS:	JEFFREY RUGG;
			JOSHUA REISMAN; TARIG MUNDIYA; BRIAN

FRAWLEY

COURT'S EXHIBIT

[illegible]

VAULT EXHIBIT FORM

CASE NO: AG86775	HEARING DATE: 10-31-13
DEPT. NO: 81	JUDGE: HON. ELIZABETH GONZALEZ
	CLERK: DULCE ROMEA
	RECORDER: N/A
PLAINTIFF: JACKSONVILLE POLICE + FIRE PENSION FUND	JURY FEES: N/A
	COUNSEL FOR PLAINTIFF: BRIAN BOSCHKE, ESQ.
DEFENDANT: CHARLES ERGEN, et al	
	COUNSEL FOR DEFENDANT: JEFFREY RUGG, ESQ.
	JOSHUA REISMAN, ESQ.

COURT'S EXHIBITS	Date Offered	Objection	Date Admitted
1) DOCUMENT PROFFERED AS "27" *SEALED*	_____	_____	10-31-13
2) DOCUMENTS IDENTIFIED AS: 72-74; 134-25; 149-151; 357-358; 419-420; 434-435; 439-441; 447; 450; 451; 452; 453; 456; 457-458; 495-497; 552; 596-597, and 616-617 *SEALED*	_____	_____	10-31-13
3) PLAYER LIST	_____	_____	10-31-13
4) PRIVILEGE LOG	_____	_____	10-31-13

VAULT EXHIBIT FORM

CASE NO: <u>A686775</u>	HEARING DATE: <u>NOV 25 2013</u>
DEPT. NO: <u>XI</u>	JUDGE: <u>ELIZABETH GOFF GONZALEZ</u>
	CLERK: <u>DULCE MARIE ROMEA</u>
	RECORDER: <u>JILL HAWKINS</u>
PLAINTIFF: <u>JACKSONVILLE POLICE & FIRE</u>	JURY FEES: <u>N/A</u>
<u>PENSION FUND</u>	
	COUNSEL FOR PLAINTIFF: <u>BRIAN BOSCHER;</u>
DEFENDANT: <u>CHARLES ERGEN, et al.</u>	<u>MARK LEDOVITCH</u>
	COUNSEL FOR DEFENDANT: <u>JEFFREY RUGG;</u>
	<u>JOSHUA REISMAN; J. STEPHEN PEEK</u>

COURT'S EXHIBITS	Date Offered	Objection	Date Admitted
1. PLAINTIFF'S POWERPOINT PRESENTATION	_____	_____	11-25-13
2. COPY OF TRUSTEE'S OBJECTION	_____	_____	11-25-13
3. FILING FROM LBAG	_____	_____	11-25-13
4. JUDGE CHAPMAN'S DECISION	_____	_____	11-25-13

VAULT EXHIBIT FORM

CASE NO: A686775	HEARING DATE: 1-12-15
DEPT. NO: XI	JUDGE : HON. ELIZABETH GONZALEZ
	CLERK: DULCE ROMEA
	RECORDER: JILL HAWKINS
PLAINTIFF: JACKSONVILLE POLICE AND FIRE PENSION FUND	JURY FEES: N/A
	COUNSEL FOR PLAINTIFF: MARK LEBOVITCH; WILLIAM MILLER; BRIAN BOSCHEE; JEROEN VAN KWAWEGEN; GREGORY DEL GAIZO
DEFENDANT: CHARLES ERGEN	
	COUNSEL FOR DEFENDANT: J. STEPHEN PEEK; C. BARR FLINN; JEFFREY RUGG; BRIAN FRAWLEY; JAMES PISANELLI; BRUCE BRAUN; JOSHUA REISMAN; TARIQ MUNDIYA

COURT'S EXHIBIT

[illegible]

VAULT EXHIBIT FORM

CASE NO: A686775	HEARING DATE: JULY 16, 2015
DEPT. NO: XI	JUDGE : HON. ELIZABETH GONZALEZ
	CLERK: DULCE ROMEA
	RECORDER: JILL HAWKINS
PLAINTIFF: JACKSONVILLE POLICE AND FIRE PENSION FUND	JURY FEES: N/A
	COUNSEL FOR PLAINTIFF: BRIAN BOSCHEE; MARK LEBOVITCH; ADAM HOLLANDER; WILLIAM MILLER; GREGORY DEL GAIZO
DEFENDANT: CHARLES ERGEN, et al	
	COUNSEL FOR DEFENDANT: J. STEPHEN PEEK; ROBERT CASSITY; C. BARR FLINN; JEFFREY RUGG; MAXIMILIEN FETAZ; BRIAN FRAWLEY; TARIQ MUNDIYA; BRUCE BRAUN; JAMES PISANELLI; JOSHUA REISMAN; HOLLY STEIN SOLLLOD

COURT'S EXHIBIT

[illegible]

Certification of Copy

State of Nevada }
County of Clark } SS:

I, Steven D. Grierson, the Clerk of the Court of the Eighth Judicial District Court, Clark County, State of Nevada, does hereby certify that the foregoing is a true, full and correct copy of the hereinafter stated original document(s):

NOTICE OF APPEAL; CASE APPEAL STATEMENT; DISTRICT COURT DOCKET ENTRIES; CIVIL COVER SHEET; FINDINGS OF FACT AND CONCLUSIONS OF LAW REGARDING THE MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED; NOTICE OF ENTRY OF FINDINGS OF FACT AND CONCLUSIONS OF LAW REGARDING THE MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED; DISTRICT COURT MINUTES; EXHIBITS LIST

IN RE DISH NETWORK DERIVATIVE
LITIGATION,

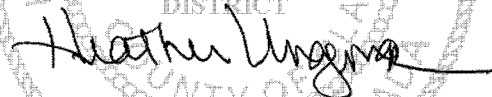
Case No: A686775
*Consolidated with A688862 &
A693887*

Dept No: XI

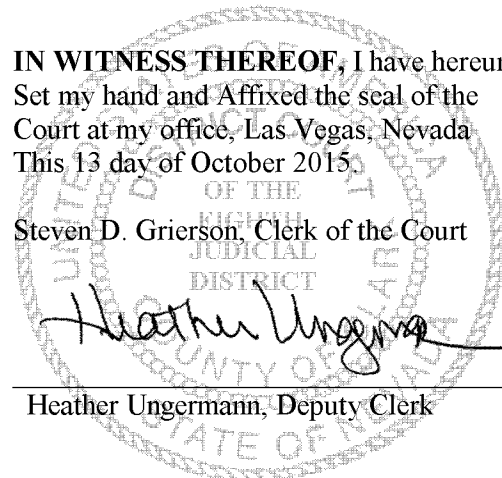
now on file and of record in this office.

IN WITNESS THEREOF, I have hereunto
Set my hand and Affixed the seal of the
Court at my office, Las Vegas, Nevada
This 13 day of October 2015.

Steven D. Grierson, Clerk of the Court



Heather Ungermann, Deputy Clerk



DATE	INVOICE NUMBER	MEMO	BALANCE
10/09/2015	JAS/10092015	250.00 JAS / 7003.1 - Supreme Court fees re Appeal (Jacksonville/Dish Network)	
CHECK DATE	CHECK NUMBER		
10/09/2015	000025177	TOTAL	250.00

THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND ON WHITE PAPER



McDONALD-CARANO-WILSON

2300 W. SAHARA AVENUE, #1000
LAS VEGAS, NEVADA 89102
(702) 873-4100



NEVADA STATE BANK
1 West Liberty Street
Reno, Nevada 89501

94-77/1224

25177

PAY: Two Hundred Fifty and 00/100 Dollars

NUMBER

000025177

DATE

10/09/2015

AMOUNT

*****250.00

TO THE
ORDER
OF

Nevada Supreme Court

A-13-686775-B

2 SIGNATURES REQUIRED IF OVER \$2500.00

MP

PUB RED IMAGE

FADES WITH HEAT















SECURITY FEATURES INCLUDED. DETAILS ON BACK.



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









DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

12/04/2014	 Supplemental Filed by: Defendant Dish Network Corporation <i>Supplemental Brief Regarding Motion to Redact the Special Litigation Committee's Report and to Seal Certain Exhibits Thereto</i>
12/05/2014	 Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 12/05/2014, 01/12/2015 <i>The Special Litigation Committee of Nominal Defendant Dish Network Corporations' Motion to Redact the Special Litigation Committee's Report and to Seal Certain Exhibits Thereto</i>
12/08/2014	 Ex Parte Application Party: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Ex Parte Application For Leave To Exceed Page Limit For Its Opposition To The SLC's Motion To Defer to the SLC's Determination That The Claims Should Be Diosmised</i>
12/08/2014	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order</i>
12/08/2014	 Order Granting Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Motion to Associate Counsel</i>
12/09/2014	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order</i>
12/09/2014	 Order Granting Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Plaintiff's Ex Parte Application for Leave to Exceed Page Limit for its Opposition to the SLC's Motion to Defer to the SLC's Determination that the Claims Should be Dismissed.</i>
12/10/2014	 Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Notice of Motion and Motion to Redact its Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed</i>
12/10/2014	 Opposition to Motion Filed By: Defendant Dish Network Corporation <i>Plaintiff's Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed</i>
12/11/2014	 Notice of Entry of Stipulation and Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Stipulation and Order</i>
12/11/2014	 Substitution of Attorney Filed by: Defendant Cullen, Thomas A <i>Substitution of Counsel</i>
12/11/2014	 Stipulation and Order Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Stipulation and Order Regarding Amended Briefing Schedule and Hearing on the SLC's</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

	<i>Motion</i>
12/15/2014	 Supplemental Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Supplemental Authority to Plaintiff's Opposition to The SLC's Motion to Defer to Its Determination That The Claims Should be Dismissed</i>
12/22/2014	 Motion to Associate Counsel Filed By: Defendant Cullen, Thomas A <i>Motion to Associate Zachary A. Madonna, Esq.</i>
01/05/2015	 Reply Filed by: Defendant Dish Network Corporation <i>Reply In Support of the Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
01/05/2015	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix of Exhibits Referenced in Reply In Support of the Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
01/06/2015	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix of Exhibits Referenced in Reply In Support of the Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
01/08/2015	 Notice of Bankruptcy Filed By: Defendant Dish Network Corporation <i>Notice of Filing in the Lightsquared Bankruptcy</i>
01/12/2015	Hearing (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
01/12/2015	Motion to Dismiss (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 01/12/2015, 07/16/2015 Events: 08/29/2014 Motion to Dismiss <i>The Special Litigation Committee's Motion To Dismiss For Failure To Plead Demand Futility</i>
01/12/2015	Motion to Dismiss (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 01/12/2015, 07/16/2015 Events: 08/29/2014 Motion to Dismiss <i>Defendant Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund</i>
01/12/2015	Motion to Dismiss (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 01/12/2015, 07/16/2015 <i>The Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
01/12/2015	Motion to Seal/Redact Records (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff's Notice of Motion and Motion to Redact its Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed</i>
01/12/2015	Motion to Dismiss (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 01/12/2015, 07/16/2015 <i>The Special Litigation Committee's Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
01/12/2015	Motion to Dismiss (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 01/12/2015, 07/16/2015 <i>Director Defendants' Motion to Dismiss the Second Amended Complaint</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

01/12/2015	 All Pending Motions (10:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
01/16/2015	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report Regarding Motion to Redact The Special Litigation Committee's Report and to Seal Certain Exhibits Thereto</i>
01/16/2015	 Transcript of Proceedings <i>Transcript pf Proceedings Hearing on Motions January 12, 2015 (unsealed per minute order 04/07/15)</i>
01/20/2015	 Order Granting Motion Filed By: Defendant Dish Network Corporation <i>Order Granting Plaintiff's Motion to Redact its Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed</i>
01/21/2015	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order</i>
01/23/2015	 Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Defendants Thomas A. Cullen, Kyle J. Kiser and R. Stanton Dodge's Motion to Associate Zachary A. Madonia, Esq.</i>
01/26/2015	 Notice Filed By: Defendant Dish Network Corporation <i>Notice of Submission of Proposed Order Regarding Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
01/30/2015	 Notice Filed By: Defendant Dish Network Corporation <i>Notice of Filing Redacted Report of the Special Litigation Committee of Dish Network Corporation</i>
02/03/2015	 Order Granting Motion Filed By: Defendant Cullen, Thomas A <i>Order Granting Motion to Associate Zachary Madonia as Counsel</i>
02/03/2015	 Notice of Entry of Order Filed By: Defendant Cullen, Thomas A <i>Notice of Entry of Order Granting Motion to Associate</i>
02/13/2015	 Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Unseal Transcript of the January 12, 2015 Hearing</i>
02/19/2015	 Order Filed By: Defendant Dish Network Corporation <i>Order Regarding Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
02/19/2015	 Motion to Associate Counsel Filed By: Defendant Dish Network Corporation

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Motion to Associate Counsel (Emily V. Burton)

02/20/2015



Notice of Entry of Order

Filed By: Defendant Dish Network Corporation

Notice of Entry of Order Regarding Motion to Defer to The SLC's Determination that the Claims Should Be Dismissed

03/05/2015



Status Report

Filed By: Defendant Defranco, James

Defendants' and SLC's Joint Status Report

03/06/2015



Status Check (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

03/06/2015, 04/17/2015

Status Check: Supplemental Filings

03/06/2015



Status Report

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund

Status Report

03/06/2015



Appendix

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund

Appendix of Exhibits to Plaintiff's Status Report

03/20/2015

Motion (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

03/20/2015, 04/07/2015

Plaintiff Jacksonville Police & Fire Pension Fund's Motion to Unseal Transcript of the January 12, 2015 Hearing

03/20/2015

Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

Motion to Associate Counsel (Emily V. Burton)

03/20/2015



All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

03/24/2015



Minute Order (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)

Minute Order Setting Status Check

03/27/2015



Order Granting Motion

Filed By: Defendant Dish Network Corporation

Order Granting Motion to Associate Emily V. Burton as Counsel

03/30/2015



Stipulation and Order

Filed by: Defendant Dish Network Corporation

Stipulation and Protective Order

03/30/2015



Notice of Entry of Order

Filed By: Defendant Dish Network Corporation

Notice of Entry of Order Granting Motion to Associate Emily V. Burton As Counsel

04/01/2015



Notice of Entry of Order

Filed By: Defendant Dish Network Corporation

Notice of Entry of Stipulation and Protective Order

04/03/2015















Status Report

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund

Status Report

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

04/06/2015	 Response Filed by: Defendant Ergen, Charles W. <i>Ergen Defendants' Response to Plaintiff's Status Report</i>
04/06/2015	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report</i>
04/07/2015	 Stipulation and Order Filed by: Defendant Dish Network Corporation <i>Stipulation and Scheduling Order</i>
04/07/2015	Status Check (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
04/07/2015	 All Pending Motions (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
04/08/2015	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Stipulation and Scheduling Order</i>
06/11/2015	 Ex Parte Application Party: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Ex Parte Application for Leave to Exceed Page Limit for its Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed</i>
06/16/2015	 Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Notice of Motion and Motion to Seal Motion to Compel Production</i>
06/16/2015	 Order Granting Filed By: Defendant Dish Network Corporation <i>Order Granting Plaintiff's Ex Parte Application for Leave to Exceed Page Limit for its Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed</i>
06/16/2015	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Compel Production</i>
06/17/2015	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order</i>
06/17/2015	 Certificate of Service Filed by: Defendant Dish Network Corporation <i>Certificate of Service</i>
06/18/2015	 Notice of Withdrawal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Withdrawal of Plaintiff's Motion to Seal Motion to Compel Production and its Motion to Compel Production</i>
06/18/2015	

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B



Motion

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Plaintiff's Notice of Motion and Motion to Seal Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed and Appendix of Exhibits to Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed

06/18/2015



Filed Under Seal

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Appendix of Exhibits to Plaintiff's Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination that the Claims should be Dismissed

06/18/2015



Filed Under Seal

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Supplemental Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed

06/29/2015



Ex Parte

Filed By: Defendant Dish Network Corporation
Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Supplemental Reply in Support of Its Motion to Defer

06/30/2015



Order Granting

Filed By: Defendant Dish Network Corporation
Order Granting Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Supplemental Reply in Support of Its Motion to Defer

07/01/2015



Notice of Entry of Order

Filed By: Defendant Dish Network Corporation
Notice of Entry of Order Granting Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Supplemental Reply in Support of Its Motion to Defer

07/02/2015



Motion

Filed By: Defendant Dish Network Corporation
Plaintiff's Notice of Motion and Motion to Redact its Supplemental Opposition to the SLC'S Motion to Defer to the SLC's Determination that the Claims Should be Dismissed

07/02/2015



Appendix

Filed By: Defendant Dish Network Corporation
Appendix of Exhibits to Supplemental Reply in Support of the Motion to Defer to the SCL's Determination that the Claims Should be Dismissed

07/02/2015



Appendix

Filed By: Defendant Dish Network Corporation
Appendix of SLC Report Exhibits Referenced in Supplemental Reply in Support of the Motion to Defer to the SCL's Determination That the Claims Should Be Dismissed

07/02/2015



Motion to Seal/Redact Records

Filed By: Defendant Dish Network Corporation
The Special Litigation Committee's Motion to Seal Supplemental Reply in Support of Its Motion to Defer and Certain Exhibits Thereto

07/02/2015



Filed Under Seal

Filed By: Defendant Dish Network Corporation
Supplemental Reply in Support of the Motion to Defer to the SLC's Determination that the CLaims Should be DIsmissed

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

07/02/2015	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Appendix of Exhibits to Supplemental Reply in Support of the Motion to Defer to the SLC's Determination That the Claims Should be Dismissed</i>
07/02/2015	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Appendix of SLC Report Exhibits References in Supplemental Reply in Support of the Motion to Defer to the SLC's Determination that the Claims Should be Dismissed</i>
07/06/2015	 Supplemental Filed by: Defendant Dish Network Corporation <i>Redacted Supplemental Redacted Supplemental Opposition to the SLC's Motion to Defer to its Determination that the Claims Should be Dismissed</i>
07/07/2015	 Certificate of Service Filed by: Defendant Dish Network Corporation <i>Certificate of Service</i>
07/09/2015	 Reply in Support Filed By: Defendant Dish Network Corporation <i>Supplemental Reply in Support of the Motion to Defer to the SLC's Determination That the Claims Should be Dismissed</i>
07/16/2015	 All Pending Motions (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
07/17/2015	 Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 07/17/2015, 08/14/2015 <i>Plaintiff's Motion to Seal Motion to Compel Production</i>
07/17/2015	 Reporters Transcript <i>Transcript of Proceedings: Hearing on Motions</i>
07/24/2015	 Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 07/24/2015, 08/07/2015, 08/21/2015 <i>Plaintiff's Motion to Seal Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed and Appendix of Exhibits to Supplemental Opposition to the SLC's Motion to Defer to the SLC's Determination That the Claims Should be Dismissed</i>
07/31/2015	 Supplemental Filed by: Defendant Dish Network Corporation <i>Supplement to the Special Litigation Committee's Motion to Seal Supplemental Reply in Support of its Motion to Defer and Certain Exhibits Thereto</i>
08/07/2015	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 08/07/2015, 08/21/2015 <i>The Special Litigation Committee's Motion to Seal Supplemental Reply in Support of Its Motion to Defer and Certain Exhibits Thereto</i>
08/07/2015	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 08/07/2015, 08/21/2015 <i>Plaintiff's Motion to Redact its Supplemental Opposition to the SLC'S Motion to Defer to the SLC's Determination that the Claims Should be Dismissed</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

08/07/2015	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
08/14/2015	 Supplemental Filed by: Defendant Dish Network Corporation <i>The Special Litigation Committee's Supplement to Plaintiff's Motion to Seal Motion to Compel Production</i>
08/20/2015	 Supplemental Filed by: Defendant Dish Network Corporation <i>The Special Litigation Committee's Supplement to (1) Plaintiff's Motion to Seal Supplemental Opposition to the SLC's Motion to Defer and Exhibits Thereto and (2) the Special Litigation Committee's Motion to Seal Supplemental Reply in Support of Its Motion to Defer and Certain Exhibits Thereto</i>
08/20/2015	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix to the Special Litigation Committee's Supplement to (1) Plaintiff's Motion to Seal Supplemental Opposition to the SLC's Motion to Defer and Exhibits Thereto and (2) the Special Litigation Committee's Motion to Seal Supplemental Reply in Support of Its Motion to Defer and Certain Exhibits Thereto</i>
08/21/2015	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
08/21/2015	 Supplement Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Supplement to Plaintiff's Motion to Seal Supplemental Opposition to the SLC's Motion to Defer and Exhibits thereto, and the SLC's Motion to Seal Supplemental Reply in Support of Its Motion to Defer and Certain Exhibits Thereto</i>
09/14/2015	 Notice Filed By: Defendant Dish Network Corporation <i>The Special Litigation Committee's Notice of Submission of Proposed Findings of Fact and Conclusions of Law Regarding the Motion to Defer to the SLC's Determination that the Claims should be Dismissed</i>
09/18/2015	 Findings of Fact, Conclusions of Law and Judgment Filed by: Defendant Dish Network Corporation <i>Findings of Fact and Conclusions of Law Regarding The Motion to Defer to the SLC's Determination That The Claims Should Be Dismissed</i>
09/18/2015	Order of Dismissal With Prejudice (Judicial Officer: Gonzalez, Elizabeth) Debtors: Jacksonville Police and Fire Pension Fund (Plaintiff) Creditors: Charles W. Ergen (Defendant), Joseph P Clayton (Defendant), James Defranco (Defendant), Cante M Ergen (Defendant), David K Moskowitz (Defendant), Tom A Ortolf (Defendant), Carl E Vogel (Defendant), Dish Network Corporation (Defendant), Thomas A Cullen (Defendant), Kyle J Kiser (Defendant), R Stanton Dodge (Defendant) Judgment: 09/18/2015, Docketed: 09/25/2015
10/02/2015	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Findings of Fact and Conclusions of Law Regarding the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed</i>
10/12/2015	 Notice of Appeal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Appeal</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

10/12/2015



Case Appeal Statement

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Case Appeal Statement

DATE	FINANCIAL INFORMATION
	<p>Defendant Goodbarn, Steven R</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Clayton, Joseph P</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Cullen, Thomas A</p> <p>Total Charges 1,483.00</p> <p>Total Payments and Credits 1,483.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Defranco, James</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Dish Network Corporation</p> <p>Total Charges 1,836.50</p> <p>Total Payments and Credits 1,836.50</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Dodge, R Stanton</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Ergen, Cantey M</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Ergen, Charles W.</p> <p>Total Charges 1,486.50</p> <p>Total Payments and Credits 1,486.50</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Kiser, Kyle J</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Moskowitz, David K</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Ortolf, Tom A</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p> <p>Balance Due as of 10/13/2015 0.00</p> <p>Defendant Vogel, Carl E</p> <p>Total Charges 30.00</p> <p>Total Payments and Credits 30.00</p>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Balance Due as of 10/13/2015	0.00
Plaintiff Jacksonville Police and Fire Pension Fund	
Total Charges	1,637.50
Total Payments and Credits	1,637.50
Balance Due as of 10/13/2015	0.00
Plaintiff Jacksonville Police and Fire Pension Fund	
Injunction Balance as of 10/13/2015	1,000.00
Plaintiff Jacksonville Police and Fire Pension Fund	
Appeal Bond Balance as of 10/13/2015	500.00

CIVIL COVER SHEET

County, Nevada

XXIX

Case No. _____

(Assigned by Clerk's Office)

I. Party Information

Plaintiff(s) (name/address/phone):

Jacksonville Police and Fire Pension Fund, Dish Network Corporation

Defendant(s) (name/address/phone):

Charles W. Ergen, Joseph P. Clayton, James DeFranco, Cantey M. Ergen, Steven R. Goodbarn, David K. Moskowitz, Tom A. Ortolf, and Carl E. Vogel,

Attorney (name/address/phone):

Brian W. Boschee, Esq. 400 S. 4th Street, Third Floor, LV NV 89101
(702) 791-0308

Attorney (name/address/phone):

II. Nature of Controversy (Please check applicable bold category and applicable subcategory, if appropriate)☐ **Arbitration Requested****Civil Cases**

Real Property	Negligence	Torts
<input type="checkbox"/> Landlord/Tenant <input type="checkbox"/> Unlawful Detainer <input type="checkbox"/> Title to Property <input type="checkbox"/> Foreclosure <input type="checkbox"/> Liens <input type="checkbox"/> Quiet Title <input type="checkbox"/> Specific Performance <input type="checkbox"/> Condemnation/Eminent Domain <input type="checkbox"/> Other Real Property <input type="checkbox"/> Partition <input type="checkbox"/> Planning/Zoning	<input type="checkbox"/> Negligence - Auto <input type="checkbox"/> Negligence - Medical/Dental <input type="checkbox"/> Negligence - Premises Liability (Slip/Fall) <input type="checkbox"/> Negligence - Other	<input type="checkbox"/> Product Liability <input type="checkbox"/> Product Liability/Motor Vehicle <input type="checkbox"/> Other Torts/Product Liability <input type="checkbox"/> Intentional Misconduct <input type="checkbox"/> Torts/Defamation (Libel/Slander) <input type="checkbox"/> Interfere with Contract Rights <input type="checkbox"/> Employment Torts (Wrongful termination) <input type="checkbox"/> Other Torts <input type="checkbox"/> Anti-trust <input type="checkbox"/> Fraud/Misrepresentation <input type="checkbox"/> Insurance <input type="checkbox"/> Legal Tort <input type="checkbox"/> Unfair Competition

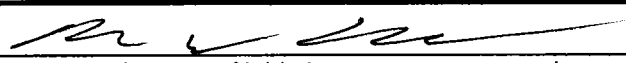
Probate	Other Civil Filing Types
<input type="checkbox"/> Summary Administration <input type="checkbox"/> General Administration <input type="checkbox"/> Special Administration <input type="checkbox"/> Set Aside Estates <input type="checkbox"/> Trust/Conservatorships <input type="checkbox"/> Individual Trustee <input type="checkbox"/> Corporate Trustee <input type="checkbox"/> Other Probate	<input type="checkbox"/> Construction Defect <input type="checkbox"/> Chapter 40 <input type="checkbox"/> General <input type="checkbox"/> Breach of Contract <input type="checkbox"/> Building & Construction <input type="checkbox"/> Insurance Carrier <input type="checkbox"/> Commercial Instrument <input type="checkbox"/> Other Contracts/Acct/Judgment <input type="checkbox"/> Collection of Actions <input type="checkbox"/> Employment Contract <input type="checkbox"/> Guarantee <input type="checkbox"/> Sale Contract <input type="checkbox"/> Uniform Commercial Code <input type="checkbox"/> Civil Petition for Judicial Review <input type="checkbox"/> Other Administrative Law <input type="checkbox"/> Department of Motor Vehicles <input type="checkbox"/> Worker's Compensation Appeal <input type="checkbox"/> Appeal from Lower Court (also check applicable civil case box) <input type="checkbox"/> Transfer from Justice Court <input type="checkbox"/> Justice Court Civil Appeal <input type="checkbox"/> Civil Writ <input type="checkbox"/> Other Special Proceeding <input checked="" type="checkbox"/> Other Civil Filing <input type="checkbox"/> Compromise of Minor's Claim <input type="checkbox"/> Conversion of Property <input type="checkbox"/> Damage to Property <input type="checkbox"/> Employment Security <input type="checkbox"/> Enforcement of Judgment <input type="checkbox"/> Foreign Judgment - Civil <input type="checkbox"/> Other Personal Property <input type="checkbox"/> Recovery of Property <input checked="" type="checkbox"/> Stockholder Suit <input type="checkbox"/> Other Civil Matters

III. Business Court Requested (Please check applicable category; for Clark or Washoe Counties only.)

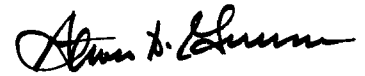
- | | | |
|---|---|---|
| <input type="checkbox"/> NRS Chapters 78-88 | <input type="checkbox"/> Investments (NRS 104 Art. 8) | <input type="checkbox"/> Enhanced Case Mgmt/Business |
| <input type="checkbox"/> Commodities (NRS 90) | <input type="checkbox"/> Deceptive Trade Practices NRS 598) | <input type="checkbox"/> Other Business Court Matters |
| <input type="checkbox"/> Securities (NRS 90) | <input type="checkbox"/> Trademarks (NRS 600A) | |

8/9/13

Date



Signature of initiating party or representative



CLERK OF THE COURT

FFCL

J. Stephen Peek
Nevada Bar No. 1758
Robert J. Cassity
Nevada Bar No. 9779
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David C. McBride (*pro hac vice*)

Robert S. Brady (*pro hac vice*)

C. Barr Flinn (*pro hac vice*)

Emily V. Burton (*pro hac vice*)

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*Attorneys for the Special Litigation Committee
of DISH Network Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No. A-13-686775-B
Dept. No. XI

Consolidated with A688882

**FINDINGS OF FACT AND
CONCLUSIONS OF LAW REGARDING
THE MOTION TO DEFER TO THE
SLC'S DETERMINATION THAT THE
CLAIMS SHOULD BE DISMISSED**

This matter came before the Court for hearing on the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer") on January 12, 2015 at 8:00 a.m. During oral argument, Plaintiff Jacksonville Police and Fire Pension Fund

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

1 (“Plaintiff” or “Jacksonville”) presented a motion and affidavit pursuant to Nevada Rule 56(f)
2 requesting certain discovery. The Court granted Plaintiff discovery regarding the independence
3 of the Special Litigation Committee of DISH Network Corporation (the “SLC”) and the
4 thoroughness of its investigation. The Court also scheduled supplemental briefing following
5 discovery and supplemental oral argument.

6 After Plaintiff completed its requested discovery, it filed a Supplemental Opposition to
7 the Motion to Defer and the SLC filed a Supplemental Reply in support of the Motion to Defer.
8 On July 16, 2015 at 8:00 a.m., the Court entertained supplemental oral argument on the SLC’s
9 Motion to Defer. Plaintiff appeared by and through its counsel of record, Brian W. Boschee,
10 Esq. and William N. Miller, Esq. of Cotton, Driggs, Walch, Holley, Woloson & Thompson,
11 Mark Lebovitch, Esq. and Adam Hollander, Esq. of Bernstein Litowitz Berger & Grossman LLP,
12 and Gregory Eric Del Gaizo, Esq. of Robbins Arroyo LLP; Defendants James DeFranco, David
13 K. Moskowitz, and Carl E. Vogel (together the “Director Defendants”) appeared by and through
14 their counsel of record Jeffrey S. Rugg, Esq. and Maximilien D. Fetaz, Esq. of Brownstein Hyatt
15 Farber Schreck, LLP and Brian T. Frawley, Esq. of Sullivan & Cromwell LLP; Defendants
16 Charles W. Ergen and Cantey M. Ergen (together the “Ergen Defendants” or the “Ergens”)
17 appeared by and through their counsel of record Joshua H. Reisman, Esq. of Reisman Sorokac
18 and Tariq Mundiya, Esq. of Willkie Farr & Gallagher LLP; Defendants R. Stanton Dodge,
19 Thomas A. Cullen, and Jason Kiser (together the “Officer Defendants”) appeared by and through
20 their counsel of record James J. Pisanelli, Esq. of Pisanelli Bice PLLC and Bruce Braun, Esq. of
21 Sidley Austin LLP; and the SLC, consisting of Charles M. Lillis, George R. Brokaw, and Tom
22 A. Ortolf, appeared by and through its counsel of record J. Stephen Peek, Esq., Holly Stein
23 Sollod, Esq., telephonically, and Robert J. Cassity, Esq. of Holland & Hart LLP and C. Barr
24 Flinn, Esq. and Emily V. Burton, Esq. of Young, Conaway, Stargatt & Taylor, LLP.

25 The Court, having reviewed and considered the pleadings and briefing submitted by the
26 parties and the evidence attached thereto or introduced during hearings with respect to the SLC’s
27 Motion to Dismiss for Failure to Plead Demand Futility, the Director Defendants’ Motion to
28 Dismiss the Second Amended Complaint, the Officer Defendants’ Motion to Dismiss the Second

1 Amended Complaint, Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss
2 the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund, and
3 the SLC's Motion to Defer and having reviewed and considered the Report of the Special
4 Litigation Committee of DISH Network Corporation, dated October 24, 2014 (the "SLC
5 Report") and the arguments of counsel with respect to the SLC's Motion to Defer, makes the
6 following findings of fact and conclusions of law.

7 **FINDINGS OF FACT**

8 1. Through this action, Plaintiff seeks to assert, derivatively on behalf of DISH
9 Network Corporation ("DISH" or the "Company"), certain claims arising from, among other
10 things, (a) purchases by the Chairman of DISH's Board of Directors, Charles W. Ergen
11 ("Ergen"), through SP Special Opportunities, LLC ("SPSO"), of secured debt of LightSquared
12 L.P. ("LightSquared") in 2012 and 2013, (b) the termination of the special transaction committee
13 (the "STC") established by the DISH Board of Directors (the "Board") to consider a bid for
14 wireless spectrum and related assets of LightSquared (the "LightSquared Assets"), (c) the
15 subsequent bid by DISH (the "DISH Bid") for the LightSquared Assets, (d) the withdrawal of the
16 DISH Bid in early 2014, and (e) the establishment of the SLC.

17 **I. General Background**

18 2. DISH is a Nevada corporation in good standing.

19 3. The Ergens, along with James DeFranco ("DeFranco"), founded DISH in 1980.
20 During the time addressed by Plaintiff's claims, Ergen served as the Chairman of DISH's Board.
21 He and certain family trusts control more than 50% of the Company's outstanding equity and
22 90% of DISH's voting power. DISH's filings with the United States Securities and Exchange
23 Commission describe DISH as a "controlled company" within the meaning of the NASDAQ
24 Marketplace Rules.

25 **II. Ergen's Purchases of Secured Debt and the DISH Bid**

26 4. On May 14, 2012, LightSquared and various of its affiliates filed for bankruptcy
27 protection (the "LightSquared Bankruptcy").
28

1 5. Certain secured debt issued by LightSquared (the “Secured Debt”) is governed by
2 a credit agreement (the “Credit Agreement”). Among other things, the Credit Agreement limits
3 the entities that may acquire the Secured Debt. As found by the Court overseeing the
4 LightSquared Bankruptcy (the “LightSquared Bankruptcy Court”), “each of DISH and [EchoStar
5 Corporation (“EchoStar”)] is a ‘Disqualified Company’ under the Credit Agreement, and thus
6 neither can be an ‘Eligible Assignee’ [of Secured Debt].” Memorandum Decision Granting
7 Motions to Dismiss Complaint at 5, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc.
8 No. 13-1390 (SCC) (Bankr. S.D.N.Y. Nov. 21, 2013) (Adversary Docket No. 68) (Nov. 21, 2013
9 decision at 5). Under the LightSquared Bankruptcy Court ruling, DISH was not permitted to
10 acquire the LightSquared Secured Debt directly under the Credit Agreement.

11 6. Between the spring of 2012 and May 2013, Ergen, through SPSO, an entity that
12 he owns and controls, agreed to acquire approximately \$1 billion of Secured Debt at prices
13 discounted from face value. One of Ergen’s purchases of Secured Debt was prevented from
14 closing. As a result, Ergen ultimately acquired approximately \$850 million in face amount of
15 Secured Debt, for a total purchase price of approximately \$690 million, using funds provided
16 from Ergen’s personal assets.

17 7. On May 2, 2013, Ergen informed the DISH Board about the potential future
18 availability of the LightSquared Assets for purchase through the LightSquared Bankruptcy and
19 invited the DISH Board to consider whether DISH was interested in pursuing an acquisition of
20 the LightSquared Assets. At that time, Ergen also affirmatively told the Board that he owned a
21 substantial stake in LightSquared Secured Debt, and he recused himself from the Board’s further
22 consideration of whether DISH should pursue the LightSquared opportunity. Ergen also
23 informed EchoStar, a separate publicly traded Nevada corporation controlled by Ergen, of the
24 LightSquared opportunity.

25 8. On May 8, 2013, at a meeting of the DISH Board held without the Ergens, the
26 Board formed the STC, a committee of directors who were independent of Ergen and EchoStar,
27 to consider a possible transaction between DISH and LightSquared. The STC consisted of Gary
28

1 S. Howard (“Howard”) and Steven R. Goodbarn (“Goodbarn”). The STC thereafter retained
2 independent counsel and financial advisors.

3 9. On May 15, 2013, Ergen personally bid \$2 billion for the LightSquared Assets.
4 Approximately two weeks later, on May 28, 2013, Ergen created an entity called L-Band
5 Acquisition LLC (“LBAC”). LBAC, under Ergen’s ownership and control, became the bidder
6 for the LightSquared Assets. This bid (the “LBAC Bid” or “LBAC’s Bid”)¹ was not subject to a
7 due diligence out or to FCC approval. The LBAC Bid specifically noted that the buyer under the
8 bid would be “owned by one or more of Charles Ergen, affiliated companies and/or other third
9 parties.” Letter from Rachel Strickland to LightSquared LP (May 15, 2013) (attaching
10 LightSquared Summary of Principal Terms of Proposed Sale Transaction, at 1) (SLC Report Ex.
11 337).

12 10. On or about May 22, 2013, after learning of the formation of the STC, Ergen
13 informed the STC of the LBAC Bid. Ergen offered to permit DISH to acquire LBAC or assume
14 the LBAC Bid, if DISH chose to do so.

15 11. In connection with the LBAC Bid, during July of 2013, counsel for LBAC and
16 Ergen began negotiating various documents related to the LBAC Bid with representatives of a
17 group of LightSquared secured creditors (the “Ad Hoc Secured Group”). These documents
18 included a joint plan for the reorganization of LightSquared (the “Ad Hoc Secured Group Plan”).
19 The Ad Hoc Secured Group Plan provided for an auction of the LightSquared Assets, and
20 provided for LBAC to act as a so-called “stalking horse” bidder, such that the LBAC Bid would
21 be qualified to serve as the initial bid subject to higher offers from other bidders, and subject to
22 various negotiated rights protecting LBAC’s Bid.

23 12. Counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated a plan
24 support agreement (the “PSA”), which set forth the terms and conditions upon which the parties
25 would support the Ad Hoc Secured Group Plan after it was filed in the LightSquared
26 Bankruptcy. The PSA included a timeline for milestones towards Plan confirmation. If these

27
28 ¹ Although LBAC did not exist when Ergen initially submitted his personal bid, that bid, which
LBAC was formed to consummate, is referred to herein consistently as the LBAC Bid.

1 milestones were not met by the timeline set forth in the PSA, the parties to the PSA had the right
2 to withdraw their support for the Ad Hoc Secured Group Plan.

3 13. Finally, counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated
4 a proposed form of draft asset purchase agreement (the “APA”) between LightSquared and
5 LBAC governing the sale by LightSquared to LBAC of the LightSquared Assets, the final terms
6 of which would be subject to further negotiation and agreement between LightSquared and
7 LBAC. The draft form of APA included a footnote (the “Release Footnote”) indicating that a
8 broad release (the “Release”) would be included in the agreement and would cover the purchaser
9 and its affiliates. If LBAC acquired the LightSquared Assets pursuant to the APA, the Release
10 would, among other things, release any claims that LightSquared had against LBAC and its
11 affiliates, including, among others, Ergen, DISH, and SPSO.

12 14. Counsel for DISH and the STC were provided with advance copies of, reviewed,
13 and commented on drafts of the Ad Hoc Secured Group Plan, the PSA, and the APA, although
14 the STC had not then determined whether DISH should acquire LBAC from Ergen or pursue an
15 acquisition of the LightSquared Assets.

16 15. On July 17, 2013, while negotiation of the Ad Hoc Secured Group Plan, the PSA,
17 and the APA remained ongoing, the Ad Hoc Secured Group sent a letter to LBAC’s counsel
18 asking LBAC to increase the cash component of the LBAC Bid in order to obtain the Ad Hoc
19 Secured Group’s support for the LBAC Bid.

20 16. On July 21, 2013, after receipt of a fairness opinion from its financial advisor and
21 advice of its counsel, the STC determined that a bid by DISH for the LightSquared Assets in an
22 amount up to \$2.4 billion was in the best interests of DISH.

23 17. At a Board meeting on July 21, 2013, without the Ergen Defendants present, the
24 STC recommended to the Board that DISH bid up to \$2.4 billion to acquire the LightSquared
25 Assets on terms consistent with the draft APA. The STC further recommended that, if such bid
26 were made through LBAC, DISH acquire LBAC from Ergen for a nominal fee and assume only
27 LBAC’s counsel fees associated with preparation of a bid for the LightSquared Assets. The
28 DISH Board, among other things, resolved to accept the STC’s recommendation. The DISH

1 Board authorized DISH to acquire LBAC for a nominal payment, and to submit the DISH Bid
2 for the LightSquared Assets, at a price of up to \$2.4 billion, on terms substantially consistent
3 with the terms set forth in the draft APA.

4 18. Further, at the same July 21, 2013 meeting, the DISH Board resolved to dissolve
5 the STC, but reserved the right to reinstate the STC or another committee should the
6 circumstances warrant. With the exception of STC members Howard and Goodbarn, all
7 members of the Board present at the meeting voted in favor of terminating the STC. Howard and
8 Goodbarn, the members of the STC, abstained.

9 19. On July 22, 2013, Ergen and DISH entered into a purchase and sale agreement
10 under which Ergen sold all of the units in LBAC to DISH for nominal consideration, consistent
11 with the STC's recommendation.

12 20. Contemporaneously, LBAC completed negotiations with the Ad Hoc Secured
13 Group with respect to the Ad Hoc Secured Group Plan, a draft APA supported by the Ad Hoc
14 Secured Group, and the PSA. Among other things, these documents memorialized the DISH
15 Bid, made through LBAC, of \$2.22 billion for the LightSquared Assets, which did not include a
16 due diligence out and was not conditioned upon FCC approval. The DISH Bid was increased to
17 \$2.22 billion, from the \$2 billion LBAC Bid, based on the Ad Hoc Secured Group's July 17
18 letter.

19 21. On July 23, 2013, the Ad Hoc Secured Group and SPSO filed the Ad Hoc
20 Secured Group Plan in the LightSquared Bankruptcy.

21 22. LBAC and SPSO also entered into the PSA at or around the time the Ad Hoc
22 Secured Group Plan was filed. Under the PSA, LBAC committed to support the Ad Hoc
23 Secured Group Plan. LBAC was permitted to terminate the PSA and withdraw the bid if the Ad
24 Hoc Secured Group Plan was not consummated in the LightSquared Bankruptcy on or before
25 December 31, 2013.

26 23. On July 24, 2013, the members of the STC sent a letter to the DISH Board
27 outlining various conditions to its approval of the DISH Bid and open matters that it believed
28 should have been addressed by the STC before the committee was terminated by the Board. On

1 July 25, 2013, Howard resigned from the DISH Board, effective July 31, 2015. The issues raised
2 in the July 24 letter from the STC, to the extent not moot, were investigated by the SLC and
3 addressed in the SLC Report.

4 24. On October 1, 2013, the LightSquared Bankruptcy Court entered an agreed order
5 designating LBAC as a stalking horse bidder for the LightSquared Assets under the Ad Hoc
6 Secured Group Plan.

7 **III. The Adversary Proceedings in the LightSquared Bankruptcy**

8 25. On August 6, 2013, LightSquared's controlling shareholder, Harbinger Capital
9 Partners, LLC and various funds under its control (collectively "Harbinger"), initiated an
10 adversary proceeding against DISH, LBAC, Ergen, and others (the "Adversary Proceeding") in
11 the LightSquared Bankruptcy.

12 26. Harbinger alleged that SPSO misrepresented that it was an "Eligible Assignee"
13 under the Credit Agreement when purchasing the Secured Debt. *See* Complaint, *In re*
14 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
15 6, 2013) (Adversary Docket No. 15) ("Harbinger Complaint"). It further alleged that Ergen,
16 DISH, and other entities owned by Ergen "fraudulently infiltrated the senior-most tranche of
17 LightSquared's capital structure, secretly amassing, based on knowing misrepresentations of
18 fact, a position as the single largest holder of [Secured Debt]." *Id.* Harbinger alleged that "the
19 DISH/EchoStar Defendants and Sound Point [then] disrupted Harbinger's efforts to negotiate a
20 plan of reorganization[,] and to obtain exit financing for LightSquared by intentionally
21 prolonging the closing of numerous trades for Secured Debt. *Id.* at ¶¶ 7-8. Finally, Harbinger
22 alleged that DISH was trying to unfairly profit from this misconduct (1) by submitting a bid that
23 undervalued the LightSquared Assets and (2) by having an unfair advantage in any sale of the
24 LightSquared Assets, because, Harbinger contended, Ergen purchased and held the Secured Debt
25 for the benefit of DISH. Harbinger Complaint ¶ 11. Based on this alleged misconduct,
26 Harbinger asserted claims for fraud, tortious interference, and civil conspiracy.

27 27. On August 22, 2013, LightSquared intervened and partially joined in Harbinger's
28 claims in the Adversary Proceeding. *See* LightSquared's Notice of Intervention, *In re*

1 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
2 22, 2013) (Adversary Docket No. 15).

3 28. On September 9, 2013, the defendants named in the Harbinger Complaint moved
4 to dismiss for, among other things, failure to state a claim. Notice of Motion to Dismiss
5 Complaint, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC)
6 (Bankr. S.D.N.Y. Sept. 9, 2013) (Adversary Docket No. 29). On September 30, 2013, Harbinger
7 amended the Harbinger Complaint. The defendants named in the amended Harbinger Complaint
8 also moved to dismiss the Amended Complaint between October 3 and October 5, 2013.

9 29. On October 29, 2013, the LightSquared Bankruptcy Court dismissed the
10 Harbinger Complaint. The LightSquared Bankruptcy Court gave LightSquared leave to re-plead
11 the claims for itself on or before November 15, 2013, but only granted Harbinger “leave to file a
12 Second Amended Complaint in the . . . adversary proceeding, setting forth an objection pursuant
13 to Section 502 of the Bankruptcy Code.” Transcript, at 127-31, *In re LightSquared Inc.*, No. 12-
14 12080-scc, Adv. Proc. No. 13-01390-scc (Bankr. S.D.N.Y. Oct. 29, 2013) (Adversary Docket
15 No. 64).

16 30. On November 15, 2013, the special committee of LightSquared’s board formed to
17 oversee its bankruptcy filed a Status Report in which it announced that it intended to pursue the
18 adversary claims identified in the Harbinger Complaint against DISH, SPSO, and Ergen. The
19 LightSquared special committee noted that pursuing these claims may prevent LightSquared
20 from satisfying the milestones for plan confirmation set forth in the PSA and the Ad Hoc
21 Secured Group Plan.

22 31. LightSquared then brought its own complaint (the “LightSquared Adversary
23 Complaint”) in the Adversary Proceeding against Ergen, DISH, EchoStar, and SPSO. The
24 LightSquared Adversary Complaint raised essentially the same claims as the Harbinger
25 Complaint. LightSquared alleged, among other things, that Ergen’s purchases of Secured Debt
26 were effectively purchases by DISH for DISH’s benefit. LightSquared also alleged that these
27 purchases improved DISH’s ability to acquire the LightSquared Assets by forcing
28 LightSquared’s creditors to support a plan under which DISH would acquire the LightSquared

1 Assets and by deterring any competing bidders. *See* Complaint-in-Intervention ¶¶ 3-6, *In re*
2 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-01390 (SCC) (Bankr. S.D.N.Y. Nov.
3 15, 2013) (Adversary Docket No. 66).

4 **IV. The Jacksonville Action**

5 32. On August 9, 2013, Plaintiff commenced this action by filing its Verified
6 Derivative Complaint (the “Complaint”) in the Eighth Judicial District Court of Nevada, alleging
7 that it was a stockholder of DISH and asserting claims derivatively allegedly on behalf of DISH
8 against DISH Board members Ergen, Joseph P. Clayton (“Clayton”), DeFranco, Cantey M.
9 Ergen (“Cantey Ergen”), Goodbarn, David K. Moskowitz (“Moskowitz”), Ortolf (“Ortolf”), and
10 Carl E. Vogel (“Vogel”). Among other things, the Complaint alleged that (1) Ergen usurped a
11 corporate opportunity belonging to DISH to acquire the Secured Debt, (2) Ergen’s acquisition of
12 the Secured Debt and actions in the LightSquared Bankruptcy risked causing the LightSquared
13 Bankruptcy Court to preclude DISH from participating in any auction for the LightSquared
14 Assets, (3) Ergen breached fiduciary duties owed to DISH by causing DISH to submit the DISH
15 Bid at an inflated price, and (4) Ergen would be unjustly enriched by this misconduct. Plaintiff
16 also alleged in the Complaint that the other defendants breached fiduciary duties by “failing to
17 require Ergen to fully recuse himself from the process resulting in the Board’s purported
18 approval of the [DISH Bid].”

19 33. Shortly thereafter, Plaintiff filed an Ex Parte Motion for Order to Show Cause and
20 Motion to (1) Expedite Discovery and (2) Set a hearing on a proposed Motion for Preliminary
21 Injunction and a Memorandum of Points and Authorities in support thereof. Plaintiff sought a
22 preliminary injunction to prevent “Ergen and his loyalists on the [Board] from interfering with or
23 impairing DISH’s efforts to acquire LightSquared.”

24 34. On September 12, 2013, Plaintiff filed an Amended Verified Derivative
25 Complaint (the “Amended Complaint”). Among other things, the Amended Complaint alleged
26 that (1) the defendants named in the Amended Complaint breached their fiduciary duties to
27 DISH by permitting Ergen to interfere with the DISH Bid for the LightSquared Assets and by
28 permitting Ergen to remain involved in DISH’s efforts to acquire the LightSquared Assets

1 because Ergen's involvement led to an inflated DISH Bid, increased the cost of the DISH Bid,
2 and threatened DISH's ability to pursue the DISH Bid, (2) Ergen usurped DISH's corporate
3 opportunity to acquire the Secured Debt and, in doing so, imperiled DISH's future, allegedly
4 foreseeable, efforts to acquire the LightSquared Assets, and (3) Ergen would be unjustly
5 enriched as a result of this misconduct.

6 35. On September 13, 2013, Plaintiff filed its Motion for Preliminary Injunction.

7 **V. The Formation of the SLC**

8 36. On September 18, 2013, the Board, without the Ergens' participation, formed the
9 SLC, a special litigation committee, to investigate the claims asserted in the Amended Verified
10 Complaint and any amendments thereto and to determine whether it would be in DISH's best
11 interest to pursue the claims asserted in the Amended Complaint and any amendments.

12 37. The resolutions forming the SLC specifically empowered the SLC to:

13 (1) review, investigate and evaluate the claims asserted in the
14 Derivative Litigation; (2) file any and all pleadings and other
15 papers on behalf of the Corporation which the Special Litigation
16 Committee finds necessary or advisable in connection therewith;
17 (3) determine whether it is in the best interests of the Corporation
18 and/or to what extent it is advisable for the Corporation to pursue
19 any or all of the claims asserted in the Derivative Litigation taking
20 into consideration all relevant factors as determined by the Special
21 Litigation Committee; (4) prosecute or dismiss on behalf of the
22 Corporation any claims asserted in the Derivative Litigation; and
(5) direct the Corporation to formulate and file any and all
pleadings and other papers on behalf of the Corporation which the
Special Litigation Committee finds necessary or advisable in
connection therewith, including without limitation, the filing of
other litigation and counterclaims or cross complaints, or motions
to dismiss or stay the proceedings if the Special Litigation
Committee determines that such action is advisable and in the best
interests of the Corporation[.]

23 Status Report, at Ex. A (Oct. 3, 2013) (attaching Resolutions Forming SLC (Sept. 18, 2013)).

24 38. The resolutions forming the SLC also "authorized and empowered" the SLC to
25 "retain and consult with such advisors, consultants and agents, including, without limitation,
26 legal counsel and other experts or consultants, as the Special Litigation Committee deems
27 necessary or advisable to perform such services, reach conclusions or otherwise advise and assist
28 the Special Litigation Committee in connection with carrying out its duties," and to enter into

1 “contracts providing for the retention, compensation, reimbursement of expenses and
2 indemnification of such legal counsel, accountants and other experts or consultants as the Special
3 Litigation Committee deems necessary or advisable[.]” *Id.* The resolutions further directed
4 DISH to “pay, on behalf of the Special Litigation Committee, all fees, expenses and
5 disbursements of such legal counsel, experts and consultants on presentation of statements
6 approved by the Special Litigation Committee[.]” *Id.*

7 39. The SLC initially consisted of George R. Brokaw (“Brokaw”), who joined the
8 Board effective October 7, 2013, and long-standing Board member Ortolf.

9 40. The SLC retained Holland & Hart LLP and Young Conaway Stargatt & Taylor,
10 LLP (“SLC Counsel”) as its attorneys. SLC Counsel are free of conflicts with any parties in this
11 matter and are competent attorneys with experience handling and investigating claims of the type
12 asserted in this litigation and also with respect to complex bankruptcy matters.

13 **VI. Plaintiff’s Motion for Preliminary Injunction**

14 41. On September 23, 2013, at the Court’s direction, Plaintiff made a demand upon
15 the SLC. Among other things, Plaintiff demanded that the SLC take immediate action to obtain
16 the relief that Plaintiff sought in its Motion for Preliminary Injunction.

17 42. On October 3, 2013, the SLC responded to Plaintiff’s demand. The SLC noted
18 that “it t[ook] seriously the claims in the Complaint, would investigate them thoroughly and
19 would decide whether they should be pursued, stayed or dismissed in the best interest of DISH
20 and its stockholders.” Status Report, at 3 (Oct. 3, 2013). The SLC provided an anticipated
21 timeline for its investigation. The SLC refused to take immediate action to obtain the relief
22 sought by Plaintiff’s Motion for Preliminary Injunction because “the SLC [did] not believe that
23 the requested relief, if granted, would serve the best interest of DISH.” Status Report, at 4-5
24 (Oct. 3, 2013).

25 43. On October 4, 2013, this Court granted Plaintiff expedited discovery for purposes
26 of Plaintiff’s Motion for Preliminary Injunction and set the Motion for hearing on November 25,
27 2013.

28

1 44. On October 8, 2013, Plaintiff stipulated to the dismissal of its claims against
2 Goodbarn. This Court granted the dismissal on October 10, 2013.

3 45. Between September 25, 2013 and November 20, 2013, the SLC investigated
4 Jacksonville's assertion that a mandatory injunction should be imposed to require DISH to
5 reconstitute a special transaction committee to control all aspects of the DISH Bid for the
6 LightSquared Assets. In connection with that investigation, the SLC's counsel reviewed over
7 20,000 pages of documents collected from members of the DISH Board, including Ergen,
8 Goodbarn, and Howard, including all documents collected and produced in connection with
9 Plaintiff's Preliminary Injunction Motion, concerning DISH's decision to submit the DISH Bid
10 for the LightSquared Assets, the work of the STC, and Ergen's conflict of interest with respect to
11 DISH's Bid. The SLC interviewed Clayton, DeFranco, Goodbarn, Ergen, Moskowitz, Vogel,
12 and Rachel Strickland ("Strickland"), Andrew Sorkin, and Tariq Mundiya of Willkie Farr &
13 Gallagher LLP about these topics and attended the depositions of Ergen, Ihsan Essaid, Goodbarn,
14 and Howard taken in connection with the Motion for Preliminary Injunction. The SLC also
15 received legal advice concerning a variety of topics, including the LightSquared Bankruptcy, the
16 Board's fiduciary duties, and controlling stockholder fiduciary duties.

17 46. On November 20, 2013, the SLC filed its Report of the Special Litigation
18 Committee of DISH Network Corporation Regarding Plaintiff's Motion for Preliminary
19 Injunction (the "Interim Report"). The Interim Report advised that Plaintiff's Motion for
20 Preliminary Injunction was not necessary to protect DISH from irreparable harm and may itself
21 harm DISH. The SLC reasoned that entrusting DISH's efforts to purchase the LightSquared
22 Assets to only one director and possibly a newly added director (as Plaintiff requested) created a
23 substantial risk of irreparable harm to DISH. In contrast to Plaintiff's assertions in support of its
24 Motion, the SLC determined that Ergen no longer had a conflict of interest with respect to any
25 increase in the amount of the DISH Bid, and any other risk of a conflict of interest between
26 DISH and Ergen was speculative.

27 47. This Court held a hearing on Plaintiff's Motion for Preliminary Injunction on
28 November 25, 2013.

48. On November 27, 2013, based on the pleadings, the SLC's Interim Report, and the November 25, 2013 hearing on the Motion for Preliminary Injunction, this Court issued findings of fact and conclusions of law, denying in part and granting in part Plaintiff's Motion for Preliminary Injunction. The Court denied the Motion to the extent that it sought to prevent directors other than Goodbarn and possibly Charles M. Lillis ("Lillis"), who joined the DISH Board on November 5, 2013, from "interfering" with DISH's efforts to acquire the LightSquared Assets. The Court however enjoined "Charles Ergen or anyone acting on his behalf . . . from participation, including any review, comment, or negotiations related to the [R]elease contained in the Ad Hoc LP Secured Group Plan pending before the Bankruptcy Court for any conduct which was outside or beyond the scope of his activities related to DISH and LBAC." Findings of Fact and Conclusions of Law, at 15 (Nov. 27, 2013).

VII. Lillis's Addition to the SLC

49. On December 9, 2013, the Board resolved to add Lillis to the SLC.

50. The resolutions adding Lillis to the SLC provided that "any and all actions or determinations of the Special Litigation Committee following the date of these resolutions must include the affirmative vote of Mr. Lillis and at least one (1) other committee member in order to constitute a valid and final action or determination of the Special Litigation Committee" (the "Required Vote Resolution"). Minutes of the Special Meeting of the Board of Directors of DISH Network Corporation, at 6-7 (Dec. 9, 2013).

VIII. The Members of the SLC

51. Lillis is a member of the Board's Audit Committee and of the Board's Compensation Committee. Lillis is considered independent under the independence requirements of NASDAQ and the SEC's rules and regulations.

52. Lillis was formerly the CEO of MediaOne Group, Inc. ("MediaOne"). He has served on multiple corporate boards, including Agilera, Inc., Ascent Entertainment Grp., Charter Communications, Inc. ("Charter") and various affiliates, Medco Health Solutions, Inc., MediaOne, On Command Corporation, SUPERVALU Inc., Time Warner Entertainment Company, L.P., Williams Companies, Inc., and Washington Mutual Inc. and affiliated entities.

1 53. Lillis also has a distinguished record of public service in the academic arena. The
2 Governor of Oregon appointed Lillis Chair of the Board of Trustees of the University of Oregon.
3 He previously served on the University of Washington Business Advisory Board, the University
4 of Washington Foundation Board, and the University of Colorado Foundation Board. Lillis was
5 also the Dean of the University of Colorado's college of business and a professor at Washington
6 State University.

7 54. During the time periods at issue, Lillis had no financial or business connection to
8 any Defendant other than his service on the DISH Board and his ownership of DISH common
9 stock.

10 55. Brokaw is a member of the DISH Board, a member of the Board's Audit
11 Committee, and the Chair of the Board's Nominating Committee. Brokaw is considered
12 independent under the independence requirements of NASDAQ and the SEC rules and
13 regulations.

14 56. From 1996 to 2005, Brokaw worked at Lazard Freres & Co. LLC, where he
15 ultimately became a Managing Director. Thereafter, Brokaw served as Managing Partner and
16 Head of Private Equity at Perry Capital, L.L.C. for six years and as a Managing Director of
17 Highbridge Principal Strategies, LLC until September 30, 2013. Brokaw is currently a
18 Managing Partner in Trafelet Brokaw & Co., LLC.

19 57. Brokaw has served on the boards of directors of multiple other companies,
20 including Alico, Inc. and North American Energy Partners Inc.

21 58. During the time periods at issue, Brokaw had no financial or business connection
22 to any Defendant other than his service on the DISH Board and his ownership of options to
23 acquire DISH common stock.

24 59. Ortolf is the Chair of the Board's Audit Committee, a member of the Board's
25 Compensation Committee, and a member of the Board's Nominating Committee. Ortolf is
26 considered independent under the independence requirements of NASDAQ and the SEC rules
27 and regulations.

28

60. Ortolf was the President and Chief Operating Officer of Echosphere L.L.C. (“Echosphere”) from 1988 to 1991. Echosphere is a current DISH subsidiary, which predated DISH. Ortolf has been the President of Colorado Meadowlark Corp., a privately held investment management firm for over twenty years. Ortolf has been a member of the DISH Board of Directors since 2005.

61. During the time periods at issue, Ortolf had no financial or business connection to any Defendant other than his service on the DISH Board, service on the board of EchoStar, and his ownership of DISH common stock.

IX. The SLC Begins its Investigation

62. The SLC began its investigation of the merits of the claims and issues raised in the Amended Complaint in early December 2013, following Lillis’s addition to the SLC.

63. The SLC and its counsel began collecting and reviewing tens of thousands of documents, including the documents produced in connection with the Motion for Preliminary Injunction in this action, documents produced by SPSO, DISH, Ergen, LBAC and others in the LightSquared Bankruptcy, and additional documents collected from DISH officers and directors specifically for the purposes of the SLC investigation, some dating back to 2005.

64. The SLC also requested and reviewed briefing, transcripts and opinions from the LightSquared Bankruptcy.

65. The full scope of the SLC’s investigation is discussed in detail in paragraphs [[74]]-[[79]] *infra*.

X. The Termination of the DISH Bid

66. After LBAC made the DISH Bid, DISH engaged in due diligence with respect to the LightSquared Assets. When the DISH Bid was submitted, the DISH Board was aware of interference between LightSquared’s downlink spectrum and the wireless spectrum used by GPS devices. According to the SLC, following due diligence, DISH management informed the DISH Board of an additional potential interference issue with LightSquared’s uplink spectrum (the “Technical Issue”). If not resolved, this Technical Issue might, among other things, reduce the anticipated value of the LightSquared Assets, increase regulatory uncertainty surrounding

1 DISH's use of the LightSquared Assets, and impair or prevent DISH's contemplated use of
2 LightSquared's spectrum.²

3 67. After considering the Technical Issue at several prior meetings, on December 23,
4 2013, as reflected in the minutes, the DISH Board:

5 RESOLVED, that . . . (i) the Corporation and LBAC should
6 continue to endeavor to address the above-described concerns,
7 including without limitation negotiating with the LightSquared LP
8 Lenders to add appropriate conditions or other terms to the PSA
9 and LBAC Bid to address the potential technical issue regarding
10 LightSquared's uplink spectrum; and (ii) in the event that the
11 Corporation and LBAC are unsuccessful, the Corporation and
12 LBAC shall be, and they hereby are, authorized to terminate the
13 PSA and LBAC Bid[.]

14 Minutes of the Special Meeting of the Board of Directors of DISH Network Corporation, at 3-4
15 (Dec. 23, 2013) (SLC Report Ex. 443).

16 68. On January 7, 2014, after efforts to modify the DISH bid to address the risk
17 associated with the Technical Issue failed, and after the milestones provision in the PSA had
18 been breached, DISH withdrew the DISH Bid and terminated the PSA. The Ad Hoc Secured
19 Group opposed the termination and sought to compel DISH to specifically perform the DISH

20 ² Following both trial in the Adversary Proceeding and plan confirmation proceedings in the
21 LightSquared Bankruptcy (the "Plan Confirmation Proceeding"), the LightSquared Bankruptcy
22 Court observed: "Whether LBAC terminated its bid because it 'believed' there was a technical
23 issue (even though the record does not support a finding that there was or is such an issue), or
24 because it wanted to make a lower conditional bid, or because Mr. Ergen decided to direct DISH
25 and its capital elsewhere, or because of negative implications for DISH in connection with the
26 Nevada shareholder litigation, remain[ed] unclear." See Decision Denying Confirmation of
27 Debtors' Third Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code, at 65, *In re*
28 *LightSquared Inc.*, No. 12-12080 (SCC) (Bankr. S.D.N.Y. July 11, 2014). The SLC
acknowledged the LightSquared Bankruptcy Court's findings in the SLC Report. However, the
SLC determined, consistent with Nevada law, that the issue raised by the DISH Board was the
financial risk to DISH from the uncertainties posed by the Technical Issue, and the DISH Board
was entitled to rely on DISH's managements' well-informed recommendations as to the
implications of the Technical Issue when determining whether it was in DISH's best interest to
withdraw the DISH Bid. NRS 78.138(2)(a) ("In performing their respective duties, directors and
officers are entitled to rely on information, opinions, [and] reports . . . that are prepared or
presented by . . . [o]ne or more directors, officers or employees of the corporation reasonably
believed to be reliable and competent in the matters prepared or presented."). According to the
SLC, the DISH Board's determination to withdraw the DISH Bid is protected by the business
judgment rule. As such, the SLC's determination that it would not be in DISH's best interest to
pursue claims related to the termination of the DISH Bid is not inconsistent with the
LightSquared Bankruptcy Court's ruling with respect to the Technical Issue.

1 Bid. DISH opposed the Ad Hoc Secured Group's Motion. The Bankruptcy Court held that
2 DISH "was free to terminate the PSA and then terminate its bid for any reason once any of those
3 milestones [in the PSA] was missed." Transcript, Hearing: Bench Decision in Adv. Proc. 13-
4 01390-scc., at 151, *In re LightSquared Inc.*, No. 12-120808-scc, Adv. Proc. No. 13-01390-scc
5 (Bankr. S.D.N.Y. May 8, 2014).

6 **XI. Conclusion of the LightSquared Bankruptcy Adversary Proceeding**

7 69. On June 10, 2014, following a full trial on the merits of the claims raised in the
8 Adversary Proceeding, the LightSquared Bankruptcy Court issued an opinion determining that,
9 although technically permissible, Ergen's purchases of the Secured Debt (through SPSO) in
10 April 2013 "violated the spirit and purpose of the Credit Agreement restrictions designed to
11 prevent competitors from purchasing Secured Debt and breached the Credit Agreement's implied
12 covenant of good faith and fair dealing[.]" because it violated the purpose of the provisions of
13 the Credit Agreement restricting which entities were permitted to acquire the Secured Debt.
14 Post-Trial Findings of Fact and Conclusions of Law, at 154, *LightSquared LP v. Special*
15 *Opportunities LLC (In re LightSquared Inc.)*, No. 12-12080 (SCC), Adv. Pro. No. 13-01390
16 (Bankr. S.D.N.Y. June 10, 2014) (Bankruptcy Docket No. 165). The LightSquared Bankruptcy
17 Court did, however, dismiss all of the claims against DISH. *Id.* at 99 n.48.

18 70. On July 25, 2014, Plaintiff filed the Verified Second Amended Shareholder
19 Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the
20 Nevada Rules of Civil Procedure (the "Second Amended Complaint"), in which Plaintiff
21 asserted additional and modified derivative claims based upon the withdrawal of the DISH Bid.
22 Plaintiff replaced its claim that Ergen had caused DISH to overpay for the LightSquared Assets
23 through the DISH Bid with a claim that Ergen had deprived DISH of the beneficial ability to
24 acquire the LightSquared Assets at the price of the DISH Bid. The Second Amended Complaint
25 added Brokaw, Lillis, Cullen, Kiser, and Dodge as defendants.

71. Through the Second Amended Complaint, Plaintiff sought derivatively to compel DISH to pursue claims generally falling into eight categories:³ First, Plaintiff claimed that Ergen or the Board breached fiduciary duties in connection with the termination of the DISH Bid (the “Bid Termination Claims”). Second, Plaintiff claimed that the inclusion of the Release in the APA caused LightSquared to refuse to proceed with the DISH Bid and to cancel the LightSquared Bankruptcy Auction, to the detriment of DISH. Plaintiff claimed that Ergen and the DISH Board breached fiduciary duties owed to DISH by including or by failing to remove the Release from the DISH Bid (the “Auction Cancellation Claims”). Third, Plaintiff claimed that by purchasing the Secured Debt, Ergen usurped a corporate opportunity of DISH and was unjustly enriched thereby (the “Corporate Opportunity Claims”). Fourth, Plaintiff claimed that in purchasing the Secured Debt, Ergen misused confidential DISH information concerning a strategy for DISH to acquire the LightSquared Assets and was unjustly enriched thereby (the “Confidential Information Claims”). Fifth, Plaintiff claimed that Ergen and the Officer Defendants breached fiduciary duties by failing to notify the Board of Ergen’s purchases of Secured Debt immediately, or upon learning of the purchases (the “Disclosure Claims”). Sixth, Plaintiff claimed that in purchasing the Secured Debt, Ergen and Kiser acted disloyally to DISH in using DISH resources for Ergen’s Secured Debt Purchases and that Ergen was unjustly enriched thereby (the “Corporate Resources Claims”). Seventh, Plaintiff claimed that Ergen breached fiduciary duties by exposing DISH to increased legal risk and legal fees in the LightSquared Bankruptcy by acquiring the Secured Debt, that the Board breached fiduciary duties by paying Ergen’s legal fees, and that Ergen was unjustly enriched as a result (the “Legal Fee Claims”). Eighth, Plaintiff alleged that the Board improperly terminated the STC (the “STC Termination Claim”).

³ The Second Amended Complaint included five Counts, many of which raised multiple legal issues. The SLC Report organized the issues differently than the Second Amended Complaint did. The SLC Report addressed each of the issues raised through the Second Amended Complaint. This Court refers to the claims based on the SLC’s organization, as the parties have generally done in their briefing, for ease of reference.

XII. The SLC Expanded its Investigation to Address the New Claims Raised in the Second Amended Complaint

72. In July of 2014, when Plaintiff filed the Second Amended Complaint, the SLC had been investigating the claims in Jacksonville's Amended Complaint since December 9, 2013. After Plaintiff filed the Second Amended Complaint, the SLC expanded the scope of its investigation to include the additional claims raised in the Second Amended Complaint concerning the termination of the DISH Bid.

73. After receiving the Second Amended Complaint, the SLC and its counsel requested and reviewed additional documents from DISH, DISH's officers, and DISH's directors relevant to the new claims asserted.

74. In the full course of its investigation, the SLC's counsel reviewed more than 39,000 documents, (more than 357,000 pages) from the following custodians: Michael Abatamarco, Jeffrey Blum ("Blum"), Brokaw, Kenneth Carroll, Clayton, Cullen, DeFranco, Dodge, Mike Dugan, Brandon Ehrhart, Cantey Ergen, Ergen, Kevin Gerlitz, Goodbarn, Howard, Anders Johnson, Stephen Ketchum ("Ketchum"), John Kim, Kiser, Lillis, Jennifer Manner, Moskowitz, Ortolf, David Rayner, Rick Richert, Mariam Sorond ("Sorond"), Brad Schneider, Strickland, Vogel, David Zufall, and Sound Point Capital Management LP ("Sound Point"). These documents included all documents produced in this action, the materials produced by DISH, SPSO, Ergen, and Sound Point in the LightSquared Bankruptcy, and additional documents requested by the SLC from all DISH Board members, members of DISH management, and counsel to LBAC, the entity that made the DISH Bid. The members of the SLC personally reviewed the documents that were most pertinent to the SLC's investigation.

75. The SLC and its counsel monitored proceedings in the LightSquared Bankruptcy from the formation of the SLC through the completion of the SLC Report, and thereafter. Among other things, the SLC attended oral arguments in the Adversary Proceeding and monitored telephonically or reviewed transcripts of other substantive hearings, including telephonically monitoring or reviewing transcripts of the open portions of the entire trial on the Adversary Proceeding and the Plan Confirmation hearing.

1 76. Counsel for the SLC reviewed extensive briefing submitted in the LightSquared
2 Bankruptcy, including the briefing concerning the Adversary Proceeding, the scheduling of the
3 auction of the LightSquared Assets and certain other assets of LightSquared, the proceeding
4 seeking confirmation of LightSquared's plan of reorganization (the "Confirmation Proceeding"),
5 and the termination of the DISH Bid. Counsel for the SLC monitored significant hearings and
6 reviewed testimony within the LightSquared Bankruptcy to the extent available under the
7 confidentiality stipulation governing LightSquared's Bankruptcy, including reviewing all
8 available transcripts concerning the submission of DISH's Bid, the auction scheduling, the
9 termination of DISH's Bid, the Adversary Proceeding, and the Confirmation Proceeding.
10 Counsel for the SLC also attended many of the aforementioned proceedings telephonically or in
11 person. The SLC or its counsel reviewed transcripts of every deposition taken in the
12 LightSquared Bankruptcy available for use in this proceeding under the confidentiality
13 stipulation in the LightSquared Bankruptcy, including transcripts of the LightSquared
14 Bankruptcy depositions of Cullen, Ergen, Howard, Ketchum, Kiser, Joseph Roddy, and Sorond.

15 77. The SLC interviewed numerous people including conducting formal interviews of
16 present and former defendants: Clayton, Cullen, DeFranco, Dodge, Cantey Ergen, Ergen,
17 Goodbarn, Howard, Kiser, Moskowitz, and Vogel; DISH senior executives and regulatory and
18 technical experts: Blum and Sorond; and counsel for Ergen, LBAC and SPSO: Mundiya, Sorkin,
19 and Strickland. Several people were interviewed both in connection with the SLC's
20 investigation of Plaintiff's Motion for Preliminary Injunction and the SLC's investigation of
21 Plaintiff's substantive claims. As a result, the SLC conducted a total of 21 interviews, of 16
22 different people. In most cases, all three members of the SLC attended these interviews.

23 78. The SLC also requested interviews from Plaintiff, LightSquared, and the Ad Hoc
24 Secured Group. However, each of these requests, including the request to interview Plaintiff,
25 was refused.

26 79. Finally, the SLC received extensive legal advice on the issues raised by the
27 matters under investigation at numerous points throughout its investigation.
28

XIII. Motions to Dismiss the Second Amended Complaint

80. On August 29, 2014 the SLC moved to dismiss the Second Amended Complaint, pursuant to Rule 23.1, for failure to plead demand futility; the Director Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5), for failure to state a claim upon which relief can be granted; and the Ergen Defendants moved to dismiss the Second Amended Complaint for failure to state a claim upon which relief can be granted.

81. On September 15, 2014, the Officer Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5) and Rule 23.1, for failure to state a claim upon which relief can be granted and failure to plead demand futility.

XIV. The SLC's Report and Subsequent Motion to Defer

82. On October 24, 2014, the SLC filed with this Court the SLC Report, which detailed its investigation of the claims asserted in the Second Amended Complaint.

83. In its 330-page SLC Report, the SLC extensively described the scope and depth of its investigation and the facts that it found to be true based on that investigation. The SLC also analyzed the factual and legal bases for each of the claims asserted in the Second Amended Complaint. The SLC ultimately concluded that "it would not be in the best interests of DISH to pursue the claims asserted by Jacksonville in the Nevada Litigation." SLC Report, at 333.

84. It is beyond the scope of this opinion to capture the SLC's full reasoning, set forth in detail in the SLC Report. The SLC Report provides extensive factual, legal, and practical reasons why pursuit of each one of Plaintiff's claims would not be in the best interests of DISH. Among the reasons set forth in the SLC Report, the SLC determined that certain claims advanced by Plaintiff were foreclosed by DISH's certificate of incorporation, certain claims lacked a cognizable damages theory, certain claims were not meritorious as a matter of law, and certain claims could not be proven in light of uncontroversial factual determinations. The Court finds that each of the SLC's determinations is reasonable and neither egregious nor irrational.

85. On November 17, 2014, the SLC filed its Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer"). In connection

1 with the Motion to Defer, each SLC member filed a declaration addressing his independence
2 from Defendants under the relevant legal standards.

3 86. Oral argument was initially held on the Motion to Defer on January 12, 2015. At
4 oral argument, Plaintiff for the first time requested discovery pursuant to Nevada Rule 56(f).

5 87. This Court granted Plaintiff's request for discovery. The Court also scheduled
6 supplemental briefing following discovery and supplemental oral argument.

7 88. Plaintiff was permitted to take, and did take, discovery into the independence of
8 the SLC and the thoroughness of its investigation. The SLC gathered and produced documents
9 from the files of the individual SLC members covering a six-year period, documents from the
10 files of SLC counsel, and documents from the files of DISH Board members. Pursuant to a
11 stipulation and order preserving the SLC's work product protection, the SLC also produced
12 certain work product prepared in the course of its investigation, including summaries of the
13 interviews that it conducted and the documents received by the SLC members in the course of
14 the investigation. Plaintiff also deposed each of the SLC members: Lillis, Brokaw, and Ortolf.

15 89. On July 16, 2015, the supplemental oral argument was held on the SLC's Motion
16 to Defer.

17 90. If any findings of fact are properly conclusions of law, they shall be treated as if
18 appropriately identified and designated.

19 **CONCLUSIONS OF LAW**

20 1. This Court has subject matter jurisdiction over all claims asserted in the Second
21 Amended Complaint and personal jurisdiction over all the parties.

22 2. "[U]nder Nevada's corporations laws, a corporation's 'board of directors has full
23 control over the affairs of the corporation.'" *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 632,
24 137 P.3d 1171, 1178 (2006) (quoting NRS 78.120(1)). Therefore, in "managing the
25 corporation's affairs, the board of directors may generally decide whether to take legal action on
26 the corporation's behalf." *Id.*, 122 Nev. at 632, 137 P.3d at 1179; *see also In re Amerco*
27 *Derivative Litig.*, 127 Nev. Adv. Op. 17, 252 P.3d 681, 705 (Nev. 2011) ("Among the matters
28 entrusted to a corporation's directors is the decision to litigate -- or not to litigate -- a claim by

1 the corporation against third parties.”) (citing *In re Citigroup S’holder Derivative Litig.*, 964
2 A.2d 106, 120 (Del. Ch. 2009)). Nevada law gives strong preference to honoring the business
3 judgment of the boards of directors of Nevada corporations. *See Shoen*, 122 Nev. at 621, 137
4 P.3d at 1181; NRS 78.138(3) (“Directors and officers, in deciding upon matters of business, are
5 presumed to act in good faith, on an informed basis and with a view to the interests of the
6 corporation.”).

7 3. Under Nevada law, a stockholder may pursue litigation on a corporation’s behalf
8 only where the stockholder both alleges and proves “particularized factual statements . . . that
9 making a demand [for the Board to cause the corporation to pursue the litigation] would be futile
10 or otherwise inappropriate.” *Id.*, 122 Nev. at 634, 137 P.3d at 1179-80; *see also* NRS 41.520;
11 NRCP 23.1.

12 4. If a stockholder makes this showing, the board nonetheless may properly delegate
13 to a special litigation committee of the board authority to control the litigation and, if the
14 committee determines that the litigation is not in the best interests of the corporation, to
15 terminate the litigation. NRS 78.125; 13 William Meade Fletcher, *Fletcher Cyclopedia of the*
16 *Law of Corporations* (“Fletcher Cyclopedia”) § 6019.50 (West 2014).

17 **I. Standard of Review for a Special Litigation Committee Motion Under Nevada Law**

18 5. No Nevada court has ruled on the standard by which to review a special litigation
19 committee’s determination on behalf of the corporation as to whether or in what respect it is in
20 the corporation’s best interest to pursue litigation. Most jurisdictions outside of Nevada follow a
21 form of either the majority *Auerbach* standard or the minority *Zapata* standard. *See Auerbach v.*
22 *Bennett*, 393 N.E.2d 994 (N.Y. 1979); *Zapata Corp. v. Maldonado*, 430 A.2d 779 (Del. 1981).

23 6. Under the *Auerbach* standard, a court defers to the business judgment of a special
24 litigation committee if (a) the special litigation committee is independent and (b) its procedures
25 and methodologies were not so deficient as to demonstrate a lack of good faith in the
26 investigation. *See Auerbach*, 393 N.E.2d at 1003.

27 7. Under the *Zapata* standard, the Court applies these same considerations, but the
28 *Zapata* standard also includes an optional “second step.” *See Carlton Invs. v. Tlc Beatrice Int’l*

1 *Holdings*, No. 13950, 1997 WL 305829, at *2 (Del. Ch. May 30, 1997). If “the court could not
2 consciously determine on the first leg of the analysis that there was no want of independence or
3 good faith, [but] it nevertheless ‘felt’ that the result reached was ‘irrational’ or ‘egregious’ or
4 some other such extreme word[.]” the second step of the *Zapata* standard permits the Court to
5 apply its own business judgment review to determine whether the litigation is in the best interests
6 of the corporation. *Id.* Delaware courts, which developed the *Zapata* standard, have noted that
7 “courts should not make such judgments but for reasons of legitimacy and for reasons of
8 shareholder welfare.” *Id.*

9 8. In this case, the determination of whether *Auerbach* or *Zapata* is the appropriate
10 standard under Nevada law is not dispositive. If *Zapata* were to apply, the SLC’s determination
11 is not “irrational” or “egregious” so as to merit review under the optional second step of a *Zapata*
12 analysis. This Court therefore need not determine which standard of review is appropriate.

13 9. Nevada gives strong preference to honoring the business judgment of boards and
14 their committees. NRS 78.125, 78.138. Nevada further recognizes that disclosed conflicts do not
15 necessarily prevent business judgment from being exercised. NRS 78.140. Here, in considering
16 the Motion to Defer, the Court focuses on two issues: thoroughness and independence of the
17 SLC. This is consistent with the standards adopted outside of Nevada, which generally defer to
18 the business judgment of a special committee that is independent and investigated the claims in
19 good faith, even where the court may have approached the investigation differently. *In re*
20 *Consumers Power Co. Derivative Litig.*, No. 87-CV-60103-AA, 132 F.R.D. 455, 483 (E.D.
21 Mich. 1990) (“[F]or the business judgment rule to apply, a corporation is not required to
22 undertake the ideal or perfect investigation[.]”); *see also Hirsch v. Jones Intercable, Inc.*, 984
23 P.2d 629, 637-38 (Colo. 1999) (“[B]ecause most courts are ill equipped and infrequently called
24 on to evaluate what are and must be essentially business judgments, . . . the role of a . . . trial
25 court in reviewing an SLC’s decision regarding derivative litigation should be limited to
26 inquiring into the independence and good faith of the committee.”) (citation omitted).

1 **II. The SLC Is Independent.**⁴

2 10. A director lacks independence if the director is “beholden” to an interested
3 person. *See, e.g., Jacobi v. Ergen*, 2:12-CV-2075-JAD-GWF, 2015 WL 1442223, at *5 (D. Nev.
4 Mar. 30, 2015). Beholdenness is generally shown through financial dependence. *See La. Mun.*
5 *Police Emples. Ret. Sys. v. Wynn*, 2:12-CV-509 JCM GWF, 2014 WL 994616, at *5 (D. Nev.
6 Mar. 13, 2013), *appeal docketed*, No. 14-15695 (9th Cir. April 11, 2014).⁵

7 11. It is well-settled that “long-standing personal and business ties” are insufficient to
8 “overcome the presumption of independence that all directors . . . are afforded.” *In re Walt*
9 *Disney Co. Derivative Litig.*, 731 A.2d 342, 355 (Del. Ch. 1998), *aff’d in part, rev’d in part on*
10 *other grounds sub nom. Brehm v. Eisner*, 746 A.2d 244 (Del. 2000); *see also Wynn*, 2014 WL
11 994616, at *6-7, *18 (“Allegations of a lengthy friendship are not enough” to find a director
12 “beholden[,]” including allegations that directors had “been close . . . since they were young” as
13 a result of their fathers’ business together and the interested director’s past employment of the
14 other director and the other director’s siblings); *Highland Legacy Ltd. v. Singer*, No. 1566-N,
15 2006 WL 741939, at *5 (Del. Ch. Mar. 17, 2006) (“It is well settled that the naked assertion of a
16 previous business relationship is not enough to overcome the presumption of a director’s
17 independence.”) (internal quotation marks omitted); *Ankerson v. Epik Corp.*, 2005 WI App 1, at

18 ⁴ The parties disagree as to whether the burden on these issues lies with the SLC or Plaintiff.
19 Nevada courts have not addressed this question previously. In most jurisdictions, the special
20 litigation committee bears the burden to establish its own independence and the good faith,
21 thoroughness of its investigation. The SLC however argues that, due to the statutory
22 presumption of N.R.S. 78.138(3), the members of the SLC are presumed to have acted in good
23 faith and on a fully informed basis, and that shifting the burden to the SLC would be inconsistent
24 with this presumption. The Court need not address this issue because it concludes that the SLC
25 was independent and conducted a good faith, thorough investigation and that the motion should
26 be granted, irrespective of which party bears the burden.

27 ⁵ The substantive test for special litigation committee independence is no different from the
28 substantive test for director independence generally. *See In re ITT Derivative Litig.*, 932 N.E.2d
664, 666 (Ind. 2010) (“[T]he same standard [applies] for showing ‘lack of disinterestedness’ both
as to the composition of special board committees . . . and to the requirement that a shareholder
must make a demand.”); *see also St. Clair Shores Gen. Emps. Ret. Sys. v. Eibeler*, No. 06 Civ.
688(SWK), 2008 WL 2941174, at *8 n.7 (S.D.N.Y. July 30, 2008) (stating that demand futility
cases are “relevant to the [SLC] context” in terms of their “treatment of director independence”
and explaining that the “formula for evaluating independence of special litigation committees is
consistent with that which pertains in demand excusal cases”) (citing *In re Oracle Corp.*
Derivative Litig., 824 A.2d 917, 938-39 (Del. Ch. 2003)). Thus, this Court cites authority from
both contexts interchangeably.

1 *3, 690 N.W.2d 885 (Wis. Ct. App. 2004) (TABLE) (“A director may be independent even if he
2 or she has had some personal or business relation with an individual director accused of
3 wrongdoing.”); *Jacobi*, 2015 WL 1442223, at *5 (“Even allegations of friendship or affinity are
4 insufficient to rebut the presumption that a director acts independently.”); *Freedman v. Redstone*,
5 No. CV 12-1052-SLR, 2013 WL 3753426, at *8 (D. Del. July 16, 2013) *aff’d*, 753 F.3d 416 (3d
6 Cir. 2014) (“Standing alone, plaintiff’s allegation that Greenberg is a close friend and advisor to
7 an interested director defendant does not create a reasonable doubt that Greenberg would have
8 been ‘beholden’ to another director.”) (emphasis added).

9 12. Plaintiff argues that Lillis lacks independence from Cullen because Lillis and
10 Cullen were both employed at MediaOne during the same time period, Lillis worked with Cullen
11 at LoneTree Capital Partners, and Lillis and Cullen continue to see each other socially perhaps
12 twice per year, including attending occasional football games together. Plaintiff also argues that
13 Lillis lacks independence from Vogel because Vogel was the President and Chief Executive
14 Officer of Charter when Lillis served on Charter’s board.

15 13. There is no evidence that Lillis is beholden to Cullen, Vogel, or any other
16 defendant. During the relevant time period, Lillis had no financial or business connection to any
17 defendant other than his service on the DISH Board. As detailed above, professional
18 relationships and friendships do not suffice to negate independence. The relationships between
19 Lillis and Cullen and Vogel do not undermine Lillis’s independence. Based upon all of the
20 evidence presented, including Lillis’s declaration, exhibits provided by Plaintiff, briefing on the
21 subject, and oral argument, the Court finds that there is no genuine issue of material fact as to
22 Lillis’ independence. Lillis is clearly not beholden and therefore is clearly independent under the
23 relevant legal authority.

24 14. A special litigation committee is generally independent if the committee cannot
25 lawfully act without the approval of at least one director who is independent. *See Johnson v.*
26 *Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991); *see also Struogo ex rel. Brazil Fund v. Padeys*,
27 *27 F. Supp. 2d 442, 450 n.3 (S.D.N.Y. 1998); In re Oracle Sec’s Litig.*, 852 F. Supp. 1437, 1442

1 (N.D. Cal. 1994).⁶ This is true even if there is reason to doubt the independence of another
2 member or other members of the special litigation committee.

3 15. The voting structure of the SLC requires that Lillis vote affirmatively in favor of
4 any resolution of the SLC in order for it to have effect. The evidence of the independence of
5 Messrs. Brokaw and Ortolf coupled with the unusual voting structure of the SLC demonstrates
6 that the SLC is independent.

7 16. Plaintiff makes numerous assertions concerning the independence of the other
8 members of the SLC, Messrs. Brokaw and Ortolf,⁷ the significance of which the SLC disputes.⁸
9 In all events, after considering the evidence concerning the independence of Messrs. Brokaw and
10 Ortolf, together with the evidence concerning the independence of Mr. Lillis and his voting
11 power, the Court is persuaded that the SLC as a whole was independent and acted independently.

12 17. Plaintiff's assertions, which follow expansive discovery into the SLC's
13 independence, do not raise any genuine issue of material fact with respect to whether the SLC as
14 a whole acted independently.⁹

15 18. The Court thus concludes that there is no genuine issue of material fact with
16 respect to whether the SLC's business judgment is independent as a matter of Nevada law. *See*
17 *Johnson v. Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991) (special litigation committee is
18 generally independent if the committee cannot lawfully act without the approval of at least one
19 director who is independent); *see also Struogo ex rel. Brazil Fund v. Padeogs*, 27 F. Supp. 2d 442,

20
21 ⁶ The same might not hold if the independent director was overcome by a director who lacks
independence. Such was not this case here.

22 ⁷ Generally, with respect to Brokaw, Plaintiff argues that Brokaw lacks independence because
23 Brokaw has a social relationship with the Ergens, in which Cantey Ergen is godmother to one of
Brokaw's children. Generally, with respect to Ortolf, Plaintiff argues that Ortolf lacks
24 independence because Ortolf has a close friendship with the Ergens.

25 ⁸ Numerous courts considering facts similar to those raised by Plaintiff have determined that
such social relationships, even close friendships, do not render a director lacking independence.
26 *See, e.g., Jacobi*, 2015 WL 1442223, at *5 ("Even allegations of friendship or affinity are
insufficient to rebut the presumption that a director acts independently.").

27 ⁹ Moreover, Plaintiff has not identified any genuine issue of material fact with respect to whether
the issues that it raises with respect to Brokaw and Ortolf were disclosed. The disclosure of all
28 potential challenges to the SLC members' independence provides an additional basis to find the
SLC as a whole independent in light of Lillis' independence.

1 450 n.3 (S.D.N.Y. 1998); *In re Oracle Sec's Litig.*, 852 F. Supp. 1437, 1442 (N.D. Cal. 1994).
2 The SLC as a whole is independent given all of the evidence presented.

3 19. Plaintiff also argues that the SLC members lack independence because the Second
4 Amended Complaint asserts claims against them.¹⁰ Allowing a putative derivative plaintiff to
5 disqualify members of an independent committee simply by asserting claims against those
6 members, regardless of the merits of the claims, would give a putative derivative plaintiff the
7 power to unilaterally nullify the strong presumption of the business judgement rule under
8 Nevada law and, *a fortiori*, replace the business judgement of any board or committee thereof
9 with that of the plaintiff in every putative derivative action. Asserting claims against a director
10 neutralizes the director's ability to objectively assess the merits of the litigation for the
11 corporation only "in those 'rare case[s]' . . . where defendants' actions were so egregious that a
12 substantial likelihood of director liability exists" as a result of the claim. *Shoen*, 122 Nev. at
13 639-40, 137 P.3d at 1184 (quoting *Seminaris v. Landa*, 662 A.2d 1350, 1354 (Del. Ch. 1995)).

14 20. DISH's articles of incorporation indemnify and exculpate DISH's Board of
15 Directors (the "Board") from liability for any breach of the fiduciary duty of care.

16 21. Particularly in light of the exculpation and indemnification provision in DISH's
17 articles of incorporation — and the fact that Lillis joined the DISH Board four months after this
18 action was filed — the challenged actions of the SLC members, even if they might potentially
19 give rise to liability, were not so "egregious that a substantial likelihood of director liability
20 exists." Thus, there is no genuine issue of material fact with respect to whether the claims
21 asserted against the SLC members undermine the independence of the SLC.

22 22. Based upon the above and all the evidence and legal authority presented, the
23 Court is persuaded that there is no genuine issue of material fact as to the independence of the
24 SLC. The SLC is independent.

25
26 ¹⁰ Often courts frame the analysis of whether claims asserted against a director neutralize that
27 director's exercise of business judgment as a question of interest, rather than of independence.
28 This opinion addresses the issue as one of independence because Plaintiff frames the issue in that
manner. The question would be analyzed in the same manner and with the same outcome if
framed as a question of the SLC members' disinterest.

1 **III. The SLC Conducted a Good Faith, Thorough Investigation.**

2 23. Both *Auerbach* and *Zapata* establish the same standard by which a court should
3 analyze the good faith, thoroughness of a special litigation committee's investigation:

4 What has been uncovered and the relative weight accorded in
5 evaluating and balancing the several factors and considerations are
6 beyond the scope of judicial concern. Proof, however, that the
7 investigation has been so restricted in scope, so shallow in
8 execution, or otherwise so pro forma or halfhearted as to constitute
a pretext or sham, consistent with the principles underlying the
application of the business judgment doctrine, would raise
questions of good faith or conceivably fraud which would never be
shielded by that doctrine.

9 *Auerbach*, 393 N.E.2d at 1002-03. See also *Stein v. Bailey*, 531 F. Supp. 684, 691, 695
10 (S.D.N.Y. 1982) (under the *Zapata* standard, "[p]roof . . . that the investigation has been so
11 restricted in scope, so shallow in execution, or otherwise so pro forma or halfhearted as to
12 constitute a pretext or sham . . . would raise questions of good faith") (internal quotation marks
13 omitted); *Hasan v. CleveTrust Realty Investors*, 729 F.2d 372, 378 (6th Cir. 1984) (*Auerbach*
14 and *Zapata* "are convergent in their approach to the issues of good faith and thoroughness.").

15 24. Regardless of which standard applies, the Court finds that the SLC conducted a
16 good faith, thorough investigation. As detailed above, the SLC reviewed thousands of
17 documents, interviewed numerous witnesses and thoroughly analyzed each of the claims in its
18 330-page Report. See *supra*, paragraphs [[74]] – [[86]] and [[83]] – [[84]]. The SLC Report
19 addressed each of the significant concerns raised by the Second Amended Complaint.

20 25. Although Plaintiff makes numerous assertions concerning supposed deficiencies
21 or bad faith of the SLC's investigation, none of the assertions has merit:

22 26. Among other assertions, Plaintiff asserts that the SLC failed to address or
23 concealed evidence concerning compliance by Ergen and his counsel with this Court's partial
24 preliminary injunction. Contrary to Plaintiff's assertion, the SLC disclosed the comments that
25 counsel for SPSO made concerning the Release to the LightSquared Bankruptcy Court and
26 addressed the implications of those statements, based upon the full record. Furthermore, there is
27 no evidence that Ergen or his counsel failed to comply with this Court's partial preliminary
28 injunction.

27. Plaintiff also asserts that the SLC failed to analyze the STC Termination Claim. Contrary to Plaintiff's assertion, the SLC Report addressed this issue at pages 325 to 327 of the SLC Report.

28. Plaintiff also asserts that the SLC failed to address Plaintiff's derivative claim for unjust enrichment. Contrary to Plaintiff's assertion, the SLC addressed Plaintiff's claim for unjust enrichment in connection with the SLC's consideration of Plaintiff's other claims as set forth at pages 301-02, 312-13, 321-22, and 324-25 of the SLC Report.

29. Regardless of whether Plaintiff may have preferred that its claims be investigated differently, Plaintiff has not identified a genuine issue of material fact with respect to whether the SLC's investigation of the claims set forth in the Second Amended Complaint was thorough and conducted in good faith.

30. The Court concludes that there is no genuine issue of material fact as to the thoroughness or good faith of the SLC's extensive investigation. The SLC is independent and conducted a good faith, thorough investigation. For this reason, the Court grants the SLC's Motion and dismisses this action with prejudice. The Court does so based upon the independence of the SLC and thoroughness and good faith of its investigation.

31. If this Court were to adopt the *Zapata* standard, this Court likewise would find that standard met, for, among other reasons, the conclusions in the SLC Report were neither irrational nor egregious.

IV. The Remaining Motions to Dismiss Are Moot.

32. The SLC's Motion to Dismiss under Rule 23.1 and the Director Defendants', Officer Defendants', and Ergen Defendants' Motions to Dismiss are moot at this time.

33. If any conclusions of law are properly findings of fact, they shall be treated as if appropriately identified and designated.

THEREFORE, having made the foregoing Findings of Fact and Conclusions of Law, and good cause appearing,

1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the SLC's Motion to
2 Defer to the SLC's Determination That the Claims Should Be Dismissed is hereby GRANTED
3 and this action is dismissed with prejudice.

4 IT IS FURTHER ORDERED that in light of the Court's ruling on the SLC's Motion to
5 Defer, the Court need not rule upon the SLC's Motion to Dismiss for Failure to Plead Demand
6 Futility, the Director Defendants' Motion to Dismiss the Second Amended Complaint, The
7 Officer Defendants' Motion to Dismiss the Second Amended Complaint, and Defendants
8 Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative
9 Complaint of Jacksonville Police and Fire Pension Fund. These and any other pending motions
10 are hereby denied without prejudice as moot.

11 DATED this 19th day of September 2015.

12 
13
14 DISTRICT COURT JUDGE

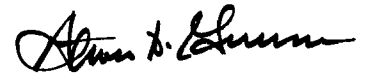
15 Respectfully submitted by:

16 
17

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DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK DERIVATIVE
LITIGATION

Case No. A-13-686775-B
Dept. No. XI

Consolidated with A688882

**NOTICE OF ENTRY OF FINDINGS OF
FACT AND CONCLUSIONS OF LAW
REGARDING THE MOTION TO DEFER
TO THE SLC'S DETERMINATION
THAT THE CLAIMS SHOULD BE
DISMISSED**

PLEASE TAKE NOTICE that Findings of Fact and Conclusions of Law Regarding the
Motion to Defer to the SLC's Determination that the Claims Should be Dismissed were entered

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

on the 18th day of September 2015. A copy is attached.

DATED this 2nd day of October 2015

/s/ Robert J. Cassity

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*Attorneys for the Special Litigation Committee
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1 **CERTIFICATE OF SERVICE**

2 I hereby certify that on the 2nd day of October 2015, a true and correct copy of the
3 foregoing **NOTICE OF ENTRY OF FINDINGS OF FACT AND CONCLUSIONS OF**
4 **LAW REGARDING THE MOTION TO DEFER TO THE SLC'S DETERMINATION**
5 **THAT THE CLAIMS SHOULD BE DISMISSED** was served by the following method(s):

6 × Electronic: by submitting electronically for filing and/or service with the Eighth
7 Judicial District Court's e-filing system and served on counsel electronically in
accordance with the E-service list to the following email addresses:

8 See the attached E-Service Master List

9 ☐ U.S. Mail: by depositing same in the United States mail, first class postage fully
10 prepaid to the persons and addresses listed below:

11 ☐ Email: by electronically delivering a copy via email to the following e-mail address:

12 ☐ Facsimile: by faxing a copy to the following numbers referenced below:

13 /s/ Valerie Larsen
14 An Employee of Holland & Hart LLP
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**E-Service Master List
For Case****null - Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)****Bernstein Litowitz Berger & Grossmann LLP****Contact**Adam D. Hollander
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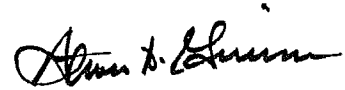
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DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No. A-13-686775-B

Dept. No. XI

Consolidated with A688882

**FINDINGS OF FACT AND
CONCLUSIONS OF LAW REGARDING
THE MOTION TO DEFER TO THE
SLC'S DETERMINATION THAT THE
CLAIMS SHOULD BE DISMISSED**

This matter came before the Court for hearing on the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer") on January 12, 2015 at 8:00 a.m. During oral argument, Plaintiff Jacksonville Police and Fire Pension Fund

1 (“Plaintiff” or “Jacksonville”) presented a motion and affidavit pursuant to Nevada Rule 56(f)
2 requesting certain discovery. The Court granted Plaintiff discovery regarding the independence
3 of the Special Litigation Committee of DISH Network Corporation (the “SLC”) and the
4 thoroughness of its investigation. The Court also scheduled supplemental briefing following
5 discovery and supplemental oral argument.

6 After Plaintiff completed its requested discovery, it filed a Supplemental Opposition to
7 the Motion to Defer and the SLC filed a Supplemental Reply in support of the Motion to Defer.
8 On July 16, 2015 at 8:00 a.m., the Court entertained supplemental oral argument on the SLC’s
9 Motion to Defer. Plaintiff appeared by and through its counsel of record, Brian W. Boschee,
10 Esq. and William N. Miller, Esq. of Cotton, Driggs, Walch, Holley, Woloson & Thompson,
11 Mark Lebovitch, Esq. and Adam Hollander, Esq. of Bernstein Litowitz Berger & Grossman LLP,
12 and Gregory Eric Del Gaizo, Esq. of Robbins Arroyo LLP; Defendants James DeFranco, David
13 K. Moskowitz, and Carl E. Vogel (together the “Director Defendants”) appeared by and through
14 their counsel of record Jeffrey S. Rugg, Esq. and Maximilien D. Fetaz, Esq. of Brownstein Hyatt
15 Farber Schreck, LLP and Brian T. Frawley, Esq. of Sullivan & Cromwell LLP; Defendants
16 Charles W. Ergen and Cantey M. Ergen (together the “Ergen Defendants” or the “Ergens”)
17 appeared by and through their counsel of record Joshua H. Reisman, Esq. of Reisman Sorokac
18 and Tariq Mundiya, Esq. of Willkie Farr & Gallagher LLP; Defendants R. Stanton Dodge,
19 Thomas A. Cullen, and Jason Kiser (together the “Officer Defendants”) appeared by and through
20 their counsel of record James J. Pisanelli, Esq. of Pisanelli Bice PLLC and Bruce Braun, Esq. of
21 Sidley Austin LLP; and the SLC, consisting of Charles M. Lillis, George R. Brokaw, and Tom
22 A. Ortolf, appeared by and through its counsel of record J. Stephen Peek, Esq., Holly Stein
23 Sollod, Esq., telephonically, and Robert J. Cassity, Esq. of Holland & Hart LLP and C. Barr
24 Flinn, Esq. and Emily V. Burton, Esq. of Young, Conaway, Stargatt & Taylor, LLP.

25 The Court, having reviewed and considered the pleadings and briefing submitted by the
26 parties and the evidence attached thereto or introduced during hearings with respect to the SLC’s
27 Motion to Dismiss for Failure to Plead Demand Futility, the Director Defendants’ Motion to
28 Dismiss the Second Amended Complaint, the Officer Defendants’ Motion to Dismiss the Second

1 Amended Complaint, Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss
2 the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund, and
3 the SLC's Motion to Defer and having reviewed and considered the Report of the Special
4 Litigation Committee of DISH Network Corporation, dated October 24, 2014 (the "SLC
5 Report") and the arguments of counsel with respect to the SLC's Motion to Defer, makes the
6 following findings of fact and conclusions of law.

7 **FINDINGS OF FACT**

8 1. Through this action, Plaintiff seeks to assert, derivatively on behalf of DISH
9 Network Corporation ("DISH" or the "Company"), certain claims arising from, among other
10 things, (a) purchases by the Chairman of DISH's Board of Directors, Charles W. Ergen
11 ("Ergen"), through SP Special Opportunities, LLC ("SPSO"), of secured debt of LightSquared
12 L.P. ("LightSquared") in 2012 and 2013, (b) the termination of the special transaction committee
13 (the "STC") established by the DISH Board of Directors (the "Board") to consider a bid for
14 wireless spectrum and related assets of LightSquared (the "LightSquared Assets"), (c) the
15 subsequent bid by DISH (the "DISH Bid") for the LightSquared Assets, (d) the withdrawal of the
16 DISH Bid in early 2014, and (e) the establishment of the SLC.

17 **I. General Background**

18 2. DISH is a Nevada corporation in good standing.

19 3. The Ergens, along with James DeFranco ("DeFranco"), founded DISH in 1980.
20 During the time addressed by Plaintiff's claims, Ergen served as the Chairman of DISH's Board.
21 He and certain family trusts control more than 50% of the Company's outstanding equity and
22 90% of DISH's voting power. DISH's filings with the United States Securities and Exchange
23 Commission describe DISH as a "controlled company" within the meaning of the NASDAQ
24 Marketplace Rules.

25 **II. Ergen's Purchases of Secured Debt and the DISH Bid**

26 4. On May 14, 2012, LightSquared and various of its affiliates filed for bankruptcy
27 protection (the "LightSquared Bankruptcy").
28

1 5. Certain secured debt issued by LightSquared (the “Secured Debt”) is governed by
2 a credit agreement (the “Credit Agreement”). Among other things, the Credit Agreement limits
3 the entities that may acquire the Secured Debt. As found by the Court overseeing the
4 LightSquared Bankruptcy (the “LightSquared Bankruptcy Court”), “each of DISH and [EchoStar
5 Corporation (“EchoStar”)] is a ‘Disqualified Company’ under the Credit Agreement, and thus
6 neither can be an ‘Eligible Assignee’ [of Secured Debt].” Memorandum Decision Granting
7 Motions to Dismiss Complaint at 5, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc.
8 No. 13-1390 (SCC) (Bankr. S.D.N.Y. Nov. 21, 2013) (Adversary Docket No. 68) (Nov. 21, 2013
9 decision at 5). Under the LightSquared Bankruptcy Court ruling, DISH was not permitted to
10 acquire the LightSquared Secured Debt directly under the Credit Agreement.

11 6. Between the spring of 2012 and May 2013, Ergen, through SPSO, an entity that
12 he owns and controls, agreed to acquire approximately \$1 billion of Secured Debt at prices
13 discounted from face value. One of Ergen’s purchases of Secured Debt was prevented from
14 closing. As a result, Ergen ultimately acquired approximately \$850 million in face amount of
15 Secured Debt, for a total purchase price of approximately \$690 million, using funds provided
16 from Ergen’s personal assets.

17 7. On May 2, 2013, Ergen informed the DISH Board about the potential future
18 availability of the LightSquared Assets for purchase through the LightSquared Bankruptcy and
19 invited the DISH Board to consider whether DISH was interested in pursuing an acquisition of
20 the LightSquared Assets. At that time, Ergen also affirmatively told the Board that he owned a
21 substantial stake in LightSquared Secured Debt, and he recused himself from the Board’s further
22 consideration of whether DISH should pursue the LightSquared opportunity. Ergen also
23 informed EchoStar, a separate publicly traded Nevada corporation controlled by Ergen, of the
24 LightSquared opportunity.

25 8. On May 8, 2013, at a meeting of the DISH Board held without the Ergens, the
26 Board formed the STC, a committee of directors who were independent of Ergen and EchoStar,
27 to consider a possible transaction between DISH and LightSquared. The STC consisted of Gary
28

1 S. Howard ("Howard") and Steven R. Goodbarn ("Goodbarn"). The STC thereafter retained
2 independent counsel and financial advisors.

3 9. On May 15, 2013, Ergen personally bid \$2 billion for the LightSquared Assets.
4 Approximately two weeks later, on May 28, 2013, Ergen created an entity called L-Band
5 Acquisition LLC ("LBAC"). LBAC, under Ergen's ownership and control, became the bidder
6 for the LightSquared Assets. This bid (the "LBAC Bid" or "LBAC's Bid")¹ was not subject to a
7 due diligence out or to FCC approval. The LBAC Bid specifically noted that the buyer under the
8 bid would be "owned by one or more of Charles Ergen, affiliated companies and/or other third
9 parties." Letter from Rachel Strickland to LightSquared LP (May 15, 2013) (attaching
10 LightSquared Summary of Principal Terms of Proposed Sale Transaction, at 1) (SLC Report Ex.
11 337).

12 10. On or about May 22, 2013, after learning of the formation of the STC, Ergen
13 informed the STC of the LBAC Bid. Ergen offered to permit DISH to acquire LBAC or assume
14 the LBAC Bid, if DISH chose to do so.

15 11. In connection with the LBAC Bid, during July of 2013, counsel for LBAC and
16 Ergen began negotiating various documents related to the LBAC Bid with representatives of a
17 group of LightSquared secured creditors (the "Ad Hoc Secured Group"). These documents
18 included a joint plan for the reorganization of LightSquared (the "Ad Hoc Secured Group Plan").
19 The Ad Hoc Secured Group Plan provided for an auction of the LightSquared Assets, and
20 provided for LBAC to act as a so-called "stalking horse" bidder, such that the LBAC Bid would
21 be qualified to serve as the initial bid subject to higher offers from other bidders, and subject to
22 various negotiated rights protecting LBAC's Bid.

23 12. Counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated a plan
24 support agreement (the "PSA"), which set forth the terms and conditions upon which the parties
25 would support the Ad Hoc Secured Group Plan after it was filed in the LightSquared
26 Bankruptcy. The PSA included a timeline for milestones towards Plan confirmation. If these

27 ¹ Although LBAC did not exist when Ergen initially submitted his personal bid, that bid, which
28 LBAC was formed to consummate, is referred to herein consistently as the LBAC Bid.

1 milestones were not met by the timeline set forth in the PSA, the parties to the PSA had the right
2 to withdraw their support for the Ad Hoc Secured Group Plan.

3 13. Finally, counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated
4 a proposed form of draft asset purchase agreement (the "APA") between LightSquared and
5 LBAC governing the sale by LightSquared to LBAC of the LightSquared Assets, the final terms
6 of which would be subject to further negotiation and agreement between LightSquared and
7 LBAC. The draft form of APA included a footnote (the "Release Footnote") indicating that a
8 broad release (the "Release") would be included in the agreement and would cover the purchaser
9 and its affiliates. If LBAC acquired the LightSquared Assets pursuant to the APA, the Release
10 would, among other things, release any claims that LightSquared had against LBAC and its
11 affiliates, including, among others, Ergen, DISH, and SPSO.

12 14. Counsel for DISH and the STC were provided with advance copies of, reviewed,
13 and commented on drafts of the Ad Hoc Secured Group Plan, the PSA, and the APA, although
14 the STC had not then determined whether DISH should acquire LBAC from Ergen or pursue an
15 acquisition of the LightSquared Assets.

16 15. On July 17, 2013, while negotiation of the Ad Hoc Secured Group Plan, the PSA,
17 and the APA remained ongoing, the Ad Hoc Secured Group sent a letter to LBAC's counsel
18 asking LBAC to increase the cash component of the LBAC Bid in order to obtain the Ad Hoc
19 Secured Group's support for the LBAC Bid.

20 16. On July 21, 2013, after receipt of a fairness opinion from its financial advisor and
21 advice of its counsel, the STC determined that a bid by DISH for the LightSquared Assets in an
22 amount up to \$2.4 billion was in the best interests of DISH.

23 17. At a Board meeting on July 21, 2013, without the Ergen Defendants present, the
24 STC recommended to the Board that DISH bid up to \$2.4 billion to acquire the LightSquared
25 Assets on terms consistent with the draft APA. The STC further recommended that, if such bid
26 were made through LBAC, DISH acquire LBAC from Ergen for a nominal fee and assume only
27 LBAC's counsel fees associated with preparation of a bid for the LightSquared Assets. The
28 DISH Board, among other things, resolved to accept the STC's recommendation. The DISH

1 Board authorized DISH to acquire LBAC for a nominal payment, and to submit the DISH Bid
2 for the LightSquared Assets, at a price of up to \$2.4 billion, on terms substantially consistent
3 with the terms set forth in the draft APA.

4 18. Further, at the same July 21, 2013 meeting, the DISH Board resolved to dissolve
5 the STC, but reserved the right to reinstate the STC or another committee should the
6 circumstances warrant. With the exception of STC members Howard and Goodbarn, all
7 members of the Board present at the meeting voted in favor of terminating the STC. Howard and
8 Goodbarn, the members of the STC, abstained.

9 19. On July 22, 2013, Ergen and DISH entered into a purchase and sale agreement
10 under which Ergen sold all of the units in LBAC to DISH for nominal consideration, consistent
11 with the STC's recommendation.

12 20. Contemporaneously, LBAC completed negotiations with the Ad Hoc Secured
13 Group with respect to the Ad Hoc Secured Group Plan, a draft APA supported by the Ad Hoc
14 Secured Group, and the PSA. Among other things, these documents memorialized the DISH
15 Bid, made through LBAC, of \$2.22 billion for the LightSquared Assets, which did not include a
16 due diligence out and was not conditioned upon FCC approval. The DISH Bid was increased to
17 \$2.22 billion, from the \$2 billion LBAC Bid, based on the Ad Hoc Secured Group's July 17
18 letter.

19 21. On July 23, 2013, the Ad Hoc Secured Group and SPSO filed the Ad Hoc
20 Secured Group Plan in the LightSquared Bankruptcy.

21 22. LBAC and SPSO also entered into the PSA at or around the time the Ad Hoc
22 Secured Group Plan was filed. Under the PSA, LBAC committed to support the Ad Hoc
23 Secured Group Plan. LBAC was permitted to terminate the PSA and withdraw the bid if the Ad
24 Hoc Secured Group Plan was not consummated in the LightSquared Bankruptcy on or before
25 December 31, 2013.

26 23. On July 24, 2013, the members of the STC sent a letter to the DISH Board
27 outlining various conditions to its approval of the DISH Bid and open matters that it believed
28 should have been addressed by the STC before the committee was terminated by the Board. On

1 July 25, 2013, Howard resigned from the DISH Board, effective July 31, 2015. The issues raised
2 in the July 24 letter from the STC, to the extent not moot, were investigated by the SLC and
3 addressed in the SLC Report.

4 24. On October 1, 2013, the LightSquared Bankruptcy Court entered an agreed order
5 designating LBAC as a stalking horse bidder for the LightSquared Assets under the Ad Hoc
6 Secured Group Plan.

7 **III. The Adversary Proceedings in the LightSquared Bankruptcy**

8 25. On August 6, 2013, LightSquared's controlling shareholder, Harbinger Capital
9 Partners, LLC and various funds under its control (collectively "Harbinger"), initiated an
10 adversary proceeding against DISH, LBAC, Ergen, and others (the "Adversary Proceeding") in
11 the LightSquared Bankruptcy.

12 26. Harbinger alleged that SPSO misrepresented that it was an "Eligible Assignee"
13 under the Credit Agreement when purchasing the Secured Debt. *See* Complaint, *In re*
14 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
15 6, 2013) (Adversary Docket No. 15) ("Harbinger Complaint"). It further alleged that Ergen,
16 DISH, and other entities owned by Ergen "fraudulently infiltrated the senior-most tranche of
17 LightSquared's capital structure, secretly amassing, based on knowing misrepresentations of
18 fact, a position as the single largest holder of [Secured Debt]." *Id.* Harbinger alleged that "the
19 DISH/EchoStar Defendants and Sound Point [then] disrupted Harbinger's efforts to negotiate a
20 plan of reorganization[,] and to obtain exit financing for LightSquared by intentionally
21 prolonging the closing of numerous trades for Secured Debt. *Id.* at ¶¶ 7-8. Finally, Harbinger
22 alleged that DISH was trying to unfairly profit from this misconduct (1) by submitting a bid that
23 undervalued the LightSquared Assets and (2) by having an unfair advantage in any sale of the
24 LightSquared Assets, because, Harbinger contended, Ergen purchased and held the Secured Debt
25 for the benefit of DISH. Harbinger Complaint ¶ 11. Based on this alleged misconduct,
26 Harbinger asserted claims for fraud, tortious interference, and civil conspiracy.

27 27. On August 22, 2013, LightSquared intervened and partially joined in Harbinger's
28 claims in the Adversary Proceeding. *See* LightSquared's Notice of Intervention, *In re*

1 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
2 22, 2013) (Adversary Docket No. 15).

3 28. On September 9, 2013, the defendants named in the Harbinger Complaint moved
4 to dismiss for, among other things, failure to state a claim. Notice of Motion to Dismiss
5 Complaint, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC)
6 (Bankr. S.D.N.Y. Sept. 9, 2013) (Adversary Docket No. 29). On September 30, 2013, Harbinger
7 amended the Harbinger Complaint. The defendants named in the amended Harbinger Complaint
8 also moved to dismiss the Amended Complaint between October 3 and October 5, 2013.

9 29. On October 29, 2013, the LightSquared Bankruptcy Court dismissed the
10 Harbinger Complaint. The LightSquared Bankruptcy Court gave LightSquared leave to re-plead
11 the claims for itself on or before November 15, 2013, but only granted Harbinger "leave to file a
12 Second Amended Complaint in the . . . adversary proceeding, setting forth an objection pursuant
13 to Section 502 of the Bankruptcy Code." Transcript, at 127-31, *In re LightSquared Inc.*, No. 12-
14 12080-scc, Adv. Proc. No. 13-01390-scc (Bankr. S.D.N.Y. Oct. 29, 2013) (Adversary Docket
15 No. 64).

16 30. On November 15, 2013, the special committee of LightSquared's board formed to
17 oversee its bankruptcy filed a Status Report in which it announced that it intended to pursue the
18 adversary claims identified in the Harbinger Complaint against DISH, SPSO, and Ergen. The
19 LightSquared special committee noted that pursuing these claims may prevent LightSquared
20 from satisfying the milestones for plan confirmation set forth in the PSA and the Ad Hoc
21 Secured Group Plan.

22 31. LightSquared then brought its own complaint (the "LightSquared Adversary
23 Complaint") in the Adversary Proceeding against Ergen, DISH, EchoStar, and SPSO. The
24 LightSquared Adversary Complaint raised essentially the same claims as the Harbinger
25 Complaint. LightSquared alleged, among other things, that Ergen's purchases of Secured Debt
26 were effectively purchases by DISH for DISH's benefit. LightSquared also alleged that these
27 purchases improved DISH's ability to acquire the LightSquared Assets by forcing
28 LightSquared's creditors to support a plan under which DISH would acquire the LightSquared

Assets and by deterring any competing bidders. See Complaint-in-Intervention ¶¶ 3-6, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-01390 (SCC) (Bankr. S.D.N.Y. Nov. 15, 2013) (Adversary Docket No. 66).

IV. The Jacksonville Action

32. On August 9, 2013, Plaintiff commenced this action by filing its Verified Derivative Complaint (the “Complaint”) in the Eighth Judicial District Court of Nevada, alleging that it was a stockholder of DISH and asserting claims derivatively allegedly on behalf of DISH against DISH Board members Ergen, Joseph P. Clayton (“Clayton”), DeFranco, Cantey M. Ergen (“Cantey Ergen”), Goodbarn, David K. Moskowitz (“Moskowitz”), Ortolf (“Ortolf”), and Carl E. Vogel (“Vogel”). Among other things, the Complaint alleged that (1) Ergen usurped a corporate opportunity belonging to DISH to acquire the Secured Debt, (2) Ergen’s acquisition of the Secured Debt and actions in the LightSquared Bankruptcy risk causing the LightSquared Bankruptcy Court to preclude DISH from participating in any auction for the LightSquared Assets, (3) Ergen breached fiduciary duties owed to DISH by causing DISH to submit the DISH Bid at an inflated price, and (4) Ergen would be unjustly enriched by this misconduct. Plaintiff also alleged in the Complaint that the other defendants breached fiduciary duties by “failing to require Ergen to fully recuse himself from the process resulting in the Board’s purported approval of the [DISH Bid].”

33. Shortly thereafter, Plaintiff filed an Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a hearing on a proposed Motion for Preliminary Injunction and a Memorandum of Points and Authorities in support thereof. Plaintiff sought a preliminary injunction to prevent “Ergen and his loyalists on the [Board] from interfering with or impairing DISH’s efforts to acquire LightSquared.”

34. On September 12, 2013, Plaintiff filed an Amended Verified Derivative Complaint (the “Amended Complaint”). Among other things, the Amended Complaint alleged that (1) the defendants named in the Amended Complaint breached their fiduciary duties to DISH by permitting Ergen to interfere with the DISH Bid for the LightSquared Assets and by permitting Ergen to remain involved in DISH’s efforts to acquire the LightSquared Assets

1 because Ergen's involvement led to an inflated DISH Bid, increased the cost of the DISH Bid,
2 and threatened DISH's ability to pursue the DISH Bid, (2) Ergen usurped DISH's corporate
3 opportunity to acquire the Secured Debt and, in doing so, imperiled DISH's future, allegedly
4 foreseeable, efforts to acquire the LightSquared Assets, and (3) Ergen would be unjustly
5 enriched as a result of this misconduct.

6 35. On September 13, 2013, Plaintiff filed its Motion for Preliminary Injunction.

7 **V. The Formation of the SLC**

8 36. On September 18, 2013, the Board, without the Ergens' participation, formed the
9 SLC, a special litigation committee, to investigate the claims asserted in the Amended Verified
10 Complaint and any amendments thereto and to determine whether it would be in DISH's best
11 interest to pursue the claims asserted in the Amended Complaint and any amendments.

12 37. The resolutions forming the SLC specifically empowered the SLC to:

13 (1) review, investigate and evaluate the claims asserted in the
14 Derivative Litigation; (2) file any and all pleadings and other
15 papers on behalf of the Corporation which the Special Litigation
16 Committee finds necessary or advisable in connection therewith;
17 (3) determine whether it is in the best interests of the Corporation
18 and/or to what extent it is advisable for the Corporation to pursue
19 any or all of the claims asserted in the Derivative Litigation taking
20 into consideration all relevant factors as determined by the Special
21 Litigation Committee; (4) prosecute or dismiss on behalf of the
22 Corporation any claims asserted in the Derivative Litigation; and
23 (5) direct the Corporation to formulate and file any and all
24 pleadings and other papers on behalf of the Corporation which the
25 Special Litigation Committee finds necessary or advisable in
26 connection therewith, including without limitation, the filing of
27 other litigation and counterclaims or cross complaints, or motions
28 to dismiss or stay the proceedings if the Special Litigation
Committee determines that such action is advisable and in the best
interests of the Corporation[.]

23 Status Report, at Ex. A (Oct. 3, 2013) (attaching Resolutions Forming SLC (Sept. 18, 2013)).

24 38. The resolutions forming the SLC also "authorized and empowered" the SLC to
25 "retain and consult with such advisors, consultants and agents, including, without limitation,
26 legal counsel and other experts or consultants, as the Special Litigation Committee deems
27 necessary or advisable to perform such services, reach conclusions or otherwise advise and assist
28 the Special Litigation Committee in connection with carrying out its duties," and to enter into

1 “contracts providing for the retention, compensation, reimbursement of expenses and
2 indemnification of such legal counsel, accountants and other experts or consultants as the Special
3 Litigation Committee deems necessary or advisable[.]” *Id.* The resolutions further directed
4 DISH to “pay, on behalf of the Special Litigation Committee, all fees, expenses and
5 disbursements of such legal counsel, experts and consultants on presentation of statements
6 approved by the Special Litigation Committee[.]” *Id.*

7 39. The SLC initially consisted of George R. Brokaw (“Brokaw”), who joined the
8 Board effective October 7, 2013, and long-standing Board member Ortolf.

9 40. The SLC retained Holland & Hart LLP and Young Conaway Stargatt & Taylor,
10 LLP (“SLC Counsel”) as its attorneys. SLC Counsel are free of conflicts with any parties in this
11 matter and are competent attorneys with experience handling and investigating claims of the type
12 asserted in this litigation and also with respect to complex bankruptcy matters.

13 **VI. Plaintiff’s Motion for Preliminary Injunction**

14 41. On September 23, 2013, at the Court’s direction, Plaintiff made a demand upon
15 the SLC. Among other things, Plaintiff demanded that the SLC take immediate action to obtain
16 the relief that Plaintiff sought in its Motion for Preliminary Injunction.

17 42. On October 3, 2013, the SLC responded to Plaintiff’s demand. The SLC noted
18 that “it t[ook] seriously the claims in the Complaint, would investigate them thoroughly and
19 would decide whether they should be pursued, stayed or dismissed in the best interest of DISH
20 and its stockholders.” Status Report, at 3 (Oct. 3, 2013). The SLC provided an anticipated
21 timeline for its investigation. The SLC refused to take immediate action to obtain the relief
22 sought by Plaintiff’s Motion for Preliminary Injunction because “the SLC [did] not believe that
23 the requested relief, if granted, would serve the best interest of DISH.” Status Report, at 4-5
24 (Oct. 3, 2013).

25 43. On October 4, 2013, this Court granted Plaintiff expedited discovery for purposes
26 of Plaintiff’s Motion for Preliminary Injunction and set the Motion for hearing on November 25,
27 2013.

1 44. On October 8, 2013, Plaintiff stipulated to the dismissal of its claims against
2 Goodbarn. This Court granted the dismissal on October 10, 2013.

3 45. Between September 25, 2013 and November 20, 2013, the SLC investigated
4 Jacksonville's assertion that a mandatory injunction should be imposed to require DISH to
5 reconstitute a special transaction committee to control all aspects of the DISH Bid for the
6 LightSquared Assets. In connection with that investigation, the SLC's counsel reviewed over
7 20,000 pages of documents collected from members of the DISH Board, including Ergen,
8 Goodbarn, and Howard, including all documents collected and produced in connection with
9 Plaintiff's Preliminary Injunction Motion, concerning DISH's decision to submit the DISH Bid
10 for the LightSquared Assets, the work of the STC, and Ergen's conflict of interest with respect to
11 DISH's Bid. The SLC interviewed Clayton, DeFranco, Goodbarn, Ergen, Moskowitz, Vogel,
12 and Rachel Strickland ("Strickland"), Andrew Sorkin, and Tariq Mundiya of Willkie Farr &
13 Gallagher LLP about these topics and attended the depositions of Ergen, Ihsan Essaid, Goodbarn,
14 and Howard taken in connection with the Motion for Preliminary Injunction. The SLC also
15 received legal advice concerning a variety of topics, including the LightSquared Bankruptcy, the
16 Board's fiduciary duties, and controlling stockholder fiduciary duties.

17 46. On November 20, 2013, the SLC filed its Report of the Special Litigation
18 Committee of DISH Network Corporation Regarding Plaintiff's Motion for Preliminary
19 Injunction (the "Interim Report"). The Interim Report advised that Plaintiff's Motion for
20 Preliminary Injunction was not necessary to protect DISH from irreparable harm and may itself
21 harm DISH. The SLC reasoned that entrusting DISH's efforts to purchase the LightSquared
22 Assets to only one director and possibly a newly added director (as Plaintiff requested) created a
23 substantial risk of irreparable harm to DISH. In contrast to Plaintiff's assertions in support of its
24 Motion, the SLC determined that Ergen no longer had a conflict of interest with respect to any
25 increase in the amount of the DISH Bid, and any other risk of a conflict of interest between
26 DISH and Ergen was speculative.

27 47. This Court held a hearing on Plaintiff's Motion for Preliminary Injunction on
28 November 25, 2013.

48. On November 27, 2013, based on the pleadings, the SLC's Interim Report, and the November 25, 2013 hearing on the Motion for Preliminary Injunction, this Court issued findings of fact and conclusions of law, denying in part and granting in part Plaintiff's Motion for Preliminary Injunction. The Court denied the Motion to the extent that it sought to prevent directors other than Goodbarn and possibly Charles M. Lillis ("Lillis"), who joined the DISH Board on November 5, 2013, from "interfering" with DISH's efforts to acquire the LightSquared Assets. The Court however enjoined "Charles Ergen or anyone acting on his behalf . . . from participation, including any review, comment, or negotiations related to the [R]elease contained in the Ad Hoc LP Secured Group Plan pending before the Bankruptcy Court for any conduct which was outside or beyond the scope of his activities related to DISH and LBAC." Findings of Fact and Conclusions of Law, at 15 (Nov. 27, 2013).

VII. Lillis's Addition to the SLC

49. On December 9, 2013, the Board resolved to add Lillis to the SLC.

50. The resolutions adding Lillis to the SLC provided that "any and all actions or determinations of the Special Litigation Committee following the date of these resolutions must include the affirmative vote of Mr. Lillis and at least one (1) other committee member in order to constitute a valid and final action or determination of the Special Litigation Committee" (the "Required Vote Resolution"). Minutes of the Special Meeting of the Board of Directors of DISH Network Corporation, at 6-7 (Dec. 9, 2013).

VIII. The Members of the SLC

51. Lillis is a member of the Board's Audit Committee and of the Board's Compensation Committee. Lillis is considered independent under the independence requirements of NASDAQ and the SEC's rules and regulations.

52. Lillis was formerly the CEO of MediaOne Group, Inc. ("MediaOne"). He has served on multiple corporate boards, including Agilera, Inc., Ascent Entertainment Grp., Charter Communications, Inc. ("Charter") and various affiliates, Medco Health Solutions, Inc., MediaOne, On Command Corporation, SUPERVALU Inc., Time Warner Entertainment Company, L.P., Williams Companies, Inc., and Washington Mutual Inc. and affiliated entities.

1 53. Lillis also has a distinguished record of public service in the academic arena. The
2 Governor of Oregon appointed Lillis Chair of the Board of Trustees of the University of Oregon.
3 He previously served on the University of Washington Business Advisory Board, the University
4 of Washington Foundation Board, and the University of Colorado Foundation Board. Lillis was
5 also the Dean of the University of Colorado's college of business and a professor at Washington
6 State University.

7 54. During the time periods at issue, Lillis had no financial or business connection to
8 any Defendant other than his service on the DISH Board and his ownership of DISH common
9 stock.

10 55. Brokaw is a member of the DISH Board, a member of the Board's Audit
11 Committee, and the Chair of the Board's Nominating Committee. Brokaw is considered
12 independent under the independence requirements of NASDAQ and the SEC rules and
13 regulations.

14 56. From 1996 to 2005, Brokaw worked at Lazard Freres & Co. LLC, where he
15 ultimately became a Managing Director. Thereafter, Brokaw served as Managing Partner and
16 Head of Private Equity at Perry Capital, L.L.C. for six years and as a Managing Director of
17 Highbridge Principal Strategies, LLC until September 30, 2013. Brokaw is currently a
18 Managing Partner in Trafelet Brokaw & Co., LLC.

19 57. Brokaw has served on the boards of directors of multiple other companies,
20 including Alico, Inc. and North American Energy Partners Inc.

21 58. During the time periods at issue, Brokaw had no financial or business connection
22 to any Defendant other than his service on the DISH Board and his ownership of options to
23 acquire DISH common stock.

24 59. Ortolf is the Chair of the Board's Audit Committee, a member of the Board's
25 Compensation Committee, and a member of the Board's Nominating Committee. Ortolf is
26 considered independent under the independence requirements of NASDAQ and the SEC rules
27 and regulations.

60. Ortolf was the President and Chief Operating Officer of Echosphere L.L.C. (“Echosphere”) from 1988 to 1991. Echosphere is a current DISH subsidiary, which predated DISH. Ortolf has been the President of Colorado Meadowlark Corp., a privately held investment management firm for over twenty years. Ortolf has been a member of the DISH Board of Directors since 2005.

61. During the time periods at issue, Ortolf had no financial or business connection to any Defendant other than his service on the DISH Board, service on the board of EchoStar, and his ownership of DISH common stock.

IX. The SLC Begins its Investigation

62. The SLC began its investigation of the merits of the claims and issues raised in the Amended Complaint in early December 2013, following Lillis’s addition to the SLC.

63. The SLC and its counsel began collecting and reviewing tens of thousands of documents, including the documents produced in connection with the Motion for Preliminary Injunction in this action, documents produced by SPSO, DISH, Ergen, LBAC and others in the LightSquared Bankruptcy, and additional documents collected from DISH officers and directors specifically for the purposes of the SLC investigation, some dating back to 2005.

64. The SLC also requested and reviewed briefing, transcripts and opinions from the LightSquared Bankruptcy.

65. The full scope of the SLC’s investigation is discussed in detail in paragraphs [[74]]-[[79]] *infra*.

X. The Termination of the DISH Bid

66. After LBAC made the DISH Bid, DISH engaged in due diligence with respect to the LightSquared Assets. When the DISH Bid was submitted, the DISH Board was aware of interference between LightSquared’s downlink spectrum and the wireless spectrum used by GPS devices. According to the SLC, following due diligence, DISH management informed the DISH Board of an additional potential interference issue with LightSquared’s uplink spectrum (the “Technical Issue”). If not resolved, this Technical Issue might, among other things, reduce the anticipated value of the LightSquared Assets, increase regulatory uncertainty surrounding

DISH's use of the LightSquared Assets, and impair or prevent DISH's contemplated use of LightSquared's spectrum.²

67. After considering the Technical Issue at several prior meetings, on December 23, 2013, as reflected in the minutes, the DISH Board:

RESOLVED, that . . . (i) the Corporation and LBAC should continue to endeavor to address the above-described concerns, including without limitation negotiating with the LightSquared LP Lenders to add appropriate conditions or other terms to the PSA and LBAC Bid to address the potential technical issue regarding LightSquared's uplink spectrum; and (ii) in the event that the Corporation and LBAC are unsuccessful, the Corporation and LBAC shall be, and they hereby are, authorized to terminate the PSA and LBAC Bid[.]

Minutes of the Special Meeting of the Board of Directors of DISH Network Corporation, at 3-4 (Dec. 23, 2013) (SLC Report Ex. 443).

68. On January 7, 2014, after efforts to modify the DISH bid to address the risk associated with the Technical Issue failed, and after the milestones provision in the PSA had been breached, DISH withdrew the DISH Bid and terminated the PSA. The Ad Hoc Secured Group opposed the termination and sought to compel DISH to specifically perform the DISH

² Following both trial in the Adversary Proceeding and plan confirmation proceedings in the LightSquared Bankruptcy (the "Plan Confirmation Proceeding"), the LightSquared Bankruptcy Court observed: "Whether LBAC terminated its bid because it 'believed' there was a technical issue (even though the record does not support a finding that there was or is such an issue), or because it wanted to make a lower conditional bid, or because Mr. Ergen decided to direct DISH and its capital elsewhere, or because of negative implications for DISH in connection with the Nevada shareholder litigation, remain[ed] unclear." See Decision Denying Confirmation of Debtors' Third Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code, at 65, *In re LightSquared Inc.*, No. 12-12080 (SCC) (Bankr. S.D.N.Y. July 11, 2014). The SLC acknowledged the LightSquared Bankruptcy Court's findings in the SLC Report. However, the SLC determined, consistent with Nevada law, that the issue raised by the DISH Board was the financial risk to DISH from the uncertainties posed by the Technical Issue, and the DISH Board was entitled to rely on DISH's managements' well-informed recommendations as to the implications of the Technical Issue when determining whether it was in DISH's best interest to withdraw the DISH Bid. NRS 78.138(2)(a) ("In performing their respective duties, directors and officers are entitled to rely on information, opinions, [and] reports . . . that are prepared or presented by . . . [o]ne or more directors, officers or employees of the corporation reasonably believed to be reliable and competent in the matters prepared or presented."). According to the SLC, the DISH Board's determination to withdraw the DISH Bid is protected by the business judgment rule. As such, the SLC's determination that it would not be in DISH's best interest to pursue claims related to the termination of the DISH Bid is not inconsistent with the LightSquared Bankruptcy Court's ruling with respect to the Technical Issue.

1 Bid. DISH opposed the Ad Hoc Secured Group's Motion. The Bankruptcy Court held that
2 DISH "was free to terminate the PSA and then terminate its bid for any reason once any of those
3 milestones [in the PSA] was missed." Transcript, Hearing: Bench Decision in Adv. Proc. 13-
4 01390-scc., at 151, *In re LightSquared Inc.*, No. 12-120808-scc, Adv. Proc. No. 13-01390-scc
5 (Bankr. S.D.N.Y. May 8, 2014).

6 **XI. Conclusion of the LightSquared Bankruptcy Adversary Proceeding**

7 69. On June 10, 2014, following a full trial on the merits of the claims raised in the
8 Adversary Proceeding, the LightSquared Bankruptcy Court issued an opinion determining that,
9 although technically permissible, Ergen's purchases of the Secured Debt (through SPSO) in
10 April 2013 "violated the spirit and purpose of the Credit Agreement restrictions designed to
11 prevent competitors from purchasing Secured Debt and breached the Credit Agreement's implied
12 covenant of good faith and fair dealing[.]" because it violated the purpose of the provisions of
13 the Credit Agreement restricting which entities were permitted to acquire the Secured Debt.
14 Post-Trial Findings of Fact and Conclusions of Law, at 154, *LightSquared LP v. Special*
15 *Opportunities LLC (In re LightSquared Inc.)*, No. 12-12080 (SCC), Adv. Pro. No. 13-01390
16 (Bankr. S.D.N.Y. June 10, 2014) (Bankruptcy Docket No. 165). The LightSquared Bankruptcy
17 Court did, however, dismiss all of the claims against DISH. *Id.* at 99 n.48.

18 70. On July 25, 2014, Plaintiff filed the Verified Second Amended Shareholder
19 Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the
20 Nevada Rules of Civil Procedure (the "Second Amended Complaint"), in which Plaintiff
21 asserted additional and modified derivative claims based upon the withdrawal of the DISH Bid.
22 Plaintiff replaced its claim that Ergen had caused DISH to overpay for the LightSquared Assets
23 through the DISH Bid with a claim that Ergen had deprived DISH of the beneficial ability to
24 acquire the LightSquared Assets at the price of the DISH Bid. The Second Amended Complaint
25 added Brokaw, Lillis, Cullen, Kiser, and Dodge as defendants.
26
27
28

71. Through the Second Amended Complaint, Plaintiff sought derivatively to compel DISH to pursue claims generally falling into eight categories:³ First, Plaintiff claimed that Ergen or the Board breached fiduciary duties in connection with the termination of the DISH Bid (the “Bid Termination Claims”). Second, Plaintiff claimed that the inclusion of the Release in the APA caused LightSquared to refuse to proceed with the DISH Bid and to cancel the LightSquared Bankruptcy Auction, to the detriment of DISH. Plaintiff claimed that Ergen and the DISH Board breached fiduciary duties owed to DISH by including or by failing to remove the Release from the DISH Bid (the “Auction Cancellation Claims”). Third, Plaintiff claimed that by purchasing the Secured Debt, Ergen usurped a corporate opportunity of DISH and was unjustly enriched thereby (the “Corporate Opportunity Claims”). Fourth, Plaintiff claimed that in purchasing the Secured Debt, Ergen misused confidential DISH information concerning a strategy for DISH to acquire the LightSquared Assets and was unjustly enriched thereby (the “Confidential Information Claims”). Fifth, Plaintiff claimed that Ergen and the Officer Defendants breached fiduciary duties by failing to notify the Board of Ergen’s purchases of Secured Debt immediately, or upon learning of the purchases (the “Disclosure Claims”). Sixth, Plaintiff claimed that in purchasing the Secured Debt, Ergen and Kiser acted disloyally to DISH in using DISH resources for Ergen’s Secured Debt Purchases and that Ergen was unjustly enriched thereby (the “Corporate Resources Claims”). Seventh, Plaintiff claimed that Ergen breached fiduciary duties by exposing DISH to increased legal risk and legal fees in the LightSquared Bankruptcy by acquiring the Secured Debt, that the Board breached fiduciary duties by paying Ergen’s legal fees, and that Ergen was unjustly enriched as a result (the “Legal Fee Claims”). Eighth, Plaintiff alleged that the Board improperly terminated the STC (the “STC Termination Claim”).

³ The Second Amended Complaint included five Counts, many of which raised multiple legal issues. The SLC Report organized the issues differently than the Second Amended Complaint did. The SLC Report addressed each of the issues raised through the Second Amended Complaint. This Court refers to the claims based on the SLC’s organization, as the parties have generally done in their briefing, for ease of reference.

XII. The SLC Expanded its Investigation to Address the New Claims Raised in the Second Amended Complaint

72. In July of 2014, when Plaintiff filed the Second Amended Complaint, the SLC had been investigating the claims in Jacksonville's Amended Complaint since December 9, 2013. After Plaintiff filed the Second Amended Complaint, the SLC expanded the scope of its investigation to include the additional claims raised in the Second Amended Complaint concerning the termination of the DISH Bid.

73. After receiving the Second Amended Complaint, the SLC and its counsel requested and reviewed additional documents from DISH, DISH's officers, and DISH's directors relevant to the new claims asserted.

74. In the full course of its investigation, the SLC's counsel reviewed more than 39,000 documents, (more than 357,000 pages) from the following custodians: Michael Abatamarco, Jeffrey Blum ("Blum"), Brokaw, Kenneth Carroll, Clayton, Cullen, DeFranco, Dodge, Mike Dugan, Brandon Ehrhart, Cantey Ergen, Ergen, Kevin Gerlitz, Goodbarn, Howard, Anders Johnson, Stephen Ketchum ("Ketchum"), John Kim, Kiser, Lillis, Jennifer Manner, Moskowitz, Ortolf, David Rayner, Rick Richert, Mariam Sorond ("Sorond"), Brad Schneider, Strickland, Vogel, David Zufall, and Sound Point Capital Management LP ("Sound Point"). These documents included all documents produced in this action, the materials produced by DISH, SPSO, Ergen, and Sound Point in the LightSquared Bankruptcy, and additional documents requested by the SLC from all DISH Board members, members of DISH management, and counsel to LBAC, the entity that made the DISH Bid. The members of the SLC personally reviewed the documents that were most pertinent to the SLC's investigation.

75. The SLC and its counsel monitored proceedings in the LightSquared Bankruptcy from the formation of the SLC through the completion of the SLC Report, and thereafter. Among other things, the SLC attended oral arguments in the Adversary Proceeding and monitored telephonically or reviewed transcripts of other substantive hearings, including telephonically monitoring or reviewing transcripts of the open portions of the entire trial on the Adversary Proceeding and the Plan Confirmation hearing.

1 76. Counsel for the SLC reviewed extensive briefing submitted in the LightSquared
2 Bankruptcy, including the briefing concerning the Adversary Proceeding, the scheduling of the
3 auction of the LightSquared Assets and certain other assets of LightSquared, the proceeding
4 seeking confirmation of LightSquared's plan of reorganization (the "Confirmation Proceeding"),
5 and the termination of the DISH Bid. Counsel for the SLC monitored significant hearings and
6 reviewed testimony within the LightSquared Bankruptcy to the extent available under the
7 confidentiality stipulation governing LightSquared's Bankruptcy, including reviewing all
8 available transcripts concerning the submission of DISH's Bid, the auction scheduling, the
9 termination of DISH's Bid, the Adversary Proceeding, and the Confirmation Proceeding.
10 Counsel for the SLC also attended many of the aforementioned proceedings telephonically or in
11 person. The SLC or its counsel reviewed transcripts of every deposition taken in the
12 LightSquared Bankruptcy available for use in this proceeding under the confidentiality
13 stipulation in the LightSquared Bankruptcy, including transcripts of the LightSquared
14 Bankruptcy depositions of Cullen, Ergen, Howard, Ketchum, Kiser, Joseph Roddy, and Sorond.

15 77. The SLC interviewed numerous people including conducting formal interviews of
16 present and former defendants: Clayton, Cullen, DeFranco, Dodge, Cantey Ergen, Ergen,
17 Goodbarn, Howard, Kiser, Moskowitz, and Vogel; DISH senior executives and regulatory and
18 technical experts: Blum and Sorond; and counsel for Ergen, LBAC and SPSO: Mundiya, Sorkin,
19 and Strickland. Several people were interviewed both in connection with the SLC's
20 investigation of Plaintiff's Motion for Preliminary Injunction and the SLC's investigation of
21 Plaintiff's substantive claims. As a result, the SLC conducted a total of 21 interviews, of 16
22 different people. In most cases, all three members of the SLC attended these interviews.

23 78. The SLC also requested interviews from Plaintiff, LightSquared, and the Ad Hoc
24 Secured Group. However, each of these requests, including the request to interview Plaintiff,
25 was refused.

26 79. Finally, the SLC received extensive legal advice on the issues raised by the
27 matters under investigation at numerous points throughout its investigation.
28

XIII. Motions to Dismiss the Second Amended Complaint

80. On August 29, 2014 the SLC moved to dismiss the Second Amended Complaint, pursuant to Rule 23.1, for failure to plead demand futility; the Director Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5), for failure to state a claim upon which relief can be granted; and the Ergen Defendants moved to dismiss the Second Amended Complaint for failure to state a claim upon which relief can be granted.

81. On September 15, 2014, the Officer Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5) and Rule 23.1, for failure to state a claim upon which relief can be granted and failure to plead demand futility.

XIV. The SLC's Report and Subsequent Motion to Defer

82. On October 24, 2014, the SLC filed with this Court the SLC Report, which detailed its investigation of the claims asserted in the Second Amended Complaint.

83. In its 330-page SLC Report, the SLC extensively described the scope and depth of its investigation and the facts that it found to be true based on that investigation. The SLC also analyzed the factual and legal bases for each of the claims asserted in the Second Amended Complaint. The SLC ultimately concluded that "it would not be in the best interests of DISH to pursue the claims asserted by Jacksonville in the Nevada Litigation." SLC Report, at 333.

84. It is beyond the scope of this opinion to capture the SLC's full reasoning, set forth in detail in the SLC Report. The SLC Report provides extensive factual, legal, and practical reasons why pursuit of each one of Plaintiff's claims would not be in the best interests of DISH. Among the reasons set forth in the SLC Report, the SLC determined that certain claims advanced by Plaintiff were foreclosed by DISH's certificate of incorporation, certain claims lacked a cognizable damages theory, certain claims were not meritorious as a matter of law, and certain claims could not be proven in light of uncontroversial factual determinations. The Court finds that each of the SLC's determinations is reasonable and neither egregious nor irrational.

85. On November 17, 2014, the SLC filed its Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer"). In connection

1 with the Motion to Defer, each SLC member filed a declaration addressing his independence
2 from Defendants under the relevant legal standards.

3 86. Oral argument was initially held on the Motion to Defer on January 12, 2015. At
4 oral argument, Plaintiff for the first time requested discovery pursuant to Nevada Rule 56(f).

5 87. This Court granted Plaintiff's request for discovery. The Court also scheduled
6 supplemental briefing following discovery and supplemental oral argument.

7 88. Plaintiff was permitted to take, and did take, discovery into the independence of
8 the SLC and the thoroughness of its investigation. The SLC gathered and produced documents
9 from the files of the individual SLC members covering a six-year period, documents from the
10 files of SLC counsel, and documents from the files of DISH Board members. Pursuant to a
11 stipulation and order preserving the SLC's work product protection, the SLC also produced
12 certain work product prepared in the course of its investigation, including summaries of the
13 interviews that it conducted and the documents received by the SLC members in the course of
14 the investigation. Plaintiff also deposed each of the SLC members: Lillis, Brokaw, and Ortolf.

15 89. On July 16, 2015, the supplemental oral argument was held on the SLC's Motion
16 to Defer.

17 90. If any findings of fact are properly conclusions of law, they shall be treated as if
18 appropriately identified and designated.

19 **CONCLUSIONS OF LAW**

20 1. This Court has subject matter jurisdiction over all claims asserted in the Second
21 Amended Complaint and personal jurisdiction over all the parties.

22 2. "[U]nder Nevada's corporations laws, a corporation's 'board of directors has full
23 control over the affairs of the corporation.'" *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 632,
24 137 P.3d 1171, 1178 (2006) (quoting NRS 78.120(1)). Therefore, in "managing the
25 corporation's affairs, the board of directors may generally decide whether to take legal action on
26 the corporation's behalf." *Id.*, 122 Nev. at 632, 137 P.3d at 1179; *see also In re Amerco*
27 *Derivative Litig.*, 127 Nev. Adv. Op. 17, 252 P.3d 681, 705 (Nev. 2011) ("Among the matters
28 entrusted to a corporation's directors is the decision to litigate -- or not to litigate -- a claim by

1 the corporation against third parties.”) (citing *In re Citigroup S’holder Derivative Litig.*, 964
2 A.2d 106, 120 (Del. Ch. 2009)). Nevada law gives strong preference to honoring the business
3 judgment of the boards of directors of Nevada corporations. *See Shoen*, 122 Nev. at 621, 137
4 P.3d at 1181; NRS 78.138(3) (“Directors and officers, in deciding upon matters of business, are
5 presumed to act in good faith, on an informed basis and with a view to the interests of the
6 corporation.”).

7 3. Under Nevada law, a stockholder may pursue litigation on a corporation’s behalf
8 only where the stockholder both alleges and proves “particularized factual statements . . . that
9 making a demand [for the Board to cause the corporation to pursue the litigation] would be futile
10 or otherwise inappropriate.” *Id.*, 122 Nev. at 634, 137 P.3d at 1179-80; *see also* NRS 41.520;
11 NRCP 23.1.

12 4. If a stockholder makes this showing, the board nonetheless may properly delegate
13 to a special litigation committee of the board authority to control the litigation and, if the
14 committee determines that the litigation is not in the best interests of the corporation, to
15 terminate the litigation. NRS 78.125; 13 William Meade Fletcher, *Fletcher Cyclopedic of the*
16 *Law of Corporations* (“Fletcher Cyc. Corp.”) § 6019.50 (West 2014).

17 **I. Standard of Review for a Special Litigation Committee Motion Under Nevada Law**

18 5. No Nevada court has ruled on the standard by which to review a special litigation
19 committee’s determination on behalf of the corporation as to whether or in what respect it is in
20 the corporation’s best interest to pursue litigation. Most jurisdictions outside of Nevada follow a
21 form of either the majority *Auerbach* standard or the minority *Zapata* standard. *See Auerbach v.*
22 *Bennett*, 393 N.E.2d 994 (N.Y. 1979); *Zapata Corp. v. Maldonado*, 430 A.2d 779 (Del. 1981).

23 6. Under the *Auerbach* standard, a court defers to the business judgment of a special
24 litigation committee if (a) the special litigation committee is independent and (b) its procedures
25 and methodologies were not so deficient as to demonstrate a lack of good faith in the
26 investigation. *See Auerbach*, 393 N.E.2d at 1003.

27 7. Under the *Zapata* standard, the Court applies these same considerations, but the
28 *Zapata* standard also includes an optional “second step.” *See Carlton Invs. v. Tlc Beatrice Int’l*

1 *Holdings*, No. 13950, 1997 WL 305829, at *2 (Del. Ch. May 30, 1997). If “the court could not
2 consciously determine on the first leg of the analysis that there was no want of independence or
3 good faith, [but] it nevertheless ‘felt’ that the result reached was ‘irrational’ or ‘egregious’ or
4 some other such extreme word[,]” the second step of the *Zapata* standard permits the Court to
5 apply its own business judgment review to determine whether the litigation is in the best interests
6 of the corporation. *Id.* Delaware courts, which developed the *Zapata* standard, have noted that
7 “courts should not make such judgments but for reasons of legitimacy and for reasons of
8 shareholder welfare.” *Id.*

9 8. In this case, the determination of whether *Auerbach* or *Zapata* is the appropriate
10 standard under Nevada law is not dispositive. If *Zapata* were to apply, the SLC’s determination
11 is not “irrational” or “egregious” so as to merit review under the optional second step of a *Zapata*
12 analysis. This Court therefore need not determine which standard of review is appropriate.

13 9. Nevada gives strong preference to honoring the business judgment of boards and
14 their committees. NRS 78.125, 78.138. Nevada further recognizes that disclosed conflicts do not
15 necessarily prevent business judgment from being exercised. NRS 78.140. Here, in considering
16 the Motion to Defer, the Court focuses on two issues: thoroughness and independence of the
17 SLC. This is consistent with the standards adopted outside of Nevada, which generally defer to
18 the business judgment of a special committee that is independent and investigated the claims in
19 good faith, even where the court may have approached the investigation differently. *In re*
20 *Consumers Power Co. Derivative Litig.*, No. 87-CV-60103-AA, 132 F.R.D. 455, 483 (E.D.
21 Mich. 1990) (“[F]or the business judgment rule to apply, a corporation is not required to
22 undertake the ideal or perfect investigation[.]”); *see also Hirsch v. Jones Intercable, Inc.*, 984
23 P.2d 629, 637-38 (Colo. 1999) (“[B]ecause most courts are ill equipped and infrequently called
24 on to evaluate what are and must be essentially business judgments, . . . the role of a . . . trial
25 court in reviewing an SLC’s decision regarding derivative litigation should be limited to
26 inquiring into the independence and good faith of the committee.”) (citation omitted).

II. The SLC Is Independent.⁴

10. A director lacks independence if the director is “beholden” to an interested person. *See, e.g., Jacobi v. Ergen*, 2:12-CV-2075-JAD-GWF, 2015 WL 1442223, at *5 (D. Nev. Mar. 30, 2015). Beholdenness is generally shown through financial dependence. *See La. Mun. Police Emples. Ret. Sys. v. Wynn*, 2:12-CV-509 JCM GWF, 2014 WL 994616, at *5 (D. Nev. Mar. 13, 2013), *appeal docketed*, No. 14-15695 (9th Cir. April 11, 2014).⁵

11. It is well-settled that “long-standing personal and business ties” are insufficient to “overcome the presumption of independence that all directors . . . are afforded.” *In re Walt Disney Co. Derivative Litig.*, 731 A.2d 342, 355 (Del. Ch. 1998), *aff’d in part, rev’d in part on other grounds sub nom. Brehm v. Eisner*, 746 A.2d 244 (Del. 2000); *see also Wynn*, 2014 WL 994616, at *6-7, *18 (“Allegations of a lengthy friendship are not enough” to find a director “beholden[.]” including allegations that directors had “been close . . . since they were young” as a result of their fathers’ business together and the interested director’s past employment of the other director and the other director’s siblings); *Highland Legacy Ltd. v. Singer*, No. 1566-N, 2006 WL 741939, at *5 (Del. Ch. Mar. 17, 2006) (“It is well settled that the naked assertion of a previous business relationship is not enough to overcome the presumption of a director’s independence.”) (internal quotation marks omitted); *Ankerson v. Epik Corp.*, 2005 WI App 1, at

⁴ The parties disagree as to whether the burden on these issues lies with the SLC or Plaintiff. Nevada courts have not addressed this question previously. In most jurisdictions, the special litigation committee bears the burden to establish its own independence and the good faith, thoroughness of its investigation. The SLC however argues that, due to the statutory presumption of N.R.S. 78.138(3), the members of the SLC are presumed to have acted in good faith and on a fully informed basis, and that shifting the burden to the SLC would be inconsistent with this presumption. The Court need not address this issue because it concludes that the SLC was independent and conducted a good faith, thorough investigation and that the motion should be granted, irrespective of which party bears the burden.

⁵ The substantive test for special litigation committee independence is no different from the substantive test for director independence generally. *See In re ITT Derivative Litig.*, 932 N.E.2d 664, 666 (Ind. 2010) (“[T]he same standard [applies] for showing ‘lack of disinterestedness’ both as to the composition of special board committees . . . and to the requirement that a shareholder must make a demand.”); *see also St. Clair Shores Gen. Emps. Ret. Sys. v. Eibeler*, No. 06 Civ. 688(SWK), 2008 WL 2941174, at *8 n.7 (S.D.N.Y. July 30, 2008) (stating that demand futility cases are “relevant to the [SLC] context” in terms of their “treatment of director independence” and explaining that the “formula for evaluating independence of special litigation committees is consistent with that which pertains in demand excusal cases”) (citing *In re Oracle Corp. Derivative Litig.*, 824 A.2d 917, 938-39 (Del. Ch. 2003)). Thus, this Court cites authority from both contexts interchangeably.

1 *3, 690 N.W.2d 885 (Wis. Ct. App. 2004) (TABLE) (“A director may be independent even if he
2 or she has had some personal or business relation with an individual director accused of
3 wrongdoing.”); *Jacobi*, 2015 WL 1442223, at *5 (“Even allegations of friendship or affinity are
4 insufficient to rebut the presumption that a director acts independently.”); *Freedman v. Redstone*,
5 No. CV 12-1052-SLR, 2013 WL 3753426, at *8 (D. Del. July 16, 2013) *aff’d*, 753 F.3d 416 (3d
6 Cir. 2014) (“Standing alone, plaintiff’s allegation that Greenberg is a close friend and advisor to
7 an interested director defendant does not create a reasonable doubt that Greenberg would have
8 been ‘beholden’ to another director.”) (emphasis added).

9 12. Plaintiff argues that Lillis lacks independence from Cullen because Lillis and
10 Cullen were both employed at MediaOne during the same time period, Lillis worked with Cullen
11 at LoneTree Capital Partners, and Lillis and Cullen continue to see each other socially perhaps
12 twice per year, including attending occasional football games together. Plaintiff also argues that
13 Lillis lacks independence from Vogel because Vogel was the President and Chief Executive
14 Officer of Charter when Lillis served on Charter’s board.

15 13. There is no evidence that Lillis is beholden to Cullen, Vogel, or any other
16 defendant. During the relevant time period, Lillis had no financial or business connection to any
17 defendant other than his service on the DISH Board. As detailed above, professional
18 relationships and friendships do not suffice to negate independence. The relationships between
19 Lillis and Cullen and Vogel do not undermine Lillis’s independence. Based upon all of the
20 evidence presented, including Lillis’s declaration, exhibits provided by Plaintiff, briefing on the
21 subject, and oral argument, the Court finds that there is no genuine issue of material fact as to
22 Lillis’ independence. Lillis is clearly not beholden and therefore is clearly independent under the
23 relevant legal authority.

24 14. A special litigation committee is generally independent if the committee cannot
25 lawfully act without the approval of at least one director who is independent. *See Johnson v.*
26 *Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991); *see also Struogo ex rel. Brazil Fund v. Padegs*,
27 27 F. Supp. 2d 442, 450 n.3 (S.D.N.Y. 1998); *In re Oracle Sec’s Litig.*, 852 F. Supp. 1437, 1442

(N.D. Cal. 1994).⁶ This is true even if there is reason to doubt the independence of another member or other members of the special litigation committee.

15. The voting structure of the SLC requires that Lillis vote affirmatively in favor of any resolution of the SLC in order for it to have effect. The evidence of the independence of Messrs. Brokaw and Ortolf coupled with the unusual voting structure of the SLC demonstrates that the SLC is independent.

16. Plaintiff makes numerous assertions concerning the independence of the other members of the SLC, Messrs. Brokaw and Ortolf,⁷ the significance of which the SLC disputes.⁸ In all events, after considering the evidence concerning the independence of Messrs. Brokaw and Ortolf, together with the evidence concerning the independence of Mr. Lillis and his voting power, the Court is persuaded that the SLC as a whole was independent and acted independently.

17. Plaintiff's assertions, which follow expansive discovery into the SLC's independence, do not raise any genuine issue of material fact with respect to whether the SLC as a whole acted independently.⁹

18. The Court thus concludes that there is no genuine issue of material fact with respect to whether the SLC's business judgment is independent as a matter of Nevada law. *See Johnson v. Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991) (special litigation committee is generally independent if the committee cannot lawfully act without the approval of at least one director who is independent); *see also Struogo ex rel. Brazil Fund v. Padegs*, 27 F. Supp. 2d 442,

⁶ The same might not hold if the independent director was overcome by a director who lacks independence. Such was not this case here.

⁷ Generally, with respect to Brokaw, Plaintiff argues that Brokaw lacks independence because Brokaw has a social relationship with the Ergens, in which Cantey Ergen is godmother to one of Brokaw's children. Generally, with respect to Ortolf, Plaintiff argues that Ortolf lacks independence because Ortolf has a close friendship with the Ergens.

⁸ Numerous courts considering facts similar to those raised by Plaintiff have determined that such social relationships, even close friendships, do not render a director lacking independence. *See, e.g., Jacobi*, 2015 WL 1442223, at *5 ("Even allegations of friendship or affinity are insufficient to rebut the presumption that a director acts independently.").

⁹ Moreover, Plaintiff has not identified any genuine issue of material fact with respect to whether the issues that it raises with respect to Brokaw and Ortolf were disclosed. The disclosure of all potential challenges to the SLC members' independence provides an additional basis to find the SLC as a whole independent in light of Lillis' independence.

1 450 n.3 (S.D.N.Y. 1998); *In re Oracle Sec's Litig.*, 852 F. Supp. 1437, 1442 (N.D. Cal. 1994).
2 The SLC as a whole is independent given all of the evidence presented.

3 19. Plaintiff also argues that the SLC members lack independence because the Second
4 Amended Complaint asserts claims against them.¹⁰ Allowing a putative derivative plaintiff to
5 disqualify members of an independent committee simply by asserting claims against those
6 members, regardless of the merits of the claims, would give a putative derivative plaintiff the
7 power to unilaterally nullify the strong presumption of the business judgement rule under
8 Nevada law and, *a fortiori*, replace the business judgement of any board or committee thereof
9 with that of the plaintiff in every putative derivative action. Asserting claims against a director
10 neutralizes the director's ability to objectively assess the merits of the litigation for the
11 corporation only "in those 'rare case[s]' . . . where defendants' actions were so egregious that a
12 substantial likelihood of director liability exists" as a result of the claim. *Shoen*, 122 Nev. at
13 639-40, 137 P.3d at 1184 (quoting *Seminaris v. Landa*, 662 A.2d 1350, 1354 (Del. Ch. 1995)).

14 20. DISH's articles of incorporation indemnify and exculpate DISH's Board of
15 Directors (the "Board") from liability for any breach of the fiduciary duty of care.

16 21. Particularly in light of the exculpation and indemnification provision in DISH's
17 articles of incorporation — and the fact that Lillis joined the DISH Board four months after this
18 action was filed — the challenged actions of the SLC members, even if they might potentially
19 give rise to liability, were not so "egregious that a substantial likelihood of director liability
20 exists." Thus, there is no genuine issue of material fact with respect to whether the claims
21 asserted against the SLC members undermine the independence of the SLC.

22 22. Based upon the above and all the evidence and legal authority presented, the
23 Court is persuaded that there is no genuine issue of material fact as to the independence of the
24 SLC. The SLC is independent.

25
26 ¹⁰ Often courts frame the analysis of whether claims asserted against a director neutralize that
27 director's exercise of business judgment as a question of interest, rather than of independence.
28 This opinion addresses the issue as one of independence because Plaintiff frames the issue in that
manner. The question would be analyzed in the same manner and with the same outcome if
framed as a question of the SLC members' disinterest.

1 **III. The SLC Conducted a Good Faith, Thorough Investigation.**

2 23. Both *Auerbach* and *Zapata* establish the same standard by which a court should
3 analyze the good faith, thoroughness of a special litigation committee's investigation:

4 What has been uncovered and the relative weight accorded in
5 evaluating and balancing the several factors and considerations are
6 beyond the scope of judicial concern. Proof, however, that the
7 investigation has been so restricted in scope, so shallow in
8 execution, or otherwise so pro forma or halfhearted as to constitute
a pretext or sham, consistent with the principles underlying the
application of the business judgment doctrine, would raise
questions of good faith or conceivably fraud which would never be
shielded by that doctrine.

9 *Auerbach*, 393 N.E.2d at 1002-03. See also *Stein v. Bailey*, 531 F. Supp. 684, 691, 695
10 (S.D.N.Y. 1982) (under the *Zapata* standard, "[p]roof . . . that the investigation has been so
11 restricted in scope, so shallow in execution, or otherwise so pro forma or halfhearted as to
12 constitute a pretext or sham . . . would raise questions of good faith") (internal quotation marks
13 omitted); *Hasan v. CleveTrust Realty Investors*, 729 F.2d 372, 378 (6th Cir. 1984) (*Auerbach*
14 and *Zapata* "are convergent in their approach to the issues of good faith and thoroughness.").

15 24. Regardless of which standard applies, the Court finds that the SLC conducted a
16 good faith, thorough investigation. As detailed above, the SLC reviewed thousands of
17 documents, interviewed numerous witnesses and thoroughly analyzed each of the claims in its
18 330-page Report. See *supra*, paragraphs [[74]] – [[86]] and [[83]] – [[84]]. The SLC Report
19 addressed each of the significant concerns raised by the Second Amended Complaint.

20 25. Although Plaintiff makes numerous assertions concerning supposed deficiencies
21 or bad faith of the SLC's investigation, none of the assertions has merit:

22 26. Among other assertions, Plaintiff asserts that the SLC failed to address or
23 concealed evidence concerning compliance by Ergen and his counsel with this Court's partial
24 preliminary injunction. Contrary to Plaintiff's assertion, the SLC disclosed the comments that
25 counsel for SPSO made concerning the Release to the LightSquared Bankruptcy Court and
26 addressed the implications of those statements, based upon the full record. Furthermore, there is
27 no evidence that Ergen or his counsel failed to comply with this Court's partial preliminary
28 injunction.

1 27. Plaintiff also asserts that the SLC failed to analyze the STC Termination Claim.
2 Contrary to Plaintiff's assertion, the SLC Report addressed this issue at pages 325 to 327 of the
3 SLC Report.

4 28. Plaintiff also asserts that the SLC failed to address Plaintiff's derivative claim for
5 unjust enrichment. Contrary to Plaintiff's assertion, the SLC addressed Plaintiff's claim for
6 unjust enrichment in connection with the SLC's consideration of Plaintiff's other claims as set
7 forth at pages 301-02, 312-13, 321-22, and 324-25 of the SLC Report.

8 29. Regardless of whether Plaintiff may have preferred that its claims be investigated
9 differently, Plaintiff has not identified a genuine issue of material fact with respect to whether the
10 SLC's investigation of the claims set forth in the Second Amended Complaint was thorough and
11 conducted in good faith.

12 30. The Court concludes that there is no genuine issue of material fact as to the
13 thoroughness or good faith of the SLC's extensive investigation. The SLC is independent and
14 conducted a good faith, thorough investigation. For this reason, the Court grants the SLC's
15 Motion and dismisses this action with prejudice. The Court does so based upon the
16 independence of the SLC and thoroughness and good faith of its investigation.

17 31. If this Court were to adopt the *Zapata* standard, this Court likewise would find
18 that standard met, for, among other reasons, the conclusions in the SLC Report were neither
19 irrational nor egregious.

20 **IV. The Remaining Motions to Dismiss Are Moot.**

21 32. The SLC's Motion to Dismiss under Rule 23.1 and the Director Defendants',
22 Officer Defendants', and Ergen Defendants' Motions to Dismiss are moot at this time.

23 33. If any conclusions of law are properly findings of fact, they shall be treated as if
24 appropriately identified and designated.

25 THEREFORE, having made the foregoing Findings of Fact and Conclusions of Law, and
26 good cause appearing,

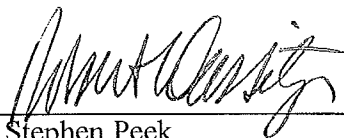
1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the SLC's Motion to
2 Defer to the SLC's Determination That the Claims Should Be Dismissed is hereby GRANTED
3 and this action is dismissed with prejudice.

4 IT IS FURTHER ORDERED that in light of the Court's ruling on the SLC's Motion to
5 Defer, the Court need not rule upon the SLC's Motion to Dismiss for Failure to Plead Demand
6 Futility, the Director Defendants' Motion to Dismiss the Second Amended Complaint, The
7 Officer Defendants' Motion to Dismiss the Second Amended Complaint, and Defendants
8 Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative
9 Complaint of Jacksonville Police and Fire Pension Fund. These and any other pending motions
10 are hereby denied without prejudice as moot.

11 DATED this 19th day of September 2015.

12
13 
14 DISTRICT COURT JUDGE

15 Respectfully submitted by:

16 
17 J. Stephen Peek
18 Robert J. Cassity
19 HOLLAND & HART LLP
20 9555 Hillwood Drive, 2nd Floor
21 Las Vegas, NV 89134

22 Holly Stein Sollod (*pro hac vice*)
23 HOLLAND & HART LLP
24 555 17th Street Suite 3200
25 Denver, CO 80202

26 David C. McBride (*pro hac vice*)
27 Robert S. Brady (*pro hac vice*)
28 C. Barr Flinn (*pro hac vice*)
Emily V. Burton (*pro hac vice*)
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Rodney Square
1000 North King Street
Wilmington, DE 19801
*Attorneys for the Special Litigation Committee
of DISH Network Corporation*

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

September 10, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

September 10, 2013 8:30 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT: Boschee, Brian W. Attorney
 Miller, William Attorney
 Reisman, Joshua H. Attorney
 Rugg, Jeffrey S. Attorney

JOURNAL ENTRIES

- PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...

STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION...

MOTION TO ASSOCIATE COUNSEL ON AN ORDER SHORTENING TIME

Attorneys Jeremy Friedman and Mark Lebovitch of Bernstein Litowitz Berger & Grossmann LLP (New York), present with counsel for Plaintiff.

Attorney Brian Frawley of Sullivan & Cromwell LLP (New York) & Attorney Tariq Mundiya of Willkie Farr & Gallagher LLP (New York), present with Defense counsel.

Attorney Mark Ferrario and co-counsel Greg Markel, present on behalf of Defendant Steven Goodbarn.

Mr. Ferrario advised Pro Hac Vice papers for Mr. Markel will be filed today.

MOTION TO ASSOCIATE COUNSEL ON AN ORDER SHORTENING TIME: Court advised it does not read letters from counsel. Mr. Boschee requested the Court hear the motion to associate counsel before the motion to expedite discovery and stated no objection to the Court hearing from out-of-state counsel who have not filed a motion to associate. Mr. Rugg stated no objection to Plaintiff's motion and advised Mr. Ferrario's papers are with the State bar. Mr. Ferrario stated no objection to the motion with the stipulation that Mr. Markel can address the Court today. COURT ORDERED, motion to associate counsel (Friedman and Lebovitch) is GRANTED. As for other motions to associate, the Court will sign an OST as soon as papers are received from the State Bar.

PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION: Mr. Lebovitch requested 30 to 45 days followed by a request for injunctive relief. Discussion regarding expedited discovery. Mr. Boschee confirmed they have enough information to file a motion for preliminary injunction. Court DIRECTED counsel to file the motion including information currently at hand and with the understanding there may be additional information before the preliminary injunction hearing is scheduled. Mr. Boschee advised it will be filed by Friday, September 13th. COURT ORDERED, motion to be SET on OST. Matter SET for status check on requested discovery on September 19th. If parties wish to call in, a telephone conference is to be arranged with the Department the day before.

9-19-13 8:30 AM STATUS CHECK: REQUESTED DISCOVERY...PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

September 19, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

September 19, 2013 8:30 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT: Boschee, Brian W. Attorney
 Ferrario, Mark E., ESQ Attorney
 Reisman, Joshua H. Attorney
 Rugg, Jeffrey S. Attorney

JOURNAL ENTRIES

- STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION...

...PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...

...STATUS CHECK: REQUESTED DISCOVERY...

...MOTION TO ASSOCIATE COUNSEL ON AN ORDER SHORTENING TIME (GREGORY MARKEL, ESQ. AND MARTIN SEIDEL, ESQ.)...

...DEFENDANT CHARLES W. ERGEN'S MOTION TO ASSOCIATE COUNSEL AND EX PARTE MOTION FOR AN ORDER SHORTENING TIME (JAMES DUGAN, ESQ.; TARIQ MUNDIYA; MARY K. WARREN, ESQ.)...

...MOTION FOR PRELIMINARY INJUNCTION AND FOR DISCOVERY ON AN ORDER SHORTENING TIME

Also present: Attorney Mark Lebovitch, counsel for Plaintiff. Attorneys Brian Frawley, Tariq Mundiya, and Gregory Markel, for the Defense.

Court's disclosure regarding Attorney Maximilien Fetaz, present in the gallery.

COURT ORDERED, motions to associate GRANTED. Orders signed in open court and returned for filing.

Arguments by counsel. COURT finds the formation of a Special Litigation Committee is an important step for the company, and ORDERED, Plaintiff will make a DEMAND of the Special Litigation Committee within twenty-four hours, or DUE by Monday, September 23rd, at 10 AM Pacific Standard Time; the Special Litigation Committee will RESPOND to the demand by October 3, 2013 at noon Pacific Standard Time; this does not mean they have to complete their investigation. A Status Report is DUE by close of business on October 3, 2013 Pacific Standard Time. Matter SET for Status Check on the October 4, 2013 Chambers Calendar. Written Decision to ISSUE. Upon inquiry of counsel, Court CLARIFIED Plaintiff has not conceded anything. Court stated it PREFERS separate status reports.

10-4-13 - CHAMBERS STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION...PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...STATUS CHECK: REQUESTED DISCOVERY...MOTION FOR PRELIMINARY INJUNCTION AND FOR DISCOVERY ON AN ORDER SHORTENING TIME...STATUS CHECK

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 04, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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October 04, 2013	3:00 AM	Motion to Associate Counsel
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Associate (van Kwawegen) is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Boschee is to be notified via minute order to prepare the Order and notify the appropriate parties.

CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Jeremy S. Friedman, Esq. (JeremyF@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Jeroen Van Kwawegen, Esq. (jeroen@blbglaw.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Robert Cassity, Esq. (bcassity@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); Brian Frawley, Esq. (frawleyb@sullcrom.com); Mark Ferrario, Esq. (ferrariom@gtlaw.com); Gregory A. Markel, Esq. (Gregory.Markel@cwt.com). / dr 10-4-13

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 04, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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October 04, 2013 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- STIPULATION AND ORDER TO CONTINUE HEARING AND SET BRIEFING SCHEDULE ON PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION...

...PLAINTIFF'S EX PARTE MOTION FOR ORDER TO SHOW CAUSE AND MOTION TO (1) EXPEDITE DISCOVERY AND (2) SET A HEARING ON MOTION FOR PRELIMINARY INJUNCTION ON ORDER SHORTENING TIME...

STATUS CHECK: REQUESTED DISCOVERY...

...MOTION FOR PRELIMINARY INJUNCTION AND FOR DISCOVERY ON AN ORDER SHORTENING TIME...

...STATUS CHECK...

The Court having reviewed the Motion for Preliminary Injunction and for Discovery, the Motion to Expedite Discovery, the status reports filed by the parties including counsel for the Special Litigation committee, the resolution creating the Special Litigation committee, and the related briefing and being fully informed, GRANTS the motion for expedited discovery and SETS the hearing for the preliminary injunction on November 12, 2013 at 9:30 a.m. The Court notes that the resolution creating the Special Litigation Committee does not specifically address the issues related to the

LightSquared bankruptcy and anticipates its investigation occurring after the auction. Given the relief sought in the preliminary injunction, the Court GRANTS the request for expedited discovery IN PART. Within 7 judicial days, DISH will produce the items identified as 1-3 on page 13 of the motion filed on 8/14/2013 and take the depositions identified as 1-4 on page 13 of the motion filed on 8/14/2013 and item number 4 on page 12 of the motion filed on 9/13/2013. If Dish makes a claim of privilege to any document responsive to these requests, for each communication or document, the party withholding a document shall specifically identify the author (and their capacity) of the document; the date on which the document was created; a brief summary of the subject matter of the document; if the document is a communication -- the recipient, sender and all others (and their respective capacities) provided with a copy of the document; other individuals with access to the document (and their respective capacities); the type of document; the purpose for creation of the document; and a detailed, specific explanation as to why the document is privileged or otherwise immune from discovery. Counsel for Plaintiffs is directed to submit a proposed order consistent with the foregoing within ten (10) days and distribute a filed copy to all parties involved in this matter. Such order should set forth a synopsis of the supporting reasons proffered to the Court in briefing and argument. This Decision sets forth the Court's intended disposition on the subject but anticipates further order of the Court to make such disposition effective as an order or judgment.

Mr. Boschee is to be notified via minute order to prepare the Order and notify the appropriate parties.

11-12-13 9:30 AM PRELIMINARY INJUNCTION HEARING

CLERK'S NOTE: Separate minute order to ISSUE on Motion to Associate Counsel (Kwawegen) on OST also set on today's Chambers calendar.

A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Jeremy S. Friedman, Esq. (JeremyF@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Jeroen Van Kwawegen, Esq. (jeroen@blbglaw.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Robert Cassity, Esq. (bcassity@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); Brian Frawley, Esq. (frawleyb@sullcrom.com); Mark Ferrario, Esq. (ferrariom@gtlaw.com); Gregory A. Markel, Esq. (Gregory.Markel@cwt.com). / dr 10-4-13

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 18, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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October 18, 2013 1:15 PM Telephonic Conference

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Katrina Hernandez

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Lebovitch, Mark	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Also present: Stephen Peek, Brian Frawley, Tariq Mundiya, and Mark Lebovitch. All parties present telephonically.

Mr. Lebovitch advised documents were produced on Tuesday, October 15th however, privilege logs were only received late on the night of October 17th; noted the depositions will begin on Tuesday, October 22nd; and requested to file a brief under seal in order for the Court to review the documents prior to depositions being taken. Arguments by Counsel. Statements by the Court. COURT ORDERED, Briefing Schedule SET as follows:

Opening brief by 10/18/13; Response by Wednesday, 10/23/13; and matter SET for hearing, conditional on receiving the brief from Plaintiffs with an Order Shortening Time accompanied by an Application to File Under Seal.

10/28/13 8:00 AM ARGUMENT

*CLERK'S NOTE: Per Law Clerk, brief was received and matter SET for Hearing./kh 10-21-13. The above Minute Order was updated to reflect the correct briefing schedule./kh 10-22-13

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 23, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s)
	vs.
	Charles Ergen, Defendant(s)

October 23, 2013 2:30 PM Telephonic Conference

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Lebovitch, Mark	Attorney
	Miller, William	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Also appearing telephonically: Brian Frawley, Esq. for the individual Defendants; Matthew Freimuth, Esq. of Wilkie Farr & Gallagher LLP for Deft Charles Ergen; J. Stephen Peek, Esq., on behalf of the Special Litigation Committee; an unidentified representative also from Wilkie Farr & Gallagher LLP.

Court acknowledged receipt of the OST by email regarding Deft Ergen's deposition. Mr. Reisman advised Mr. Mundiya, who has been communicating daily with Mr. Lebovitch, cannot be present as he is on a flight. They have offered to produce Mr. Ergen for deposition on November 3, 4, and 5; however, Mr. Lebovitch is unavailable on November 3rd for personal reasons; a lot has happened since two weeks ago and they will not be able to resolve outstanding issues if the deposition goes forward on October 25th. Mr. Reisman requested the deposition take place after the hearing on October 28th when issues are resolved; they have offered to produce with the understanding the deposition will only be taken once prior to the preliminary injunction hearing as their client has meetings he is tied up with. Mr. Rugg advised they have reviewed the documents labeled as privileged but need to Bates label them. Mr. Frawley stated they can probably be produced two to

three days at worst. COURT ORDERED, Mr. Ergen's deposition will go forward as scheduled. If more documents are ordered produced on October 28th counsel will have the ability to schedule notice Mr. Ergen's deposition prior to the November 12th hearing.

10-28-13 8:00 AM ARGUMENT...MOTION TO COMPEL PRODUCTION ON AN ORDER
SHORTENING TIME

11-12-13 9:30 AM PRELIMINARY INJUNCTION HEARING

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 28, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

October 28, 2013 8:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT: Boschee, Brian W. Attorney
 Kwawegen, Jeroen Van Attorney
 Miller, William Attorney
 Reisman, Joshua H. Attorney
 Rugg, Jeffrey S. Attorney

JOURNAL ENTRIES

- MOTION TO COMPEL PRODUCTION ON AN ORDER SHORTENING TIME...
...ARGUMENT...
...PLAINTIFF'S NOTICE OF MOTION AND MOTION TO SEAL MOTION TO COMPEL
PRODUCTION ON AN ORDER SHORTENING TIME...
...DISH NETWORK CORPORATION'S MOTION FOR ORDER PERMITTING FILING UNDER SEAL
OPPOSITION TO MOTION TO COMPEL PRODUCTION...
...DEFENDANT CHARLES W. ERGEN'S MOTION FOR ORDER PERMITTING FILING UNDER
SEAL DEFENDANT CHARLES W. ERGEN'S OPPOSITION TO PLAINTIFF'S MOTION TO
COMPEL PRODUCTION

Maximilien Fetaz, Esq., present with Mr. Rugg.
Appearing telephonically: Stephen Peek, Esq.,; Tariq Mundiya, Esq.; and Brian Frawley, Esq.

COURT ORDERED, Plaintiff's request to seal hearing DENIED. Upon Mr. Boschee's inquiry, Court

noted man in the audience is in court for the 9 AM criminal calendar. Arguments by counsel regarding documents. Letter submitted by Mr. Boschee and copy of board minutes submitted by Mr. Rugg MARKED as Court's Exhibits 1 and 2, respectively, LODGED UNDER SEAL. COURT FURTHER ORDERED, all pending motions to seal ADVANCED and GRANTED as unopposed. Court finds, Mr. Ergen failed to demonstrate that Mr. Kiser was acting as his agent; for purposes of transactions being reviewed the attorney client privilege on documents that Mr. Kiser was copied is OVERRULED. With respect to issues related to communications characterized as common interest or blending of lines an in camera review of those documents will be done. Written Decision by minute order will ISSUE. Mr. Rugg provided the box of documents in open court and placed on the record the items which are on the privilege log. Mr. Mundiya advised Mr. Kiser's documents can be produced by this afternoon. Mr. Boschee stated they are missing board minutes for the 17th and 24th and have a copy of those of the first. Mr. Frawley advised board minutes will be produced later this week after they are shared with the Board. Court stated if parties are unable to reach an agreement this can be addressed via telephone conference.

CLERK'S NOTE: Motions to Seal previously set on 11-22-13 (Plaintiff's Notice of Motion and Motion to Seal Motion to Compel Production on an Order Shortening Time) and 12-6-13 (Dish Network Corporation's Motion for Order Permitting filing under Seal Opposition to Motion to Compel Production; Defendant Charles W. Ergen's Motion for Order Permitting Filing Under Seal Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production) in Chambers were reset on today's oral calendar per counsel's request.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 30, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

October 30, 2013 8:30 AM Telephonic Conference

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Lebovitch, Mark	Attorney
	Miller, William	Attorney
	Mundiya, Tariq	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Also appearing via telephone: Attorney Robert Cassity on behalf of the Special Litigation Committee; Attorney Brian Frawley on behalf of Nominal Defendant Dish Network and Individual Defendants except Charles Ergen.

Present in the courtroom: Attorney Maximilien Fetaz.

Court acknowledged receipt of missive and OST. Mr. Rugg advised they are seeking relief from the Court's ruling based upon yesterday's bankruptcy ruling and explained the request. Court noted perhaps a hearing should be set so parties can have the opportunity to brief the issue and a discussion is held. Mr. Rugg stated they requested the telephone conference today due to the deposition set for tomorrow. Colloquy regarding transcript of bankruptcy proceedings. Mr. Boschee stated no objection to a hearing on Friday; however, his concern is that assuming the preliminary injunction hearing goes forward on November 12th he does not believe the deposition tomorrow cannot be reset before the 12th; Plaintiff requests the Court's order remain in place and the deposition

go forward tomorrow. Nominal Defendant Dish Network Corporation and Director Defendants' Motion for NRCP 60(b) Relief and Protective Order on Order Shortening Time SIGNED IN OPEN COURT and RETURNED to Mr. Fetaz for filing. Statement by Mr. Lebovitch regarding witnesses' availability for deposition and prejudice suffered if deposition is rescheduled pending the Court's decision. COURT ORDERED, the deposition will GO FORWARD as scheduled until ordered otherwise. Matter SET for Hearing on Friday, November 1st. Counsel to provide courtesy copy of OST and exhibits.

11-1-13 9:00 AM NOMINAL DEFENDANT DISH NETWORK CORPORATION AND
DIRECTOR DEFENDANTS' MOTION FOR NRCP 60(b) RELIEF AND PROTECTIVE ORDER ON
ORDER SHORTENING TIME

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 31, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s)
	vs.
	Charles Ergen, Defendant(s)

October 31, 2013	4:30 PM	Decision
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- The Court having reviewed in chambers the Document proffered as "27", Court's Ex. 1, by counsel for Ergen, determines that no valid basis exists on which withholding production of the document on the basis of "privilege" can be made.

The Court having reviewed in chambers the documents identified as:

72-74, 134-35, 149-151, 357-358, 419-420, 434-435, 439-441, 447, 450, 451, 452, 453, 456, 457-458, 495-497, 552, 596-597, and 616-617,

collectively marked as Court's Exhibit 2, the player list as Court's Exhibit 3 and the privilege log marked as Court's Exhibit 4, SUSTAINS the assertion of privilege as identified on the privilege log. While certain communications appear to exist between Mr. Ergen's personal counsel at Willkie and counsel for Dish, the nature of the communications lends credence to the position that a common legal interest existed for purposes of the reviewed documents; accordingly the claims of privilege on the identified documents are sustained.

Court's exhibits 1 and 2 are SEALED as they contain commercially sensitive information subject to a protective order for discovery purposes.

CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Jeremy S. Friedman, Esq. (JeremyF@blbglaw.com); William Miller, Esq. (wmiller@nevadafirm.com); Jeroen Van Kwawegen, Esq. (jeroen@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Robert Cassity, Esq. (bcassity@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); Brian Frawley, Esq. (frawleyb@sullcrom.com). / dr 10-31-13

CLERK'S NOTE: Minutes corrected to reflect documents 134-35 were also reviewed in chambers and part of the set collectively marked as Court's Exhibit 2. Minutes distributed to counsel listed above. / dr 11-1-13

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

November 01, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

November 01, 2013 9:00 AM Motion for Relief

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Miller, William	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Appearing via telephone: Attorney Mark Lebovitch for the Plaintiff; Attorneys J. Stephen Peek and C. Barr Linn for the Special Litigation Committee; Attorney Brian Frawley for Nominal Defendant Dish Network and the Individual Defendants except Charles Ergen; Attorney Tariq Mundiya for Defendant Charles Ergen.

Attorney Maximilien Fetaz, present with Mr. Rugg.

Argument in support of the motion by Mr. Rugg based upon the October 29, 2013 bankruptcy court ruling and a request to seek relief from the Court's prior order; parties should be able to set aside expedited discovery and the preliminary injunction hearing and move forward. Mr. Reisman concurred. Argument in opposition by Mr. Boschee; Plaintiff plans to file under seal Mr. Goodbarn's deposition transcript as a supplement; the Preliminary Injunction Hearing is still necessary and all that needs to be done before then is submit briefing. Argument in reply by Mr. Rugg noting disputes that still need to be addressed. COURT ORDERED, Preliminary Injunction Hearing VACATED and RESET on 11/25/13. If anyone is unavailable on this date the Court will discuss other options.

Mr. Lebovitch requested the Hearing not be set on the day before bidding takes place. Court admonished counsel not to reference the deposition transcript to which confidentiality has been raised in open court. Upon Court's inquiry, all parties agreed to the November 25th setting. Court noted no witnesses, only briefs and affidavits, hearing to last 2 to 3 hours at most. COURT ORDERED, Plaintiff to submit briefing by 11/8/13; Defts by 11/20/13. Each side to email proposed Findings of Fact and Conclusions of Law in MS Word format in advance of the hearing. Parties to follow the State of Nevada Supreme Court Rule on sealing and redacting records.

Upon inquiry of the Court, Mr. Rugg advised they do not need the extra copies of documents submitted on October 28, 2013 for in camera review.

11-25-13 10:00 AM PRELIMINARY INJUNCTION HEARING

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

November 25, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

November 25, 2013 10:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Kwawegen, Jeroen Van	Attorney
	Lebovitch, Mark	Attorney
	Miller, William	Attorney
	Mundiya, Tariq	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- MOTION TO UNSEAL PLAINTIFF'S SUPPLEMENT TO MOTION FOR PRELIMINARY INJUNCTION AND APPENDIX OF EXHIBITS TO MOTION FOR PRELIMINARY INJUNCTION ON AN ORDER SHORTENING TIME...
...PRELIMINARY INJUNCTION HEARING...
...MOTION TO ASSOCIATE COUNSEL (DAVID MCBRIDE)...
...MOTION TO ASSOCIATE COUNSEL (ROBERT BRADY)...
...MOTION TO ASSOCIATE COUNSEL (C. BARR FLINN)

Also present: Attorneys Brian Frawley and Maximilien Fetaz for the Individual Defendants, except Charles Ergen, and Nominal Defendant Dish Network; J. Stephen Peek, Robert Cassity, C. Barr Flinn, and Robert Brady for the Special Litigation Committee of Dish Network Corporation; Adam Hollander for the Plaintiff; Bobby L. Deal, Client Representative for the Plaintiff (Asst. Chief

Community Affairs Division of the Office of the Sheriff, Consolidated City of Jacksonville).

At counsel's request, and there being no objection, MOTIONS TO ASSOCIATE McBride, Flinn, and Brady originally set on 12/20/13 in Chambers, ADVANCED to today's date and GRANTED.

As to the MOTION TO UNSEAL, Mr. Boschee advised they have agreed to withdraw it at this time. Mr. Frawley stated Dish and the other Defendants will proceed publicly and will raise any concerns if any. Documents submitted by Plaintiff: Powerpoint presentation; trustee's objection; filing from LBAC; MARKED and LODGED as Court's Exhibits 1, 2, and 3. (See worksheet.) Argument in support of the motion for preliminary injunction by Mr. Lebovitch, referring to Slide 23 of the Plaintiff's presentation on the issue of whether Mr. Ergen was aware of the Special Transaction Committee's formation; on-going breach; the May 8th resolution; relief sought to enjoin Defendant Ergen and his loyalists on the Board from controlling Dish's bid. Mr. Lebovitch clarified relief sought. At Mr. Peek's request, Court RECESSED for counsel to set up materials.

Proceedings RESUMED. Argument in opposition by Mr. Peek, noting the importance of spectrum to the future of Dish and the purchase price of \$2.2 Billion. LUNCH RECESS.

Proceedings RESUMED. Further argument by Mr. Peek, citing pages 235 to 239 of Mr. Goodbarn's deposition and noting Plaintiff's failure to meet their burden. Judge Chapman's decision submitted to the Court MARKED and LODGED as Court's Exhibit 4. (See worksheet.) Arguments by Mr. Rugg and Mr. Reisman. RECESS.

Proceedings RESUMED. Colloquy regarding Plaintiff's Proposed Order. Continued argument by Mr. Lebovitch. RECESS.

Proceedings RESUMED. Discussion regarding definition of the stalking horse bid parties. Upon Court's inquiry, Mr. Peek confirmed he would like to supplement Exhibit 61 with 61-A. Mr. Rugg advised they have not seen Plaintiff's proposed Findings of Fact and Conclusions of Law, and did not know Plaintiff would change what they were going to say from the complaint. Mr. Reisman stated he had nothing further to add. Final argument by Mr. Lebovitch. Upon Court's inquiry, and upon consultation with co-counsel, Mr. Peek stated on behalf of the Special Litigation Committee they have nothing further to add other than 61-A. All other parties stated no further additions. COURT ORDERED, any modifications to previously submitted proposed Findings of Fact and Conclusions of Law based upon today's arguments and exhibits are to be SUBMITTED via ELECTRONIC MAIL prior to 9:00 AM tomorrow in MS Word format to the Judicial Executive Assistant and the Department Law Clerk. Written Decision to ISSUE.

11/26/13 - CHAMBERS DECISION: MOTION FOR PRELIMINARY INJUNCTION

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

November 26, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

November 26, 2013 3:00 AM Decision

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Decision made. See Findings of Fact and Conclusions of Law filed 11/27/13.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

December 19, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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December 19, 2013	8:30 AM	Motion For Reconsideration
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HEARD BY: Gonzalez, Elizabeth	COURTROOM: RJC Courtroom 14C
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COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	FETAZ, MAXIMILIEN D	Attorney
	Lebovitch, Mark	Attorney
	Miller, William	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Also present: Attorney J. Stephen Peek for the Special Litigation Committee.

Argument in support of the motion by Mr. Boschee noting this is technically a motion under 2.24 and that they did not intend to change the order until the bankruptcy proceedings played out. Upon Court's inquiry, Mr. Boschee stated Mr. Dugan is Rachel Strickland's partner. Arguments in opposition by Mr. Rugg, Mr. Reisman, and Mr. Peek. Statement by the Court regarding Dish's counsel being the primary mouthpiece communicating with the Judge. COURT stated findings, and ORDERED, motion denied as no modification of this Court's order is required.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

December 20, 2013

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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December 20, 2013 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- PLAINTIFF'S NOTICE OF MOTION AND MOTION TO REDACT PLAINTIFF'S SUPPLEMENT TO MOTION FOR PRELIMINARY INJUNCTION AND SEAL APPENDIX OF EXHIBITS TO PLAINTIFF'S SUPPLEMENT TO MOTION FOR PRELIMINARY INJUNCTION...DEFENDANT CHARLES W. ERGEN'S MOTION FOR ORDER PERMITTING REDACTION OF HIS OPPOSITION TO PLAINTIFF'S SUPPLEMENT TO MOTION FOR PRELIMINARY INJUNCTION, AND FILING UNDER SEAL THE APPENDIX OF EXHIBITS THERETO

Plaintiffs motion to Seal (and related motion to Unseal and Ergen's Motion) discussed in open court on 11/25. See minutes. In accordance with stipulation announced at that time, Motions GRANTED.

CLERK S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Jeremy S. Friedman, Esq. (JeremyF@blbglaw.com); William Miller, Esq. (wmiller@nevadafirm.com); Jeroen Van Kwawegen, Esq. (jeroen@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Robert Cassity, Esq. (bcassity@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Maximilien Fetaz, Esq. (mfetaz@bhfs.com); Brian Frawley, Esq. (frawleyb@sullcrom.com). / dr 12-23-13

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

December 27, 2013

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

December 27, 2013 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Billie Jo Craig

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- DEFENDANTS CLAYTON, DEFRANCO, MOSKOWITZ, CANTEY ERGEN AND VOGEL'S MOTION FOR ORDER TO REDACT SUPPLEMENTAL BRIEF IN OPPOSITION TO PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION AND FILING UNDER SEAL OF EXHIBITS ATTACHED THERETO...

MOTION TO REDACT PORTIONS OF THE SPECIAL LITIGATION COMMITTEE'S REPORT REGARDING PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION AND TO SEAL CERTAIN EXHIBITS ATTACHED THERETO...

PLAINTIFF'S NOTICE OF MOTION AND MOTION TO REDACT PLAINTIFF'S REPLY TO DEFENDANTS' SUPPLEMENTAL OPPOSITIONS AND SPECIAL LITIGATION COMMITTEE'S REPORT

Upon review of the papers and pleadings on file in this matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e), the three Motions to Seal and/or Redact are deemed unopposed. Therefore, good cause appearing, COURT ORDERED, all three Motions are GRANTED as the information sought to be protected is commercially sensitive and relates to ongoing commercial negotiations. Respective moving counsel to each prepare and submit an Order within ten (10) days and distribute a filed copy to all parties involved in this matter. Attorneys Jeffrey S. Russ, J. Stephen Peek, and Brian Boschee to be notified

by way of minute order to prepare the order and notify appropriate parties.

CLERK'S NOTE: A copy of this minute order was placed in the attorney folder(s) of:

Jeffrey S. Russ, Esq. (Brownstein HFS); J. Stephen Peek, Esq. (Holland & Hart); Brian Boschee, Esq. (Cotton DWHW&T).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

January 10, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

**January 10, 2014 3:00 AM Motion to Associate
Counsel**

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Associate (Sollod) is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

CLERK'S NOTE: Order has been filed. A copy of this minute order was placed in the attorney folder(s) of: Brian Boschee, Esq. (Cotton, Driggs W, H, W & T); Kirk Lenhard, Esq. (Brownstein Hyatt); J. Stephen Peek, Esq. (Holland Hart); Joshua Reisman, Esq. (Reisman Sorokac). / dr 1-10-14

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

January 24, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

**January 24, 2014 3:00 AM Motion to Associate
Counsel**

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Associate (Hollander) is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Boschee is to be notified by way of minute order to prepare the order and notify the appropriate parties.

CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Brian Frawley, Esq. (frawleyb@sullcrom.com).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

March 26, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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March 26, 2014	8:00 AM	Minute Order
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HEARD BY: Gonzalez, Elizabeth	COURTROOM: RJC Courtroom 14C
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COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- The Court SETS a status check in this matter on the Chambers calendar in four weeks.

4-25-14 - CHAMBERS STATUS CHECK

CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Brian Frawley, Esq. (frawleyb@sullcrom.com).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

April 25, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
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April 25, 2014	3:00 AM	Status Check
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HEARD BY: Gonzalez, Elizabeth	COURTROOM: RJC Courtroom 14C
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COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- COURT ORDERED, matter CONTINUED for six weeks. Counsel to SUBMIT a status report.

6-6-14	-	CHAMBERS	STATUS CHECK
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CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq. (bboschee@nevadafirm.com); Mark Lebovitch, Esq. (markl@blbglaw.com); Joshua Reisman, Esq. (jreisman@rsnvlaw.com); Tariq Mundiya, Esq. (tmundiya@willkie.com); J. Stephen Peek, Esq. (speek@hollandhart.com); Kirk Lenhard, Esq. (klenhard@bhfs.com); Jeffrey Rugg, Esq. (jrugg@bhfs.com); Brian Frawley, Esq. (frawleyb@sullcrom.com).

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

June 06, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

June 06, 2014 3:00 AM Status Check

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Sharon Chun

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- COURT ORDERED, status check CONTINUED two weeks. Counsel are to appear and provide status at that time.

Mr. Boschee is to notify all appropriate parties of this continuance.

STATUS CHECK CONTINUED TO: 6/19/14 8:30 AM

CLERK'S NOTE: A copy of this minute order has been distributed to:

Brian W. Boschee (COTTON, DRIGGS, WALCH, et al) E-mail: bboschee@nevadafirm.com

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court**COURT MINUTES****June 19, 2014**

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
 vs.
 Charles Ergen, Defendant(s)

June 19, 2014 8:30 AM Status Check

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Dugan, James	Attorney
	Fetaz, Maximilien D.	Attorney
	Frawley, Brian T.	Attorney
	Kwawegen, Jeroen Van	Attorney
	Lebovitch, Mark	Attorney
	Miller, William N.	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Appearances continued: Attorney J. Stephen Peek and Attorney Comrie Barr Flinn, counsel for the Special Litigation Committee, and Lawrence Katzin, Client Representative, of nominal Defendant Dish Network. Mr. Katzin participated telephonically.

Court stated its reasons for setting the oral status check. Mr. Boschee advised their plan is to fast track the case, understanding an order will be issued by the bankruptcy court anytime soon; within 5 to 10 days of that order, Plaintiff intends to file an amended complaint; they suspect some motion practice thereafter, but want to do discovery as quickly as possible even while motions are pending; they will notify the Court once the bankruptcy order is entered. Mr. Rugg stated 28 days was previously agreed to but longer might be better. Mr. Peek advised the Committee has not begun its investigation

because they have not seen what the complaint will be; given the preview today they would like as much time to do their report and request 60 days. Court noted, given Mr. Peek's timeline it will probably not be looking at argument until about 4 to 5 months. Mr. Peek and Mr. Boschee stated about 2 and a half. Court advised parties of its schedule during the CityCenter trial, and ORDERED, counsel to file notice after the order from bankruptcy court is entered; within 10 days or so, Plaintiff will file their amended complaint; about 1 week after the filing, a conference call will be held after everyone has read the complaint and has had a better idea of what the Special Litigation Committee's investigation will be, including the timeline. Mr. Boschee is in charge of setting up the conference call about one week after filing the amended complaint.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

August 06, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
---------------	---

August 06, 2014 11:00 AM Telephonic Conference

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Boschee, Brian W.	Attorney
	Fetaz, Maximilien D.	Attorney
	Flinn, C. Barr	Attorney
	Frawley, Brian T.	Attorney
	Hollander, Adam D.	Attorney
	Miller, William N.	Attorney
	Mundiya, Tariq	Attorney
	Peek, Joseph S.	Attorney
	Reisman, Joshua H.	Attorney
	Rugg, Jeffrey S.	Attorney

JOURNAL ENTRIES

- Appearances continued: Attorney Emily Burton of Young Conaway Stargatt & Taylor, LLP for the Special Litigation Committee.

Court acknowledged receipt of the Special Litigation Committee's report with proposed dates submitted yesterday and noted all parties have reviewed it. Following arguments by counsel on the proposed schedule, COURT ORDERED, deadlines set as follows:

Motions 8/29/14

Oppositions 9/19/14

Replies 10/2/14

Special Litigation Committee's Report 10/24/14

Hearing SET on October 28, 2014 with the understanding that this may be rescheduled depending on what is contained in the report. Parties are on notice that the hearing may also be moved to a Monday depending on the Court's schedule in the CityCenter trial. Colloquy between Court and counsel regarding briefing and the report in light of new claims for relief.

10-28-14 8:30 AM HEARING

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

August 29, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
---------------	---

August 29, 2014	3:00 AM	Motion to Seal/Redact Records
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Redact Second Amended Complaint is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. All defendants SHALL BE SERVED with an unredacted version of the pleading subject to the terms of the Stipulated Protective Order. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Boschee is to be notified by way of minute order to prepare the Order and notify the appropriate parties.

CLERK'S NOTE: A copy of the above minute order was distributed via electronic mail to: Brian Boschee, Esq.; William Miller, Esq.; Mark Lebovitch, Esq.; Jeroen Van Kwawegen, Esq.; Adam Hollander, Esq.; Kirk Lenhard, Esq.; Jeffrey Rugg, Esq.; Joshua Reisman, Esq.; Tariq Mundiya, Esq.; J. Stephen Peek, Esq.; Robert Cassity, Esq.; Brian Frawley, Esq.; David McBride, Esq.; Robert S. Brady, Esq.; C. Barr Flinn, Esq.; Holly Stein Sollod, Esq.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 24, 2014

A-13-686775-B	Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)
---------------	---

October 24, 2014 3:00 AM Motion

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no opposition has been filed. Accordingly, pursuant to EDCR 2.20(e) the Motion to Redact Plaintiff's Opposition to the Motion to Dismiss is deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motion is GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

Mr. Boschee is to be notified by way of minute order to prepare the order and notify the appropriate parties.

CLERK'S NOTE: A copy of the above minute order was distributed via the E-Service Master List.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Business Court

COURT MINUTES

October 27, 2014

A-13-686775-B Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

October 27, 2014 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER:

REPORTER:

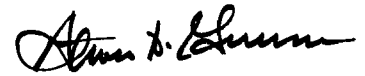
**PARTIES
PRESENT:**

JOURNAL ENTRIES

- DEFENDANTS THOMAS A. CULLEN, KYLE J. KISER, AND R. STANTON DODGE'S MOTION TO ASSOCIATE TYLER JOHANNES, ESQ....
...DEFENDANTS THOMAS A. CULLEN, KYLE J. KISER, AND R. STANTON DODGE'S MOTION TO ASSOCIATE MATTHEW DIRISIO, ESQ....
...DEFENDANTS THOMAS A. CULLEN, KYLE J. KISER, AND R. STANTON DODGE'S MOTION TO ASSOCIATE BRUCE BRAUN, ESQ.

Upon review of the papers and pleadings on file in this Matter, as proper service has been provided, this Court notes no oppositions have been filed. Accordingly, pursuant to EDCR 2.20(e) the Motions to Associate Counsel (Johannes, DiRisio, and Braun) are deemed unopposed. Therefore, good cause appearing, COURT ORDERED, motions are GRANTED. Moving Counsel is to prepare and submit an order within ten (10) days and distribute a filed copy to all parties involved in this matter.

CLERK'S NOTE: The Order Granting Motions to Associate Bruce R. Braun, Matthew L. DiRisio, and Tyler G. Johannes was filed on 11/4/14, and notice of entry of the Order on 11/5/14. / dr



CLERK OF THE COURT

Electronically Filed
Oct 19 2015 10:54 a.m.
Tracie K. Lindeman
Clerk of Supreme Court

NOAS

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Attorneys for Jacksonville Police and Fire Pension Fund

DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK DERIVATIVE
LITIGATION,

CASE NO.: A-13-686775-B

DEPT. NO.: XI

Consolidated with
A-13-688862-B
A-14-693887-B

NOTICE OF APPEAL

The Jacksonville Police and Fire Pension Fund, by and through its attorneys of record, Bernstein Litowitz Berger & Grossmann LLP, McDonald Carano Wilson LLP, and Holley, Driggs, Walch, Fine, Wray, Puzey & Thompson, hereby appeals to the Supreme Court of Nevada from the Findings of Fact and Conclusions of Law Regarding the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed ("Findings of Fact") entered in this action on September 18, 2015, and upon which written notice of entry of the Findings of Fact was served on October 2, 2015. A copy of said Findings of Fact is attached hereto as **Exhibit A**.

RESPECTFULLY SUBMITTED this 12th day of October, 2015.

MCDONALD CARANO WILSON

By: 

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1285 Avenue of the Americas, 38th Floor
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Telephone: 212.554.1400

Attorneys for Jacksonville Police and Fire Pension Fund

CERTIFICATE OF SERVICE

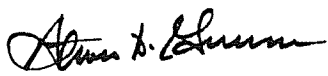
I HEREBY CERTIFY that I am an employee of McDonald Carano Wilson LLP and that on the 12th day of October, 2015, a true and correct copy of the foregoing **NOTICE OF APPEAL** was electronically filed with the Clerk of the Court via the Clark County District Court Electronic Filing Program which will provide copies to all counsel of record registered to receive such electronic notification.



An employee of McDonald Carano Wilson LLP

EXHIBIT A

EXHIBIT A


CLERK OF THE COURT

1 **NEOJ**

2 J. Stephen Peek

3 Nevada Bar No. 1758

4 Robert J. Cassity

5 Nevada Bar No. 9779

6 HOLLAND & HART LLP

7 9555 Hillwood Drive, 2nd Floor

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18 Robert S. Brady (*pro hac vice*)

19 C. Barr Flinn (*pro hac vice*)

20 Emily V. Burton (*pro hac vice*)

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22 Rodney Square

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24 Wilmington, DE 19801

25 Phone: (302) 571-6600

26 Fax: (302) 571-1253

27 *Attorneys for the Special Litigation Committee*
28 *of Dish Network Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK DERIVATIVE
LITIGATION

Case No. A-13-686775-B

Dept. No. XI

Consolidated with A688882

**NOTICE OF ENTRY OF FINDINGS OF
FACT AND CONCLUSIONS OF LAW
REGARDING THE MOTION TO DEFER
TO THE SLC'S DETERMINATION
THAT THE CLAIMS SHOULD BE
DISMISSED**

PLEASE TAKE NOTICE that Findings of Fact and Conclusions of Law Regarding the
Motion to Defer to the SLC's Determination that the Claims Should be Dismissed were entered

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

1 on the 18th day of September 2015. A copy is attached.

2 DATED this 2nd day of October 2015

3
4 /s/ Robert J. Cassity

5 J. Stephen Peek
6 Nevada Bar No. 1758
7 Holly Stein Sollod
8 Robert J. Cassity
9 Nevada Bar No. 9779
10 HOLLAND & HART LLP
11 9555 Hillwood Drive, 2nd Floor
12 Las Vegas, NV 89134

13 Holly Stein Sollod (*pro hac vice*)
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16 Denver, CO 80202

17 David C. McBride (*pro hac vice*)
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22 Rodney Square
23 1000 North King Street
24 Wilmington, DE 19801

25 *Attorneys for the Special Litigation Committee*
26 *of Dish Network Corporation*
27
28

CERTIFICATE OF SERVICE

I hereby certify that on the 2nd day of October 2015, a true and correct copy of the foregoing **NOTICE OF ENTRY OF FINDINGS OF FACT AND CONCLUSIONS OF LAW REGARDING THE MOTION TO DEFER TO THE SLC'S DETERMINATION THAT THE CLAIMS SHOULD BE DISMISSED** was served by the following method(s):

× Electronic: by submitting electronically for filing and/or service with the Eighth Judicial District Court's e-filing system and served on counsel electronically in accordance with the E-service list to the following email addresses:

See the attached E-Service Master List

☐ U.S. Mail: by depositing same in the United States mail, first class postage fully prepaid to the persons and addresses listed below:

☐ Email: by electronically delivering a copy via email to the following e-mail address:

☐ Facsimile: by faxing a copy to the following numbers referenced below:

/s/ Valerie Larsen
An Employee of Holland & Hart LLP

**E-Service Master List
For Case****null - Jacksonville Police and Fire Pension Fund, Plaintiff(s) vs. Charles Ergen, Defendant(s)**
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Bruce R. Braun

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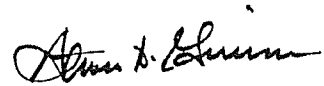
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Young, Conway, Stargatt & Taylor, LLP**Contact**

C. Barr Flinn

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CLERK OF THE COURT

FFCL

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Robert J. Cassity
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*Attorneys for the Special Litigation Committee
of DISH Network Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

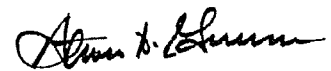
IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No. A-13-686775-B
Dept. No. XI

Consolidated with A688882

**FINDINGS OF FACT AND
CONCLUSIONS OF LAW REGARDING
THE MOTION TO DEFER TO THE
SLC'S DETERMINATION THAT THE
CLAIMS SHOULD BE DISMISSED**

This matter came before the Court for hearing on the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer") on January 12, 2015 at 8:00 a.m. During oral argument, Plaintiff Jacksonville Police and Fire Pension Fund



CLERK OF THE COURT

1 **FFCL**
2 J. Stephen Peek
3 Nevada Bar No. 1758
4 Robert J. Cassity
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*Attorneys for the Special Litigation Committee
of DISH Network Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No. A-13-686775-B
Dept. No. XI

Consolidated with A688882

**FINDINGS OF FACT AND
CONCLUSIONS OF LAW REGARDING
THE MOTION TO DEFER TO THE
SLC'S DETERMINATION THAT THE
CLAIMS SHOULD BE DISMISSED**

This matter came before the Court for hearing on the Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer") on January 12, 2015 at 8:00 a.m. During oral argument, Plaintiff Jacksonville Police and Fire Pension Fund

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

1 (“Plaintiff” or “Jacksonville”) presented a motion and affidavit pursuant to Nevada Rule 56(f)
2 requesting certain discovery. The Court granted Plaintiff discovery regarding the independence
3 of the Special Litigation Committee of DISH Network Corporation (the “SLC”) and the
4 thoroughness of its investigation. The Court also scheduled supplemental briefing following
5 discovery and supplemental oral argument.

6 After Plaintiff completed its requested discovery, it filed a Supplemental Opposition to
7 the Motion to Defer and the SLC filed a Supplemental Reply in support of the Motion to Defer.
8 On July 16, 2015 at 8:00 a.m., the Court entertained supplemental oral argument on the SLC’s
9 Motion to Defer. Plaintiff appeared by and through its counsel of record, Brian W. Boschee,
10 Esq. and William N. Miller, Esq. of Cotton, Driggs, Walch, Holley, Woloson & Thompson,
11 Mark Lebovitch, Esq. and Adam Hollander, Esq. of Bernstein Litowitz Berger & Grossman LLP,
12 and Gregory Eric Del Gaizo, Esq. of Robbins Arroyo LLP; Defendants James DeFranco, David
13 K. Moskowitz, and Carl E. Vogel (together the “Director Defendants”) appeared by and through
14 their counsel of record Jeffrey S. Rugg, Esq. and Maximilien D. Fetaz, Esq. of Brownstein Hyatt
15 Farber Schreck, LLP and Brian T. Frawley, Esq. of Sullivan & Cromwell LLP; Defendants
16 Charles W. Ergen and Cantey M. Ergen (together the “Ergen Defendants” or the “Ergens”)
17 appeared by and through their counsel of record Joshua H. Reisman, Esq. of Reisman Sorokac
18 and Tariq Mundiya, Esq. of Willkie Farr & Gallagher LLP; Defendants R. Stanton Dodge,
19 Thomas A. Cullen, and Jason Kiser (together the “Officer Defendants”) appeared by and through
20 their counsel of record James J. Pisanelli, Esq. of Pisanelli Bice PLLC and Bruce Braun, Esq. of
21 Sidley Austin LLP; and the SLC, consisting of Charles M. Lillis, George R. Brokaw, and Tom
22 A. Ortolf, appeared by and through its counsel of record J. Stephen Peek, Esq., Holly Stein
23 Sollod, Esq., telephonically, and Robert J. Cassity, Esq. of Holland & Hart LLP and C. Barr
24 Flinn, Esq. and Emily V. Burton, Esq. of Young, Conaway, Stargatt & Taylor, LLP.

25 The Court, having reviewed and considered the pleadings and briefing submitted by the
26 parties and the evidence attached thereto or introduced during hearings with respect to the SLC’s
27 Motion to Dismiss for Failure to Plead Demand Futility, the Director Defendants’ Motion to
28 Dismiss the Second Amended Complaint, the Officer Defendants’ Motion to Dismiss the Second

1 Amended Complaint, Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss
2 the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund, and
3 the SLC's Motion to Defer and having reviewed and considered the Report of the Special
4 Litigation Committee of DISH Network Corporation, dated October 24, 2014 (the "SLC
5 Report") and the arguments of counsel with respect to the SLC's Motion to Defer, makes the
6 following findings of fact and conclusions of law.

7 **FINDINGS OF FACT**

8 1. Through this action, Plaintiff seeks to assert, derivatively on behalf of DISH
9 Network Corporation ("DISH" or the "Company"), certain claims arising from, among other
10 things, (a) purchases by the Chairman of DISH's Board of Directors, Charles W. Ergen
11 ("Ergen"), through SP Special Opportunities, LLC ("SPSO"), of secured debt of LightSquared
12 L.P. ("LightSquared") in 2012 and 2013, (b) the termination of the special transaction committee
13 (the "STC") established by the DISH Board of Directors (the "Board") to consider a bid for
14 wireless spectrum and related assets of LightSquared (the "LightSquared Assets"), (c) the
15 subsequent bid by DISH (the "DISH Bid") for the LightSquared Assets, (d) the withdrawal of the
16 DISH Bid in early 2014, and (e) the establishment of the SLC.

17 **I. General Background**

18 2. DISH is a Nevada corporation in good standing.

19 3. The Ergens, along with James DeFranco ("DeFranco"), founded DISH in 1980.
20 During the time addressed by Plaintiff's claims, Ergen served as the Chairman of DISH's Board.
21 He and certain family trusts control more than 50% of the Company's outstanding equity and
22 90% of DISH's voting power. DISH's filings with the United States Securities and Exchange
23 Commission describe DISH as a "controlled company" within the meaning of the NASDAQ
24 Marketplace Rules.

25 **II. Ergen's Purchases of Secured Debt and the DISH Bid**

26 4. On May 14, 2012, LightSquared and various of its affiliates filed for bankruptcy
27 protection (the "LightSquared Bankruptcy").
28

1 5. Certain secured debt issued by LightSquared (the "Secured Debt") is governed by
2 a credit agreement (the "Credit Agreement"). Among other things, the Credit Agreement limits
3 the entities that may acquire the Secured Debt. As found by the Court overseeing the
4 LightSquared Bankruptcy (the "LightSquared Bankruptcy Court"), "each of DISH and [EchoStar
5 Corporation ("EchoStar")] is a 'Disqualified Company' under the Credit Agreement, and thus
6 neither can be an 'Eligible Assignee' [of Secured Debt]." Memorandum Decision Granting
7 Motions to Dismiss Complaint at 5, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc.
8 No. 13-1390 (SCC) (Bankr. S.D.N.Y. Nov. 21, 2013) (Adversary Docket No. 68) (Nov. 21, 2013
9 decision at 5). Under the LightSquared Bankruptcy Court ruling, DISH was not permitted to
10 acquire the LightSquared Secured Debt directly under the Credit Agreement.

11 6. Between the spring of 2012 and May 2013, Ergen, through SPSO, an entity that
12 he owns and controls, agreed to acquire approximately \$1 billion of Secured Debt at prices
13 discounted from face value. One of Ergen's purchases of Secured Debt was prevented from
14 closing. As a result, Ergen ultimately acquired approximately \$850 million in face amount of
15 Secured Debt, for a total purchase price of approximately \$690 million, using funds provided
16 from Ergen's personal assets.

17 7. On May 2, 2013, Ergen informed the DISH Board about the potential future
18 availability of the LightSquared Assets for purchase through the LightSquared Bankruptcy and
19 invited the DISH Board to consider whether DISH was interested in pursuing an acquisition of
20 the LightSquared Assets. At that time, Ergen also affirmatively told the Board that he owned a
21 substantial stake in LightSquared Secured Debt, and he recused himself from the Board's further
22 consideration of whether DISH should pursue the LightSquared opportunity. Ergen also
23 informed EchoStar, a separate publicly traded Nevada corporation controlled by Ergen, of the
24 LightSquared opportunity.

25 8. On May 8, 2013, at a meeting of the DISH Board held without the Ergens, the
26 Board formed the STC, a committee of directors who were independent of Ergen and EchoStar,
27 to consider a possible transaction between DISH and LightSquared. The STC consisted of Gary
28

1 S. Howard ("Howard") and Steven R. Goodbarn ("Goodbarn"). The STC thereafter retained
2 independent counsel and financial advisors.

3 9. On May 15, 2013, Ergen personally bid \$2 billion for the LightSquared Asssts.
4 Approximately two weeks later, on May 28, 2013, Ergen created an entity called L-Band
5 Acquisition LLC ("LBAC"). LBAC, under Ergen's ownership and control, became the bidder
6 for the LightSquared Assets. This bid (the "LBAC Bid" or "LBAC's Bid")¹ was not subject to a
7 due diligence out or to FCC approval. The LBAC Bid specifically noted that the buyer under the
8 bid would be "owned by one or more of Charles Ergen, affiliated companies and/or other third
9 parties." Letter from Rachel Strickland to LightSquared LP (May 15, 2013) (attaching
10 LightSquared Summary of Principal Terms of Proposed Sale Transaction, at 1) (SLC Report Ex.
11 337).

12 10. On or about May 22, 2013, after learning of the formation of the STC, Ergen
13 informed the STC of the LBAC Bid. Ergen offered to permit DISH to acquire LBAC or assume
14 the LBAC Bid, if DISH chose to do so.

15 11. In connection with the LBAC Bid, during July of 2013, counsel for LBAC and
16 Ergen began negotiating various documents related to the LBAC Bid with representatives of a
17 group of LightSquared secured creditors (the "Ad Hoc Secured Group"). These documents
18 included a joint plan for the reorganization of LightSquared (the "Ad Hoc Secured Group Plan").
19 The Ad Hoc Secured Group Plan provided for an auction of the LightSquared Assets, and
20 provided for LBAC to act as a so-called "stalking horse" bidder, such that the LBAC Bid would
21 be qualified to serve as the initial bid subject to higher offers from other bidders, and subject to
22 various negotiated rights protecting LBAC's Bid.

23 12. Counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated a plan
24 support agreement (the "PSA"), which set forth the terms and conditions upon which the parties
25 would support the Ad Hoc Secured Group Plan after it was filed in the LightSquared
26 Bankruptcy. The PSA included a timeline for milestones towards Plan confirmation. If these

27
28 ¹ Although LBAC did not exist when Ergen initially submitted his personal bid, that bid, which
LBAC was formed to consummate, is referred to herein consistently as the LBAC Bid.

1 milestones were not met by the timeline set forth in the PSA, the parties to the PSA had the right
2 to withdraw their support for the Ad Hoc Secured Group Plan.

3 13. Finally, counsel for LBAC, Ergen, and the Ad Hoc Secured Group also negotiated
4 a proposed form of draft asset purchase agreement (the "APA") between LightSquared and
5 LBAC governing the sale by LightSquared to LBAC of the LightSquared Assets, the final terms
6 of which would be subject to further negotiation and agreement between LightSquared and
7 LBAC. The draft form of APA included a footnote (the "Release Footnote") indicating that a
8 broad release (the "Release") would be included in the agreement and would cover the purchaser
9 and its affiliates. If LBAC acquired the LightSquared Assets pursuant to the APA, the Release
10 would, among other things, release any claims that LightSquared had against LBAC and its
11 affiliates, including, among others, Ergen, DISH, and SPSO.

12 14. Counsel for DISH and the STC were provided with advance copies of, reviewed,
13 and commented on drafts of the Ad Hoc Secured Group Plan, the PSA, and the APA, although
14 the STC had not then determined whether DISH should acquire LBAC from Ergen or pursue an
15 acquisition of the LightSquared Assets.

16 15. On July 17, 2013, while negotiation of the Ad Hoc Secured Group Plan, the PSA,
17 and the APA remained ongoing, the Ad Hoc Secured Group sent a letter to LBAC's counsel
18 asking LBAC to increase the cash component of the LBAC Bid in order to obtain the Ad Hoc
19 Secured Group's support for the LBAC Bid.

20 16. On July 21, 2013, after receipt of a fairness opinion from its financial advisor and
21 advice of its counsel, the STC determined that a bid by DISH for the LightSquared Assets in an
22 amount up to \$2.4 billion was in the best interests of DISH.

23 17. At a Board meeting on July 21, 2013, without the Ergen Defendants present, the
24 STC recommended to the Board that DISH bid up to \$2.4 billion to acquire the LightSquared
25 Assets on terms consistent with the draft APA. The STC further recommended that, if such bid
26 were made through LBAC, DISH acquire LBAC from Ergen for a nominal fee and assume only
27 LBAC's counsel fees associated with preparation of a bid for the LightSquared Assets. The
28 DISH Board, among other things, resolved to accept the STC's recommendation. The DISH

1 Board authorized DISH to acquire LBAC for a nominal payment, and to submit the DISH Bid
2 for the LightSquared Assets, at a price of up to \$2.4 billion, on terms substantially consistent
3 with the terms set forth in the draft APA.

4 18. Further, at the same July 21, 2013 meeting, the DISH Board resolved to dissolve
5 the STC, but reserved the right to reinstate the STC or another committee should the
6 circumstances warrant. With the exception of STC members Howard and Goodbarn, all
7 members of the Board present at the meeting voted in favor of terminating the STC. Howard and
8 Goodbarn, the members of the STC, abstained.

9 19. On July 22, 2013, Ergen and DISH entered into a purchase and sale agreement
10 under which Ergen sold all of the units in LBAC to DISH for nominal consideration, consistent
11 with the STC's recommendation.

12 20. Contemporaneously, LBAC completed negotiations with the Ad Hoc Secured
13 Group with respect to the Ad Hoc Secured Group Plan, a draft APA supported by the Ad Hoc
14 Secured Group, and the PSA. Among other things, these documents memorialized the DISH
15 Bid, made through LBAC, of \$2.22 billion for the LightSquared Assets, which did not include a
16 due diligence out and was not conditioned upon FCC approval. The DISH Bid was increased to
17 \$2.22 billion, from the \$2 billion LBAC Bid, based on the Ad Hoc Secured Group's July 17
18 letter.

19 21. On July 23, 2013, the Ad Hoc Secured Group and SPSO filed the Ad Hoc
20 Secured Group Plan in the LightSquared Bankruptcy.

21 22. LBAC and SPSO also entered into the PSA at or around the time the Ad Hoc
22 Secured Group Plan was filed. Under the PSA, LBAC committed to support the Ad Hoc
23 Secured Group Plan. LBAC was permitted to terminate the PSA and withdraw the bid if the Ad
24 Hoc Secured Group Plan was not consummated in the LightSquared Bankruptcy on or before
25 December 31, 2013.

26 23. On July 24, 2013, the members of the STC sent a letter to the DISH Board
27 outlining various conditions to its approval of the DISH Bid and open matters that it believed
28 should have been addressed by the STC before the committee was terminated by the Board. On

1 July 25, 2013, Howard resigned from the DISH Board, effective July 31, 2015. The issues raised
2 in the July 24 letter from the STC, to the extent not moot, were investigated by the SLC and
3 addressed in the SLC Report.

4 24. On October 1, 2013, the LightSquared Bankruptcy Court entered an agreed order
5 designating LBAC as a stalking horse bidder for the LightSquared Assets under the Ad Hoc
6 Secured Group Plan.

7 **III. The Adversary Proceedings in the LightSquared Bankruptcy**

8 25. On August 6, 2013, LightSquared's controlling shareholder, Harbinger Capital
9 Partners, LLC and various funds under its control (collectively "Harbinger"), initiated an
10 adversary proceeding against DISH, LBAC, Ergen, and others (the "Adversary Proceeding") in
11 the LightSquared Bankruptcy.

12 26. Harbinger alleged that SPSO misrepresented that it was an "Eligible Assignee"
13 under the Credit Agreement when purchasing the Secured Debt. *See* Complaint, *In re*
14 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
15 6, 2013) (Adversary Docket No. 15) ("Harbinger Complaint"). It further alleged that Ergen,
16 DISH, and other entities owned by Ergen "fraudulently infiltrated the senior-most tranche of
17 LightSquared's capital structure, secretly amassing, based on knowing misrepresentations of
18 fact, a position as the single largest holder of [Secured Debt]." *Id.* Harbinger alleged that "the
19 DISH/EchoStar Defendants and Sound Point [then] disrupted Harbinger's efforts to negotiate a
20 plan of reorganization[,] and to obtain exit financing for LightSquared by intentionally
21 prolonging the closing of numerous trades for Secured Debt. *Id.* at ¶¶ 7-8. Finally, Harbinger
22 alleged that DISH was trying to unfairly profit from this misconduct (1) by submitting a bid that
23 undervalued the LightSquared Assets and (2) by having an unfair advantage in any sale of the
24 LightSquared Assets, because, Harbinger contended, Ergen purchased and held the Secured Debt
25 for the benefit of DISH. Harbinger Complaint ¶ 11. Based on this alleged misconduct,
26 Harbinger asserted claims for fraud, tortious interference, and civil conspiracy.

27 27. On August 22, 2013, LightSquared intervened and partially joined in Harbinger's
28 claims in the Adversary Proceeding. *See* LightSquared's Notice of Intervention, *In re*

1 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC) (Bankr. S.D.N.Y. Aug.
2 22, 2013) (Adversary Docket No. 15).

3 28. On September 9, 2013, the defendants named in the Harbinger Complaint moved
4 to dismiss for, among other things, failure to state a claim. Notice of Motion to Dismiss
5 Complaint, *In re LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-1390 (SCC)
6 (Bankr. S.D.N.Y. Sept. 9, 2013) (Adversary Docket No. 29). On September 30, 2013, Harbinger
7 amended the Harbinger Complaint. The defendants named in the amended Harbinger Complaint
8 also moved to dismiss the Amended Complaint between October 3 and October 5, 2013.

9 29. On October 29, 2013, the LightSquared Bankruptcy Court dismissed the
10 Harbinger Complaint. The LightSquared Bankruptcy Court gave LightSquared leave to re-plead
11 the claims for itself on or before November 15, 2013, but only granted Harbinger "leave to file a
12 Second Amended Complaint in the . . . adversary proceeding, setting forth an objection pursuant
13 to Section 502 of the Bankruptcy Code." Transcript, at 127-31, *In re LightSquared Inc.*, No. 12-
14 12080-scc, Adv. Proc. No. 13-01390-scc (Bankr. S.D.N.Y. Oct. 29, 2013) (Adversary Docket
15 No. 64).

16 30. On November 15, 2013, the special committee of LightSquared's board formed to
17 oversee its bankruptcy filed a Status Report in which it announced that it intended to pursue the
18 adversary claims identified in the Harbinger Complaint against DISH, SPSO, and Ergen. The
19 LightSquared special committee noted that pursuing these claims may prevent LightSquared
20 from satisfying the milestones for plan confirmation set forth in the PSA and the Ad Hoc
21 Secured Group Plan.

22 31. LightSquared then brought its own complaint (the "LightSquared Adversary
23 Complaint") in the Adversary Proceeding against Ergen, DISH, EchoStar, and SPSO. The
24 LightSquared Adversary Complaint raised essentially the same claims as the Harbinger
25 Complaint. LightSquared alleged, among other things, that Ergen's purchases of Secured Debt
26 were effectively purchases by DISH for DISH's benefit. LightSquared also alleged that these
27 purchases improved DISH's ability to acquire the LightSquared Assets by forcing
28 LightSquared's creditors to support a plan under which DISH would acquire the LightSquared

1 Assets and by deterring any competing bidders. *See* Complaint-in-Intervention ¶¶ 3-6, *In re*
2 *LightSquared Inc.*, No. 12-12080 (SCC), Adv. Proc. No. 13-01390 (SCC) (Bankr. S.D.N.Y. Nov.
3 15, 2013) (Adversary Docket No. 66).

4 **IV. The Jacksonville Action**

5 32. On August 9, 2013, Plaintiff commenced this action by filing its Verified
6 Derivative Complaint (the “Complaint”) in the Eighth Judicial District Court of Nevada, alleging
7 that it was a stockholder of DISH and asserting claims derivatively allegedly on behalf of DISH
8 against DISH Board members Ergen, Joseph P. Clayton (“Clayton”), DeFranco, Cantey M.
9 Ergen (“Cantey Ergen”), Goodbarn, David K. Moskowitz (“Moskowitz”), Ortolf (“Ortolf”), and
10 Carl E. Vogel (“Vogel”). Among other things, the Complaint alleged that (1) Ergen usurped a
11 corporate opportunity belonging to DISH to acquire the Secured Debt, (2) Ergen’s acquisition of
12 the Secured Debt and actions in the LightSquared Bankruptcy risk causing the LightSquared
13 Bankruptcy Court to preclude DISH from participating in any auction for the LightSquared
14 Assets, (3) Ergen breached fiduciary duties owed to DISH by causing DISH to submit the DISH
15 Bid at an inflated price, and (4) Ergen would be unjustly enriched by this misconduct. Plaintiff
16 also alleged in the Complaint that the other defendants breached fiduciary duties by “failing to
17 require Ergen to fully recuse himself from the process resulting in the Board’s purported
18 approval of the [DISH Bid].”

19 33. Shortly thereafter, Plaintiff filed an Ex Parte Motion for Order to Show Cause and
20 Motion to (1) Expedite Discovery and (2) Set a hearing on a proposed Motion for Preliminary
21 Injunction and a Memorandum of Points and Authorities in support thereof. Plaintiff sought a
22 preliminary injunction to prevent “Ergen and his loyalists on the [Board] from interfering with or
23 impairing DISH’s efforts to acquire LightSquared.”

24 34. On September 12, 2013, Plaintiff filed an Amended Verified Derivative
25 Complaint (the “Amended Complaint”). Among other things, the Amended Complaint alleged
26 that (1) the defendants named in the Amended Complaint breached their fiduciary duties to
27 DISH by permitting Ergen to interfere with the DISH Bid for the LightSquared Assets and by
28 permitting Ergen to remain involved in DISH’s efforts to acquire the LightSquared Assets

1 because Ergen's involvement led to an inflated DISH Bid, increased the cost of the DISH Bid,
2 and threatened DISH's ability to pursue the DISH Bid, (2) Ergen usurped DISH's corporate
3 opportunity to acquire the Secured Debt and, in doing so, imperiled DISH's future, allegedly
4 foreseeable, efforts to acquire the LightSquared Assets, and (3) Ergen would be unjustly
5 enriched as a result of this misconduct.

6 35. On September 13, 2013, Plaintiff filed its Motion for Preliminary Injunction.

7 **V. The Formation of the SLC**

8 36. On September 18, 2013, the Board, without the Ergens' participation, formed the
9 SLC, a special litigation committee, to investigate the claims asserted in the Amended Verified
10 Complaint and any amendments thereto and to determine whether it would be in DISH's best
11 interest to pursue the claims asserted in the Amended Complaint and any amendments.

12 37. The resolutions forming the SLC specifically empowered the SLC to:

13 (1) review, investigate and evaluate the claims asserted in the
14 Derivative Litigation; (2) file any and all pleadings and other
15 papers on behalf of the Corporation which the Special Litigation
16 Committee finds necessary or advisable in connection therewith;
17 (3) determine whether it is in the best interests of the Corporation
18 and/or to what extent it is advisable for the Corporation to pursue
19 any or all of the claims asserted in the Derivative Litigation taking
20 into consideration all relevant factors as determined by the Special
21 Litigation Committee; (4) prosecute or dismiss on behalf of the
22 Corporation any claims asserted in the Derivative Litigation; and
(5) direct the Corporation to formulate and file any and all
pleadings and other papers on behalf of the Corporation which the
Special Litigation Committee finds necessary or advisable in
connection therewith, including without limitation, the filing of
other litigation and counterclaims or cross complaints, or motions
to dismiss or stay the proceedings if the Special Litigation
Committee determines that such action is advisable and in the best
interests of the Corporation[.]

23 Status Report, at Ex. A (Oct. 3, 2013) (attaching Resolutions Forming SLC (Sept. 18, 2013)).

24 38. The resolutions forming the SLC also "authorized and empowered" the SLC to
25 "retain and consult with such advisors, consultants and agents, including, without limitation,
26 legal counsel and other experts or consultants, as the Special Litigation Committee deems
27 necessary or advisable to perform such services, reach conclusions or otherwise advise and assist
28 the Special Litigation Committee in connection with carrying out its duties," and to enter into

1 “contracts providing for the retention, compensation, reimbursement of expenses and
2 indemnification of such legal counsel, accountants and other experts or consultants as the Special
3 Litigation Committee deems necessary or advisable[.]” *Id.* The resolutions further directed
4 DISH to “pay, on behalf of the Special Litigation Committee, all fees, expenses and
5 disbursements of such legal counsel, experts and consultants on presentation of statements
6 approved by the Special Litigation Committee[.]” *Id.*

7 39. The SLC initially consisted of George R. Brokaw (“Brokaw”), who joined the
8 Board effective October 7, 2013, and long-standing Board member Ortolf.

9 40. The SLC retained Holland & Hart LLP and Young Conaway Stargatt & Taylor,
10 LLP (“SLC Counsel”) as its attorneys. SLC Counsel are free of conflicts with any parties in this
11 matter and are competent attorneys with experience handling and investigating claims of the type
12 asserted in this litigation and also with respect to complex bankruptcy matters.

13 **VI. Plaintiff’s Motion for Preliminary Injunction**

14 41. On September 23, 2013, at the Court’s direction, Plaintiff made a demand upon
15 the SLC. Among other things, Plaintiff demanded that the SLC take immediate action to obtain
16 the relief that Plaintiff sought in its Motion for Preliminary Injunction.

17 42. On October 3, 2013, the SLC responded to Plaintiff’s demand. The SLC noted
18 that “it t[ook] seriously the claims in the Complaint, would investigate them thoroughly and
19 would decide whether they should be pursued, stayed or dismissed in the best interest of DISH
20 and its stockholders.” Status Report, at 3 (Oct. 3, 2013). The SLC provided an anticipated
21 timeline for its investigation. The SLC refused to take immediate action to obtain the relief
22 sought by Plaintiff’s Motion for Preliminary Injunction because “the SLC [did] not believe that
23 the requested relief, if granted, would serve the best interest of DISH.” Status Report, at 4-5
24 (Oct. 3, 2013).

25 43. On October 4, 2013, this Court granted Plaintiff expedited discovery for purposes
26 of Plaintiff’s Motion for Preliminary Injunction and set the Motion for hearing on November 25,
27 2013.

28

1 44. On October 8, 2013, Plaintiff stipulated to the dismissal of its claims against
2 Goodbarn. This Court granted the dismissal on October 10, 2013.

3 45. Between September 25, 2013 and November 20, 2013, the SLC investigated
4 Jacksonville's assertion that a mandatory injunction should be imposed to require DISH to
5 reconstitute a special transaction committee to control all aspects of the DISH Bid for the
6 LightSquared Assets. In connection with that investigation, the SLC's counsel reviewed over
7 20,000 pages of documents collected from members of the DISH Board, including Ergen,
8 Goodbarn, and Howard, including all documents collected and produced in connection with
9 Plaintiff's Preliminary Injunction Motion, concerning DISH's decision to submit the DISH Bid
10 for the LightSquared Assets, the work of the STC, and Ergen's conflict of interest with respect to
11 DISH's Bid. The SLC interviewed Clayton, DeFranco, Goodbarn, Ergen, Moskowitz, Vogel,
12 and Rachel Strickland ("Strickland"), Andrew Sorkin, and Tariq Mundiya of Willkie Farr &
13 Gallagher LLP about these topics and attended the depositions of Ergen, Ihsan Essaid, Goodbarn,
14 and Howard taken in connection with the Motion for Preliminary Injunction. The SLC also
15 received legal advice concerning a variety of topics, including the LightSquared Bankruptcy, the
16 Board's fiduciary duties, and controlling stockholder fiduciary duties.

17 46. On November 20, 2013, the SLC filed its Report of the Special Litigation
18 Committee of DISH Network Corporation Regarding Plaintiff's Motion for Preliminary
19 Injunction (the "Interim Report"). The Interim Report advised that Plaintiff's Motion for
20 Preliminary Injunction was not necessary to protect DISH from irreparable harm and may itself
21 harm DISH. The SLC reasoned that entrusting DISH's efforts to purchase the LightSquared
22 Assets to only one director and possibly a newly added director (as Plaintiff requested) created a
23 substantial risk of irreparable harm to DISH. In contrast to Plaintiff's assertions in support of its
24 Motion, the SLC determined that Ergen no longer had a conflict of interest with respect to any
25 increase in the amount of the DISH Bid, and any other risk of a conflict of interest between
26 DISH and Ergen was speculative.

27 47. This Court held a hearing on Plaintiff's Motion for Preliminary Injunction on
28 November 25, 2013.

1 48. On November 27, 2013, based on the pleadings, the SLC's Interim Report, and
2 the November 25, 2013 hearing on the Motion for Preliminary Injunction, this Court issued
3 findings of fact and conclusions of law, denying in part and granting in part Plaintiff's Motion
4 for Preliminary Injunction. The Court denied the Motion to the extent that it sought to prevent
5 directors other than Goodbarn and possibly Charles M. Lillis ("Lillis"), who joined the DISH
6 Board on November 5, 2013, from "interfering" with DISH's efforts to acquire the LightSquared
7 Assets. The Court however enjoined "Charles Ergen or anyone acting on his behalf . . . from
8 participation, including any review, comment, or negotiations related to the [R]elease contained
9 in the Ad Hoc LP Secured Group Plan pending before the Bankruptcy Court for any conduct
10 which was outside or beyond the scope of his activities related to DISH and LBAC." Findings of
11 Fact and Conclusions of Law, at 15 (Nov. 27, 2013).

12 **VII. Lillis's Addition to the SLC**

13 49. On December 9, 2013, the Board resolved to add Lillis to the SLC.

14 50. The resolutions adding Lillis to the SLC provided that "any and all actions or
15 determinations of the Special Litigation Committee following the date of these resolutions must
16 include the affirmative vote of Mr. Lillis and at least one (1) other committee member in order to
17 constitute a valid and final action or determination of the Special Litigation Committee" (the
18 "Required Vote Resolution"). Minutes of the Special Meeting of the Board of Directors of DISH
19 Network Corporation, at 6-7 (Dec. 9, 2013).

20 **VIII. The Members of the SLC**

21 51. Lillis is a member of the Board's Audit Committee and of the Board's
22 Compensation Committee. Lillis is considered independent under the independence
23 requirements of NASDAQ and the SEC's rules and regulations.

24 52. Lillis was formerly the CEO of MediaOne Group, Inc. ("MediaOne"). He has
25 served on multiple corporate boards, including Agilera, Inc., Ascent Entertainment Grp., Charter
26 Communications, Inc. ("Charter") and various affiliates, Medco Health Solutions, Inc.,
27 MediaOne, On Command Corporation, SUPERVALU Inc., Time Warner Entertainment
28 Company, L.P., Williams Companies, Inc., and Washington Mutual Inc. and affiliated entities.

1 53. Lillis also has a distinguished record of public service in the academic arena. The
2 Governor of Oregon appointed Lillis Chair of the Board of Trustees of the University of Oregon.
3 He previously served on the University of Washington Business Advisory Board, the University
4 of Washington Foundation Board, and the University of Colorado Foundation Board. Lillis was
5 also the Dean of the University of Colorado's college of business and a professor at Washington
6 State University.

7 54. During the time periods at issue, Lillis had no financial or business connection to
8 any Defendant other than his service on the DISH Board and his ownership of DISH common
9 stock.

10 55. Brokaw is a member of the DISH Board, a member of the Board's Audit
11 Committee, and the Chair of the Board's Nominating Committee. Brokaw is considered
12 independent under the independence requirements of NASDAQ and the SEC rules and
13 regulations.

14 56. From 1996 to 2005, Brokaw worked at Lazard Freres & Co. LLC, where he
15 ultimately became a Managing Director. Thereafter, Brokaw served as Managing Partner and
16 Head of Private Equity at Perry Capital, L.L.C. for six years and as a Managing Director of
17 Highbridge Principal Strategies, LLC until September 30, 2013. Brokaw is currently a
18 Managing Partner in Traflet Brokaw & Co., LLC.

19 57. Brokaw has served on the boards of directors of multiple other companies,
20 including Alico, Inc. and North American Energy Partners Inc.

21 58. During the time periods at issue, Brokaw had no financial or business connection
22 to any Defendant other than his service on the DISH Board and his ownership of options to
23 acquire DISH common stock.

24 59. Ortolf is the Chair of the Board's Audit Committee, a member of the Board's
25 Compensation Committee, and a member of the Board's Nominating Committee. Ortolf is
26 considered independent under the independence requirements of NASDAQ and the SEC rules
27 and regulations.

28

1 60. Ortolf was the President and Chief Operating Officer of Echosphere L.L.C.
2 ("Echosphere") from 1988 to 1991. Echosphere is a current DISH subsidiary, which predated
3 DISH. Ortolf has been the President of Colorado Meadowlark Corp., a privately held investment
4 management firm for over twenty years. Ortolf has been a member of the DISH Board of
5 Directors since 2005.

6 61. During the time periods at issue, Ortolf had no financial or business connection to
7 any Defendant other than his service on the DISH Board, service on the board of EchoStar, and
8 his ownership of DISH common stock.

9 **IX. The SLC Begins its Investigation**

10 62. The SLC began its investigation of the merits of the claims and issues raised in
11 the Amended Complaint in early December 2013, following Lillis's addition to the SLC.

12 63. The SLC and its counsel began collecting and reviewing tens of thousands of
13 documents, including the documents produced in connection with the Motion for Preliminary
14 Injunction in this action, documents produced by SPSO, DISH, Ergen, LBAC and others in the
15 LightSquared Bankruptcy, and additional documents collected from DISH officers and directors
16 specifically for the purposes of the SLC investigation, some dating back to 2005.

17 64. The SLC also requested and reviewed briefing, transcripts and opinions from the
18 LightSquared Bankruptcy.

19 65. The full scope of the SLC's investigation is discussed in detail in paragraphs
20 [[74]]-[[79]] *infra*.

21 **X. The Termination of the DISH Bid**

22 66. After LBAC made the DISH Bid, DISH engaged in due diligence with respect to
23 the LightSquared Assets. When the DISH Bid was submitted, the DISH Board was aware of
24 interference between LightSquared's downlink spectrum and the wireless spectrum used by GPS
25 devices. According to the SLC, following due diligence, DISH management informed the DISH
26 Board of an additional potential interference issue with LightSquared's uplink spectrum (the
27 "Technical Issue"). If not resolved, this Technical Issue might, among other things, reduce the
28 anticipated value of the LightSquared Assets, increase regulatory uncertainty surrounding

1 DISH's use of the LightSquared Assets, and impair or prevent DISH's contemplated use of
2 LightSquared's spectrum.²

3 67. After considering the Technical Issue at several prior meetings, on December 23,
4 2013, as reflected in the minutes, the DISH Board:

5
6 RESOLVED, that . . . (i) the Corporation and LBAC should
7 continue to endeavor to address the above-described concerns,
8 including without limitation negotiating with the LightSquared LP
9 Lenders to add appropriate conditions or other terms to the PSA
10 and LBAC Bid to address the potential technical issue regarding
11 LightSquared's uplink spectrum; and (ii) in the event that the
12 Corporation and LBAC are unsuccessful, the Corporation and
13 LBAC shall be, and they hereby are, authorized to terminate the
14 PSA and LBAC Bid[.]

15
16 Minutes of the Special Meeting of the Board of Directors of DISH Network Corporation, at 3-4
17 (Dec. 23, 2013) (SLC Report Ex. 443).

18 68. On January 7, 2014, after efforts to modify the DISH bid to address the risk
19 associated with the Technical Issue failed, and after the milestones provision in the PSA had
20 been breached, DISH withdrew the DISH Bid and terminated the PSA. The Ad Hoc Secured
21 Group opposed the termination and sought to compel DISH to specifically perform the DISH

22
23 ² Following both trial in the Adversary Proceeding and plan confirmation proceedings in the
24 LightSquared Bankruptcy (the "Plan Confirmation Proceeding"), the LightSquared Bankruptcy
25 Court observed: "Whether LBAC terminated its bid because it 'believed' there was a technical
26 issue (even though the record does not support a finding that there was or is such an issue), or
27 because it wanted to make a lower conditional bid, or because Mr. Ergen decided to direct DISH
28 and its capital elsewhere, or because of negative implications for DISH in connection with the
Nevada shareholder litigation, remain[ed] unclear." See Decision Denying Confirmation of
Debtors' Third Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code, at 65, *In re*
LightSquared Inc., No. 12-12080 (SCC) (Bankr. S.D.N.Y. July 11, 2014). The SLC
acknowledged the LightSquared Bankruptcy Court's findings in the SLC Report. However, the
SLC determined, consistent with Nevada law, that the issue raised by the DISH Board was the
financial risk to DISH from the uncertainties posed by the Technical Issue, and the DISH Board
was entitled to rely on DISH's managements' well-informed recommendations as to the
implications of the Technical Issue when determining whether it was in DISH's best interest to
withdraw the DISH Bid. NRS 78.138(2)(a) ("In performing their respective duties, directors and
officers are entitled to rely on information, opinions, [and] reports . . . that are prepared or
presented by . . . [o]ne or more directors, officers or employees of the corporation reasonably
believed to be reliable and competent in the matters prepared or presented."). According to the
SLC, the DISH Board's determination to withdraw the DISH Bid is protected by the business
judgment rule. As such, the SLC's determination that it would not be in DISH's best interest to
pursue claims related to the termination of the DISH Bid is not inconsistent with the
LightSquared Bankruptcy Court's ruling with respect to the Technical Issue.

1 Bid. DISH opposed the Ad Hoc Secured Group's Motion. The Bankruptcy Court held that
2 DISH "was free to terminate the PSA and then terminate its bid for any reason once any of those
3 milestones [in the PSA] was missed." Transcript, Hearing: Bench Decision in Adv. Proc. 13-
4 01390-scc., at 151, *In re LightSquared Inc.*, No. 12-120808-scc, Adv. Proc. No. 13-01390-scc
5 (Bankr. S.D.N.Y. May 8, 2014).

6 **XI. Conclusion of the LightSquared Bankruptcy Adversary Proceeding**

7 69. On June 10, 2014, following a full trial on the merits of the claims raised in the
8 Adversary Proceeding, the LightSquared Bankruptcy Court issued an opinion determining that,
9 although technically permissible, Ergen's purchases of the Secured Debt (through SPSO) in
10 April 2013 "violated the spirit and purpose of the Credit Agreement restrictions designed to
11 prevent competitors from purchasing Secured Debt and breached the Credit Agreement's implied
12 covenant of good faith and fair dealing[.]" because it violated the purpose of the provisions of
13 the Credit Agreement restricting which entities were permitted to acquire the Secured Debt.
14 Post-Trial Findings of Fact and Conclusions of Law, at 154, *LightSquared LP v. Special*
15 *Opportunities LLC (In re LightSquared Inc.)*, No. 12-12080 (SCC), Adv. Pro. No. 13-01390
16 (Bankr. S.D.N.Y. June 10, 2014) (Bankruptcy Docket No. 165). The LightSquared Bankruptcy
17 Court did, however, dismiss all of the claims against DISH. *Id.* at 99 n.48.

18 70. On July 25, 2014, Plaintiff filed the Verified Second Amended Shareholder
19 Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the
20 Nevada Rules of Civil Procedure (the "Second Amended Complaint"), in which Plaintiff
21 asserted additional and modified derivative claims based upon the withdrawal of the DISH Bid.
22 Plaintiff replaced its claim that Ergen had caused DISH to overpay for the LightSquared Assets
23 through the DISH Bid with a claim that Ergen had deprived DISH of the beneficial ability to
24 acquire the LightSquared Assets at the price of the DISH Bid. The Second Amended Complaint
25 added Brokaw, Lillis, Cullen, Kiser, and Dodge as defendants.

71. Through the Second Amended Complaint, Plaintiff sought derivatively to compel DISH to pursue claims generally falling into eight categories:³ First, Plaintiff claimed that Ergen or the Board breached fiduciary duties in connection with the termination of the DISH Bid (the “Bid Termination Claims”). Second, Plaintiff claimed that the inclusion of the Release in the APA caused LightSquared to refuse to proceed with the DISH Bid and to cancel the LightSquared Bankruptcy Auction, to the detriment of DISH. Plaintiff claimed that Ergen and the DISH Board breached fiduciary duties owed to DISH by including or by failing to remove the Release from the DISH Bid (the “Auction Cancellation Claims”). Third, Plaintiff claimed that by purchasing the Secured Debt, Ergen usurped a corporate opportunity of DISH and was unjustly enriched thereby (the “Corporate Opportunity Claims”). Fourth, Plaintiff claimed that in purchasing the Secured Debt, Ergen misused confidential DISH information concerning a strategy for DISH to acquire the LightSquared Assets and was unjustly enriched thereby (the “Confidential Information Claims”). Fifth, Plaintiff claimed that Ergen and the Officer Defendants breached fiduciary duties by failing to notify the Board of Ergen’s purchases of Secured Debt immediately, or upon learning of the purchases (the “Disclosure Claims”). Sixth, Plaintiff claimed that in purchasing the Secured Debt, Ergen and Kiser acted disloyally to DISH in using DISH resources for Ergen’s Secured Debt Purchases and that Ergen was unjustly enriched thereby (the “Corporate Resources Claims”). Seventh, Plaintiff claimed that Ergen breached fiduciary duties by exposing DISH to increased legal risk and legal fees in the LightSquared Bankruptcy by acquiring the Secured Debt, that the Board breached fiduciary duties by paying Ergen’s legal fees, and that Ergen was unjustly enriched as a result (the “Legal Fee Claims”). Eighth, Plaintiff alleged that the Board improperly terminated the STC (the “STC Termination Claim”).

³ The Second Amended Complaint included five Counts, many of which raised multiple legal issues. The SLC Report organized the issues differently than the Second Amended Complaint did. The SLC Report addressed each of the issues raised through the Second Amended Complaint. This Court refers to the claims based on the SLC’s organization, as the parties have generally done in their briefing, for ease of reference.

XII. The SLC Expanded its Investigation to Address the New Claims Raised in the Second Amended Complaint

72. In July of 2014, when Plaintiff filed the Second Amended Complaint, the SLC had been investigating the claims in Jacksonville's Amended Complaint since December 9, 2013. After Plaintiff filed the Second Amended Complaint, the SLC expanded the scope of its investigation to include the additional claims raised in the Second Amended Complaint concerning the termination of the DISH Bid.

73. After receiving the Second Amended Complaint, the SLC and its counsel requested and reviewed additional documents from DISH, DISH's officers, and DISH's directors relevant to the new claims asserted.

74. In the full course of its investigation, the SLC's counsel reviewed more than 39,000 documents, (more than 357,000 pages) from the following custodians: Michael Abatemarco, Jeffrey Blum ("Blum"), Brokaw, Kenneth Carroll, Clayton, Cullen, DeFranco, Dodge, Mike Dugan, Brandon Ehrhart, Cantey Ergen, Ergen, Kevin Gerlitz, Goodbarn, Howard, Anders Johnson, Stephen Ketchum ("Ketchum"), John Kim, Kiser, Lillis, Jennifer Manner, Moskowitz, Ortolf, David Rayner, Rick Richert, Mariam Sorond ("Sorond"), Brad Schneider, Strickland, Vogel, David Zufall, and Sound Point Capital Management LP ("Sound Point"). These documents included all documents produced in this action, the materials produced by DISH, SPSO, Ergen, and Sound Point in the LightSquared Bankruptcy, and additional documents requested by the SLC from all DISH Board members, members of DISH management, and counsel to LBAC, the entity that made the DISH Bid. The members of the SLC personally reviewed the documents that were most pertinent to the SLC's investigation.

75. The SLC and its counsel monitored proceedings in the LightSquared Bankruptcy from the formation of the SLC through the completion of the SLC Report, and thereafter. Among other things, the SLC attended oral arguments in the Adversary Proceeding and monitored telephonically or reviewed transcripts of other substantive hearings, including telephonically monitoring or reviewing transcripts of the open portions of the entire trial on the Adversary Proceeding and the Plan Confirmation hearing.

1 76. Counsel for the SLC reviewed extensive briefing submitted in the LightSquared
2 Bankruptcy, including the briefing concerning the Adversary Proceeding, the scheduling of the
3 auction of the LightSquared Assets and certain other assets of LightSquared, the proceeding
4 seeking confirmation of LightSquared's plan of reorganization (the "Confirmation Proceeding"),
5 and the termination of the DISH Bid. Counsel for the SLC monitored significant hearings and
6 reviewed testimony within the LightSquared Bankruptcy to the extent available under the
7 confidentiality stipulation governing LightSquared's Bankruptcy, including reviewing all
8 available transcripts concerning the submission of DISH's Bid, the auction scheduling, the
9 termination of DISH's Bid, the Adversary Proceeding, and the Confirmation Proceeding.
10 Counsel for the SLC also attended many of the aforementioned proceedings telephonically or in
11 person. The SLC or its counsel reviewed transcripts of every deposition taken in the
12 LightSquared Bankruptcy available for use in this proceeding under the confidentiality
13 stipulation in the LightSquared Bankruptcy, including transcripts of the LightSquared
14 Bankruptcy depositions of Cullen, Ergen, Howard, Ketchum, Kiser, Joseph Roddy, and Sorond.

15 77. The SLC interviewed numerous people including conducting formal interviews of
16 present and former defendants: Clayton, Cullen, DeFranco, Dodge, Cantey Ergen, Ergen,
17 Goodbarn, Howard, Kiser, Moskowitz, and Vogel; DISH senior executives and regulatory and
18 technical experts: Blum and Sorond; and counsel for Ergen, LBAC and SPSO: Mundiya, Sorkin,
19 and Strickland. Several people were interviewed both in connection with the SLC's
20 investigation of Plaintiff's Motion for Preliminary Injunction and the SLC's investigation of
21 Plaintiff's substantive claims. As a result, the SLC conducted a total of 21 interviews, of 16
22 different people. In most cases, all three members of the SLC attended these interviews.

23 78. The SLC also requested interviews from Plaintiff, LightSquared, and the Ad Hoc
24 Secured Group. However, each of these requests, including the request to interview Plaintiff,
25 was refused.

26 79. Finally, the SLC received extensive legal advice on the issues raised by the
27 matters under investigation at numerous points throughout its investigation.
28

XIII. Motions to Dismiss the Second Amended Complaint

80. On August 29, 2014 the SLC moved to dismiss the Second Amended Complaint, pursuant to Rule 23.1, for failure to plead demand futility; the Director Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5), for failure to state a claim upon which relief can be granted; and the Ergen Defendants moved to dismiss the Second Amended Complaint for failure to state a claim upon which relief can be granted.

81. On September 15, 2014, the Officer Defendants moved to dismiss the Second Amended Complaint, pursuant to NRCP 12(b)(5) and Rule 23.1, for failure to state a claim upon which relief can be granted and failure to plead demand futility.

XIV. The SLC's Report and Subsequent Motion to Defer

82. On October 24, 2014, the SLC filed with this Court the SLC Report, which detailed its investigation of the claims asserted in the Second Amended Complaint.

83. In its 330-page SLC Report, the SLC extensively described the scope and depth of its investigation and the facts that it found to be true based on that investigation. The SLC also analyzed the factual and legal bases for each of the claims asserted in the Second Amended Complaint. The SLC ultimately concluded that "it would not be in the best interests of DISH to pursue the claims asserted by Jacksonville in the Nevada Litigation." SLC Report, at 333.

84. It is beyond the scope of this opinion to capture the SLC's full reasoning, set forth in detail in the SLC Report. The SLC Report provides extensive factual, legal, and practical reasons why pursuit of each one of Plaintiff's claims would not be in the best interests of DISH. Among the reasons set forth in the SLC Report, the SLC determined that certain claims advanced by Plaintiff were foreclosed by DISH's certificate of incorporation, certain claims lacked a cognizable damages theory, certain claims were not meritorious as a matter of law, and certain claims could not be proven in light of uncontroversial factual determinations. The Court finds that each of the SLC's determinations is reasonable and neither egregious nor irrational.

85. On November 17, 2014, the SLC filed its Motion to Defer to the SLC's Determination That the Claims Should Be Dismissed (the "Motion to Defer"). In connection

1 with the Motion to Defer, each SLC member filed a declaration addressing his independence
2 from Defendants under the relevant legal standards.

3 86. Oral argument was initially held on the Motion to Defer on January 12, 2015. At
4 oral argument, Plaintiff for the first time requested discovery pursuant to Nevada Rule 56(f).

5 87. This Court granted Plaintiff's request for discovery. The Court also scheduled
6 supplemental briefing following discovery and supplemental oral argument.

7 88. Plaintiff was permitted to take, and did take, discovery into the independence of
8 the SLC and the thoroughness of its investigation. The SLC gathered and produced documents
9 from the files of the individual SLC members covering a six-year period, documents from the
10 files of SLC counsel, and documents from the files of DISH Board members. Pursuant to a
11 stipulation and order preserving the SLC's work product protection, the SLC also produced
12 certain work product prepared in the course of its investigation, including summaries of the
13 interviews that it conducted and the documents received by the SLC members in the course of
14 the investigation. Plaintiff also deposed each of the SLC members: Lillis, Brokaw, and Ortolfo.

15 89. On July 16, 2015, the supplemental oral argument was held on the SLC's Motion
16 to Defer.

17 90. If any findings of fact are properly conclusions of law, they shall be treated as if
18 appropriately identified and designated.

19 **CONCLUSIONS OF LAW**

20 1. This Court has subject matter jurisdiction over all claims asserted in the Second
21 Amended Complaint and personal jurisdiction over all the parties.

22 2. "[U]nder Nevada's corporations laws, a corporation's 'board of directors has full
23 control over the affairs of the corporation.'" *Shoen v. SAC Holding Corp.*, 122 Nev. 621, 632,
24 137 P.3d 1171, 1178 (2006) (quoting NRS 78.120(1)). Therefore, in "managing the
25 corporation's affairs, the board of directors may generally decide whether to take legal action on
26 the corporation's behalf." *Id.*, 122 Nev. at 632, 137 P.3d at 1179; *see also In re Amerco*
27 *Derivative Litig.*, 127 Nev. Adv. Op. 17, 252 P.3d 681, 705 (Nev. 2011) ("Among the matters
28 entrusted to a corporation's directors is the decision to litigate -- or not to litigate -- a claim by

1 the corporation against third parties.”) (citing *In re Citigroup S’holder Derivative Litig.*, 964
2 A.2d 106, 120 (Del. Ch. 2009)). Nevada law gives strong preference to honoring the business
3 judgment of the boards of directors of Nevada corporations. *See Shoen*, 122 Nev. at 621, 137
4 P.3d at 1181; NRS 78.138(3) (“Directors and officers, in deciding upon matters of business, are
5 presumed to act in good faith, on an informed basis and with a view to the interests of the
6 corporation.”).

7 3. Under Nevada law, a stockholder may pursue litigation on a corporation’s behalf
8 only where the stockholder both alleges and proves “particularized factual statements . . . that
9 making a demand [for the Board to cause the corporation to pursue the litigation] would be futile
10 or otherwise inappropriate.” *Id.*, 122 Nev. at 634, 137 P.3d at 1179-80; *see also* NRS 41.520;
11 NRCP 23.1.

12 4. If a stockholder makes this showing, the board nonetheless may properly delegate
13 to a special litigation committee of the board authority to control the litigation and, if the
14 committee determines that the litigation is not in the best interests of the corporation, to
15 terminate the litigation. NRS 78.125; 13 William Meade Fletcher, *Fletcher Cyclopedia of the*
16 *Law of Corporations* (“Fletcher Cyc. Corp.”) § 6019.50 (West 2014).

17 **I. Standard of Review for a Special Litigation Committee Motion Under Nevada Law**

18 5. No Nevada court has ruled on the standard by which to review a special litigation
19 committee’s determination on behalf of the corporation as to whether or in what respect it is in
20 the corporation’s best interest to pursue litigation. Most jurisdictions outside of Nevada follow a
21 form of either the majority *Auerbach* standard or the minority *Zapata* standard. *See Auerbach v.*
22 *Bennett*, 393 N.E.2d 994 (N.Y. 1979); *Zapata Corp. v. Maldonado*, 430 A.2d 779 (Del. 1981).

23 6. Under the *Auerbach* standard, a court defers to the business judgment of a special
24 litigation committee if (a) the special litigation committee is independent and (b) its procedures
25 and methodologies were not so deficient as to demonstrate a lack of good faith in the
26 investigation. *See Auerbach*, 393 N.E.2d at 1003.

27 7. Under the *Zapata* standard, the Court applies these same considerations, but the
28 *Zapata* standard also includes an optional “second step.” *See Carlton Invs. v. Tlc Beatrice Int’l*

1 *Holdings*, No. 13950, 1997 WL 305829, at *2 (Del. Ch. May 30, 1997). If “the court could not
2 consciously determine on the first leg of the analysis that there was no want of independence or
3 good faith, [but] it nevertheless ‘felt’ that the result reached was ‘irrational’ or ‘egregious’ or
4 some other such extreme word[.]” the second step of the *Zapata* standard permits the Court to
5 apply its own business judgment review to determine whether the litigation is in the best interests
6 of the corporation. *Id.* Delaware courts, which developed the *Zapata* standard, have noted that
7 “courts should not make such judgments but for reasons of legitimacy and for reasons of
8 shareholder welfare.” *Id.*

9 8. In this case, the determination of whether *Auerbach* or *Zapata* is the appropriate
10 standard under Nevada law is not dispositive. If *Zapata* were to apply, the SLC’s determination
11 is not “irrational” or “egregious” so as to merit review under the optional second step of a *Zapata*
12 analysis. This Court therefore need not determine which standard of review is appropriate.

13 9. Nevada gives strong preference to honoring the business judgment of boards and
14 their committees. NRS 78.125, 78.138. Nevada further recognizes that disclosed conflicts do not
15 necessarily prevent business judgment from being exercised. NRS 78.140. Here, in considering
16 the Motion to Defer, the Court focuses on two issues: thoroughness and independence of the
17 SLC. This is consistent with the standards adopted outside of Nevada, which generally defer to
18 the business judgment of a special committee that is independent and investigated the claims in
19 good faith, even where the court may have approached the investigation differently. *In re*
20 *Consumers Power Co. Derivative Litig.*, No. 87-CV-60103-AA, 132 F.R.D. 455, 483 (E.D.
21 Mich. 1990) (“[F]or the business judgment rule to apply, a corporation is not required to
22 undertake the ideal or perfect investigation[.]”); *see also Hirsch v. Jones Intercable, Inc.*, 984
23 P.2d 629, 637-38 (Colo. 1999) (“[B]ecause most courts are ill equipped and infrequently called
24 on to evaluate what are and must be essentially business judgments, . . . the role of a . . . trial
25 court in reviewing an SLC’s decision regarding derivative litigation should be limited to
26 inquiring into the independence and good faith of the committee.”) (citation omitted).

1 **II. The SLC Is Independent.**⁴

2 10. A director lacks independence if the director is “beholden” to an interested
3 person. *See, e.g., Jacobi v. Ergen*, 2:12-CV-2075-JAD-GWF, 2015 WL 1442223, at *5 (D. Nev.
4 Mar. 30, 2015). Beholdenness is generally shown through financial dependence. *See La. Mun.*
5 *Police Emples. Ret. Sys. v. Wynn*, 2:12-CV-509 JCM GWF, 2014 WL 994616, at *5 (D. Nev.
6 Mar. 13, 2013), *appeal docketed*, No. 14-15695 (9th Cir. April 11, 2014).⁵

7 11. It is well-settled that “long-standing personal and business ties” are insufficient to
8 “overcome the presumption of independence that all directors . . . are afforded.” *In re Walt*
9 *Disney Co. Derivative Litig.*, 731 A.2d 342, 355 (Del. Ch. 1998), *aff’d in part, rev’d in part on*
10 *other grounds sub nom. Brehm v. Eisner*, 746 A.2d 244 (Dcl. 2000); *see also Wynn*, 2014 WL
11 994616, at *6-7, *18 (“Allegations of a lengthy friendship are not enough” to find a director
12 “beholden[.]” including allegations that directors had “been close . . . since they were young” as
13 a result of their fathers’ business together and the interested director’s past employment of the
14 other director and the other director’s siblings); *Highland Legacy Ltd. v. Singer*, No. 1566-N,
15 2006 WL 741939, at *5 (Del. Ch. Mar. 17, 2006) (“It is well settled that the naked assertion of a
16 previous business relationship is not enough to overcome the presumption of a director’s
17 independence.”) (internal quotation marks omitted); *Ankerson v. Epik Corp.*, 2005 WI App 1, at

18 ⁴ The parties disagree as to whether the burden on these issues lies with the SLC or Plaintiff.
19 Nevada courts have not addressed this question previously. In most jurisdictions, the special
20 litigation committee bears the burden to establish its own independence and the good faith,
21 thoroughness of its investigation. The SLC however argues that, due to the statutory
22 presumption of N.R.S. 78.138(3), the members of the SLC are presumed to have acted in good
23 faith and on a fully informed basis, and that shifting the burden to the SLC would be inconsistent
24 with this presumption. The Court need not address this issue because it concludes that the SLC
25 was independent and conducted a good faith, thorough investigation and that the motion should
26 be granted, irrespective of which party bears the burden.

27 ⁵ The substantive test for special litigation committee independence is no different from the
28 substantive test for director independence generally. *See In re ITT Derivative Litig.*, 932 N.E.2d
664, 666 (Ind. 2010) (“[T]he same standard [applies] for showing ‘lack of disinterestedness’ both
as to the composition of special board committees . . . and to the requirement that a shareholder
must make a demand.”); *see also St. Clair Shores Gen. Emps. Ret. Sys. v. Eibeler*, No. 06 Civ.
688(SWK), 2008 WL 2941174, at *8 n.7 (S.D.N.Y. July 30, 2008) (stating that demand futility
cases are “relevant to the [SLC] context” in terms of their “treatment of director independence”
and explaining that the “formula for evaluating independence of special litigation committees is
consistent with that which pertains in demand excusal cases”) (citing *In re Oracle Corp.*
Derivative Litig., 824 A.2d 917, 938-39 (Del. Ch. 2003)). Thus, this Court cites authority from
both contexts interchangeably.

1 *3, 690 N.W.2d 885 (Wis. Ct. App. 2004) (TABLE) (“A director may be independent even if he
2 or she has had some personal or business relation with an individual director accused of
3 wrongdoing.”); *Jacobi*, 2015 WL 1442223, at *5 (“Even allegations of friendship or affinity are
4 insufficient to rebut the presumption that a director acts independently.”); *Freedman v. Redstone*,
5 No. CV 12-1052-SLR, 2013 WL 3753426, at *8 (D. Del. July 16, 2013) *aff’d*, 753 F.3d 416 (3d
6 Cir. 2014) (“Standing alone, plaintiff’s allegation that Greenberg is a close friend and advisor to
7 an interested director defendant does not create a reasonable doubt that Greenberg would have
8 been ‘beholden’ to another director.”) (emphasis added).

9 12. Plaintiff argues that Lillis lacks independence from Cullen because Lillis and
10 Cullen were both employed at MediaOne during the same time period, Lillis worked with Cullen
11 at LoneTree Capital Partners, and Lillis and Cullen continue to see each other socially perhaps
12 twice per year, including attending occasional football games together. Plaintiff also argues that
13 Lillis lacks independence from Vogel because Vogel was the President and Chief Executive
14 Officer of Charter when Lillis served on Charter’s board.

15 13. There is no evidence that Lillis is beholden to Cullen, Vogel, or any other
16 defendant. During the relevant time period, Lillis had no financial or business connection to any
17 defendant other than his service on the DISH Board. As detailed above, professional
18 relationships and friendships do not suffice to negate independence. The relationships between
19 Lillis and Cullen and Vogel do not undermine Lillis’s independence. Based upon all of the
20 evidence presented, including Lillis’s declaration, exhibits provided by Plaintiff, briefing on the
21 subject, and oral argument, the Court finds that there is no genuine issue of material fact as to
22 Lillis’ independence. Lillis is clearly not beholden and therefore is clearly independent under the
23 relevant legal authority.

24 14. A special litigation committee is generally independent if the committee cannot
25 lawfully act without the approval of at least one director who is independent. *See Johnson v.*
26 *Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991); *see also Struogo ex rel. Brazil Fund v. Padeogs*,
27 27 F. Supp. 2d 442, 450 n.3 (S.D.N.Y. 1998); *In re Oracle Sec’s Litig.*, 852 F. Supp. 1437, 1442

1 (N.D. Cal. 1994).⁶ This is true even if there is reason to doubt the independence of another
2 member or other members of the special litigation committee.

3 15. The voting structure of the SLC requires that Lillis vote affirmatively in favor of
4 any resolution of the SLC in order for it to have effect. The evidence of the independence of
5 Messrs. Brokaw and Ortolf coupled with the unusual voting structure of the SLC demonstrates
6 that the SLC is independent.

7 16. Plaintiff makes numerous assertions concerning the independence of the other
8 members of the SLC, Messrs. Brokaw and Ortolf,⁷ the significance of which the SLC disputes.⁸
9 In all events, after considering the evidence concerning the independence of Messrs. Brokaw and
10 Ortolf, together with the evidence concerning the independence of Mr. Lillis and his voting
11 power, the Court is persuaded that the SLC as a whole was independent and acted independently.

12 17. Plaintiff's assertions, which follow expansive discovery into the SLC's
13 independence, do not raise any genuine issue of material fact with respect to whether the SLC as
14 a whole acted independently.⁹

15 18. The Court thus concludes that there is no genuine issue of material fact with
16 respect to whether the SLC's business judgment is independent as a matter of Nevada law. *See*
17 *Johnson v. Hui*, 811 F.Supp. 479, 486-87 (N.D. Cal. 1991) (special litigation committee is
18 generally independent if the committee cannot lawfully act without the approval of at least one
19 director who is independent); *see also Struogo ex rel. Brazil Fund v. Padeys*, 27 F. Supp. 2d 442,

20
21 ⁶ The same might not hold if the independent director was overcome by a director who lacks
independence. Such was not this case here.

22 ⁷ Generally, with respect to Brokaw, Plaintiff argues that Brokaw lacks independence because
23 Brokaw has a social relationship with the Ergens, in which Cantey Ergen is godmother to one of
Brokaw's children. Generally, with respect to Ortolf, Plaintiff argues that Ortolf lacks
24 independence because Ortolf has a close friendship with the Ergens.

25 ⁸ Numerous courts considering facts similar to those raised by Plaintiff have determined that
such social relationships, even close friendships, do not render a director lacking independence.
26 *See, e.g., Jacobi*, 2015 WL 1442223, at *5 ("Even allegations of friendship or affinity are
insufficient to rebut the presumption that a director acts independently.").

27 ⁹ Moreover, Plaintiff has not identified any genuine issue of material fact with respect to whether
the issues that it raises with respect to Brokaw and Ortolf were disclosed. The disclosure of all
28 potential challenges to the SLC members' independence provides an additional basis to find the
SLC as a whole independent in light of Lillis' independence.

1 450 n.3 (S.D.N.Y. 1998); *In re Oracle Sec's Litig.*, 852 F. Supp. 1437, 1442 (N.D. Cal. 1994).

2 The SLC as a whole is independent given all of the evidence presented.

3 19. Plaintiff also argues that the SLC members lack independence because the Second
4 Amended Complaint asserts claims against them.¹⁰ Allowing a putative derivative plaintiff to
5 disqualify members of an independent committee simply by asserting claims against those
6 members, regardless of the merits of the claims, would give a putative derivative plaintiff the
7 power to unilaterally nullify the strong presumption of the business judgement rule under
8 Nevada law and, *a fortiori*, replace the business judgement of any board or committee thereof
9 with that of the plaintiff in every putative derivative action. Asserting claims against a director
10 neutralizes the director's ability to objectively assess the merits of the litigation for the
11 corporation only "in those 'rare case[s]' . . . where defendants' actions were so egregious that a
12 substantial likelihood of director liability exists'" as a result of the claim. *Shoen*, 122 Nev. at
13 639-40, 137 P.3d at 1184 (quoting *Seminaris v. Landa*, 662 A.2d 1350, 1354 (Del. Ch. 1995)).

14 20. DISH's articles of incorporation indemnify and exculpate DISH's Board of
15 Directors (the "Board") from liability for any breach of the fiduciary duty of care.

16 21. Particularly in light of the exculpation and indemnification provision in DISH's
17 articles of incorporation — and the fact that Lillis joined the DISH Board four months after this
18 action was filed — the challenged actions of the SLC members, even if they might potentially
19 give rise to liability, were not so "egregious that a substantial likelihood of director liability
20 exists." Thus, there is no genuine issue of material fact with respect to whether the claims
21 asserted against the SLC members undermine the independence of the SLC.

22 22. Based upon the above and all the evidence and legal authority presented, the
23 Court is persuaded that there is no genuine issue of material fact as to the independence of the
24 SLC. The SLC is independent.

25
26 ¹⁰ Often courts frame the analysis of whether claims asserted against a director neutralize that
27 director's exercise of business judgment as a question of interest, rather than of independence.
28 This opinion addresses the issue as one of independence because Plaintiff frames the issue in that
manner. The question would be analyzed in the same manner and with the same outcome if
framed as a question of the SLC members' disinterest.

1 **III. The SLC Conducted a Good Faith, Thorough Investigation.**

2 23. Both *Auerbach* and *Zapata* establish the same standard by which a court should
3 analyze the good faith, thoroughness of a special litigation committee's investigation:

4 What has been uncovered and the relative weight accorded in
5 evaluating and balancing the several factors and considerations are
6 beyond the scope of judicial concern. Proof, however, that the
7 investigation has been so restricted in scope, so shallow in
8 execution, or otherwise so pro forma or halfhearted as to constitute
a pretext or sham, consistent with the principles underlying the
application of the business judgment doctrine, would raise
questions of good faith or conceivably fraud which would never be
shielded by that doctrine.

9 *Auerbach*, 393 N.E.2d at 1002-03. See also *Stein v. Bailey*, 531 F. Supp. 684, 691, 695
10 (S.D.N.Y. 1982) (under the *Zapata* standard, "[p]roof . . . that the investigation has been so
11 restricted in scope, so shallow in execution, or otherwise so pro forma or halfhearted as to
12 constitute a pretext or sham . . . would raise questions of good faith") (internal quotation marks
13 omitted); *Hasan v. CleveTrust Realty Investors*, 729 F.2d 372, 378 (6th Cir. 1984) (*Auerbach*
14 and *Zapata* "are convergent in their approach to the issues of good faith and thoroughness.").

15 24. Regardless of which standard applies, the Court finds that the SLC conducted a
16 good faith, thorough investigation. As detailed above, the SLC reviewed thousands of
17 documents, interviewed numerous witnesses and thoroughly analyzed each of the claims in its
18 330-page Report. See *supra*, paragraphs [[74]] – [[86]] and [[83]] – [[84]]. The SLC Report
19 addressed each of the significant concerns raised by the Second Amended Complaint.

20 25. Although Plaintiff makes numerous assertions concerning supposed deficiencies
21 or bad faith of the SLC's investigation, none of the assertions has merit:

22 26. Among other assertions, Plaintiff asserts that the SLC failed to address or
23 concealed evidence concerning compliance by Ergen and his counsel with this Court's partial
24 preliminary injunction. Contrary to Plaintiff's assertion, the SLC disclosed the comments that
25 counsel for SPSO made concerning the Release to the LightSquared Bankruptcy Court and
26 addressed the implications of those statements, based upon the full record. Furthermore, there is
27 no evidence that Ergen or his counsel failed to comply with this Court's partial preliminary
28 injunction.

1 27. Plaintiff also asserts that the SLC failed to analyze the STC Termination Claim.
2 Contrary to Plaintiff's assertion, the SLC Report addressed this issue at pages 325 to 327 of the
3 SLC Report.

4 28. Plaintiff also asserts that the SLC failed to address Plaintiff's derivative claim for
5 unjust enrichment. Contrary to Plaintiff's assertion, the SLC addressed Plaintiff's claim for
6 unjust enrichment in connection with the SLC's consideration of Plaintiff's other claims as set
7 forth at pages 301-02, 312-13, 321-22, and 324-25 of the SLC Report.

8 29. Regardless of whether Plaintiff may have preferred that its claims be investigated
9 differently, Plaintiff has not identified a genuine issue of material fact with respect to whether the
10 SLC's investigation of the claims set forth in the Second Amended Complaint was thorough and
11 conducted in good faith.

12 30. The Court concludes that there is no genuine issue of material fact as to the
13 thoroughness or good faith of the SLC's extensive investigation. The SLC is independent and
14 conducted a good faith, thorough investigation. For this reason, the Court grants the SLC's
15 Motion and dismisses this action with prejudice. The Court does so based upon the
16 independence of the SLC and thoroughness and good faith of its investigation.

17 31. If this Court were to adopt the *Zapata* standard, this Court likewise would find
18 that standard met, for, among other reasons, the conclusions in the SLC Report were neither
19 irrational nor egregious.

20 **IV. The Remaining Motions to Dismiss Are Moot.**

21 32. The SLC's Motion to Dismiss under Rule 23.1 and the Director Defendants',
22 Officer Defendants', and Ergen Defendants' Motions to Dismiss are moot at this time.

23 33. If any conclusions of law are properly findings of fact, they shall be treated as if
24 appropriately identified and designated.

25 THEREFORE, having made the foregoing Findings of Fact and Conclusions of Law, and
26 good cause appearing,

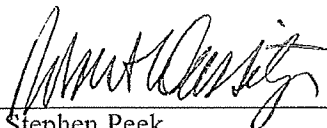
1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the SLC's Motion to
2 Defer to the SLC's Determination That the Claims Should Be Dismissed is hereby GRANTED
3 and this action is dismissed with prejudice.

4 IT IS FURTHER ORDERED that in light of the Court's ruling on the SLC's Motion to
5 Defer, the Court need not rule upon the SLC's Motion to Dismiss for Failure to Plead Demand
6 Futility, the Director Defendants' Motion to Dismiss the Second Amended Complaint, The
7 Officer Defendants' Motion to Dismiss the Second Amended Complaint, and Defendants
8 Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative
9 Complaint of Jacksonville Police and Fire Pension Fund. These and any other pending motions
10 are hereby denied without prejudice as moot.

11 DATED this 19th day of September 2015.

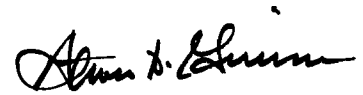
12 
13 DISTRICT COURT JUDGE
14

15 Respectfully submitted by:

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DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK DERIVATIVE
LITIGATION,

CASE NO.: A-13-686775-B

DEPT. NO.: XI

Consolidated with

A-13-688862-B

A-14-693887-B

CASE APPEAL STATEMENT

The Jacksonville Police and Fire Pension Fund ("JACKSONVILLE"), by and through its attorneys of record, Bernstein Litowitz Berger & Grossmann LLP, McDonald Carano Wilson LLP, and Holley, Driggs, Walch, Fine, Wray, Puzey & Thompson, submits the following Case Appeal Statement pursuant to Rule 3(f) of the Nevada Rules of Appellate Procedure.

1. Name of appellant filing this Case Appeal Statement:

Jacksonville Police and Fire Pension Fund

2. Identify the Judge issuing the decision, judgment, or order appealed from:

The Honorable Elizabeth Gonzalez, Department XI, Eighth Judicial District Court, Clark County, Nevada.

3. Identify each appellant and the name and address of counsel for each appellant:

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Jeroen Van Kwawegen, Esq. (*admitted pro hac vice*)
Adam D. Hollander, Esq. (*admitted pro hac vice*)
Alla Zayenchik (*pro hac vice application to be submitted*)
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4. Identify each respondent and the name and address of appellate counsel, if known, for each respondent (if the name of a respondent's appellate counsel is unknown, indicate as much and provide the name and address of that respondent's trial counsel):

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Attorneys for Thomas A. Cullen, Kyle J. Kiser, and R. Stanton Dodge

5. Indicate whether any attorney identified above in response to questions 3 or 4 is not licensed to practice law in Nevada and, if so, whether the district court granted that attorney permission to appear under SCR 42 (attach a copy of any district court order granting such permission):

Mark Lebovitch, Esq. (*admitted pro hac vice* on 9/11/13)
Jeroen Van Kwawegen, Esq. (*admitted pro hac vice* on 10/9/13)
Adam D. Hollander, Esq. (*admitted pro hac vice* on 2/3/14)
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Zachary Madonia, Esq. (*admitted pro hac vice* on 2/3/15)
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Chicago, IL 60603

All Orders, setting forth the date the District Court granted each above-listed attorney's pro hac vice application and motion to associate counsel is attached hereto as **Exhibit A**.

1 **6. Indicate whether appellant was represented by appointed or retained counsel in the**
2 **district court:**

3 Appellant was represented by retained counsel in the District Court.

4 **7. Indicate whether appellant is represented by appointed or retained counsel on Appeal:**

5 Appellant is represented by retained counsel on appeal.

6 **8. Indicate whether appellant was granted leave to proceed in forma pauperis and the**
7 **date of entry of the district court order granting such leave:**

8 Not applicable.

9 **9. Indicate the Date the Proceedings Commenced in the District Court:**

10 Plaintiff filed its complaint in this case on August 9, 2013.

11 **10. Provide a brief description of the nature of the action and result in the district court,**
12 **including the type of judgment or order being appealed and the relief granted by the**
13 **district court:**

14 Plaintiff, a shareholder of Nominal Defendant DISH Network Corporation (“DISH”), raised
15 five claims: (1) a derivative claim, on behalf of DISH, against DISH’s controlling shareholder,
16 Charles Ergen (“Ergen”), for breach of his fiduciary duty of loyalty arising from his interference
17 with DISH’s bid for valuable spectrum assets of the bankrupt company LightSquared for his
18 personal benefit (Count I); (2) a derivative claim, on behalf of DISH, against Ergen for breach of his
19 fiduciary duty of loyalty in connection with Ergen’s personal purchases of the debt of LightSquared
20 (COUNT II); (3) a derivative claim, on behalf of DISH, against members of DISH’s board of
21 directors, for breach of their fiduciary duty of loyalty for maintaining Ergen’s personal interests with
22 respect to his LightSquared debt purchases over the interests of DISH and its stockholders (COUNT
23 III); (4) a derivative claim, on behalf of DISH, against certain DISH executive officers for breach of
24 the fiduciary duty of loyalty for maintain Ergen’s personal interest with respect to his personal
25 LightSquared debt purchases over the interests of DISH and its stockholders, including by
26 concealing Ergen’s personal LightSquared debt purchases from the DISH board of directors
27 (COUNT IV); and (5) a direct claim against Ergen for unjust enrichment in connection with his
28 personal LightSquared debt purchases.

Plaintiff alleged that, as a result of Ergen and the other Defendants' misconduct, Ergen is set to reap approximately \$800 million in personal profits on purchases of LightSquared debt that rightfully belong to DISH, and DISH lost the opportunity to purchase LightSquared assets worth billions of dollars that DISH could have acquired at a significantly lower price but for Ergen's interference with DISH's bid to protect his personal investment in LightSquared debt.

The night before the Trial Court was set to hear argument on Plaintiff's Motion for Expedited Discovery in Connection With Its Motion for Preliminary Injunction, the board formed a special litigation committee ("SLC"), which opposed Plaintiff's claims and ultimately issued a report recommending that the board not pursue Plaintiff's claims. The SLC filed a motion for the Trial Court to defer to its determination that Plaintiff's claims should be dismissed. Before and following discovery into the SLC's independence and the thoroughness of its investigation, Plaintiff presented evidence showing the existence of operative facts precluding a finding that, as a matter of law, the SLC members and their recommendation to dismiss this Action met the applicable standards for independence, thoroughness and good faith to merit judicial deference. In an oral ruling on July 16, 2015, followed by the entry of the SLC's proposed findings of fact and conclusions of law on September 18, 2015, the District Judge granted the SLC's motion requesting that the Court defer to the SLC and its recommendation to dismiss this Action, and denied Defendants' pending motions to dismiss as moot.

11. Indicate whether the case has previously been the subject of an appeal to or original writ proceedings in the Supreme Court and, if so, the caption and Supreme Court docket number of the prior proceeding:

Not applicable.

12. Indicate whether this appeal involves child custody or visitation:

Not applicable.

13. If this is a civil case, indicate whether this appeal involves the possibility of settlement:

The parties' participation in a settlement conference will be futile and it will not result in any settlement.

The undersigned does hereby affirm that the preceding document does not contain the social security number of any person.

RESPECTFULLY SUBMITTED this 12th day of October, 2015.

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Attorneys for Jacksonville Police and Fire Pension Fund

LVDOCS-#343631

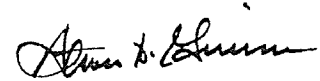
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I am an employee of McDonald Carano Wilson LLP and that on the 12th day of October, 2015, a true and correct copy of the foregoing **CASE APPEAL STATEMENT** was electronically filed with the Clerk of the Court via the Clark County District Court Electronic Filing Program which will provide copies to all counsel of record registered to receive such electronic notification.


An employee of McDonald Carano Wilson LLP

EXHIBIT A

EXHIBIT A



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1 **OGM**

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27 *Attorneys for Plaintiff*

16 **DISTRICT COURT**

17 **CLARK COUNTY, NEVADA**

18 JACKSONVILLE POLICE AND FIRE
19 PENSION FUND, derivatively on behalf of
20 nominal defendant DISH NETWORK
21 CORPORATION,

22 Plaintiff,

23 v.

24 CHARLES W. ERGEN; JOSEPH P.
25 CLAYTON; JAMES DEFRANCO; CANTEY
26 M. ERGEN; STEVEN R. GOODBARN; DAVID
27 K. MOSKOWITZ.; TOM A. ORTOLF; CARL
28 E. VOGEL; DOES I-X, inclusive and ROE
ENTITIES I-X, inclusive,

Defendants.

DISH NETWORK CORPORATION, a Nevada
corporation,

Nominal Defendant.

Case No.: A-13-686775-B

Dept. No.: XI

**ORDER GRANTING MOTION TO
ASSOCIATE COUNSEL ON AN ORDER
SHORTENING TIME**

Hearing Date: September 10, 2013

Hearing Time: 8:30 a.m.

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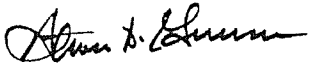
IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motion is GRANTED in its entirety;

IT IS SO ORDERED this 10 day of September, 2013.

Respectfully submitted by:

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DISTRICT COURT

CLARK COUNTY, NEVADA

JACKSONVILLE POLICE AND FIRE
PENSION FUND, derivatively on behalf of
nominal defendant DISH NETWORK
CORPORATION,

Plaintiff,

v.

CHARLES W. ERGEN; JOSEPH P.
CLAYTON; JAMES DEFRANCO; CANTEY
M. ERGEN; STEVEN R. GOODBARN; DAVID
K. MOSKOWITZ; TOM A. ORTOLF; CARL
E. VOGEL; DOES I-X, inclusive and ROE
ENTITIES I-X, inclusive,

Defendants.

DISH NETWORK CORPORATION, a Nevada
corporation,

Nominal Defendant.

Case No.: A-13-686775-B

Dept. No.: XI

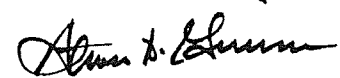
**ORDER GRANTING MOTION TO
ASSOCIATE COUNSEL ON AN ORDER
SHORTENING TIME**

Hearing Date: October 4, 2013

Hearing Time: 3:00 a.m.

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CLARK COUNTY, NEVADA

IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No: A-13-686775-B
Dept. No.: XI

**ORDER GRANTING MOTION TO
ASSOCIATE COUNSEL**

Hearing Date: January 24, 2014
Hearing Time: 3:00 a.m.

Plaintiff Jacksonville Police and Fire Pension Fund ("Plaintiff") having filed a Motion to Associate Counsel for Adam David Hollander, Esq. (the "Motion"), the Motion having come before this Court for hearing on January 24, 2014 at 3:00 a.m., the parties being represented by their respective counsel, the Court having fully considered the Motion and the pleadings and papers on file herein, the Court having concluded that service of the Motion has been provided

1 and that no opposition to the Motion has been filed and thus pursuant to EDCR 2.20(e), the
2 Motion is deemed unopposed, therefore and good cause appearing:

3 **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that the Motion is
4 GRANTED in its entirety;

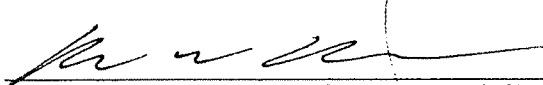
5 **IT IS FURTHER HEREBY ORDERED, ADJUDGED, AND DECREED** that Adam
6 David Hollander, Esq. will be admitted to practice in this Court for the purpose of this case only,
7 pursuant to Nevada Supreme Court Rule 42 (SCR 42).

8 **IT IS SO ORDERED** this 31 day of January, 2014.

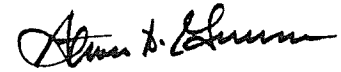
9
10 
11 DISTRICT COURT JUDGE
12 

12 Respectfully submitted by:

13 **COTTON, DRIGGS, WALCH,**
14 **HOLLEY, WOLOSON & THOMPSON**

15 
16 BRIAN W. BOSCH, ESQ. (NBN 7612)
17 WILLIAM N. MILLER, ESQ. (NBN 11658)
18 400 South Fourth Street, Third Floor
19 Las Vegas, Nevada 89101
20 *Liaison Counsel for Plaintiffs*

21 MARK LEBOVITCH, ESQ.
22 New York Bar No. 3037272
23 JEROEN VAN KWAWEGEN, ESQ.
24 New York Bar No. 4228698
25 JEREMY FRIEDMAN, ESQ.
26 New York Bar No. 4622569
27 **BERNSTEIN LITOWITZ BERGER**
28 **& GROSSMANN LLP**
1285 Avenue of the Americas
New York, New York 10019
Lead Counsel for Plaintiffs



CLERK OF THE COURT

1 OGM

Joshua H. Reisman, Esq.
Nevada Bar No. 7152
Robert R. Warns III, Esq.
Nevada Bar No. 12123
REISMAN·SOROKAC
8965 South Eastern Avenue, Suite 382
Las Vegas, Nevada 89123
Telephone: (702) 727-6258
Facsimile: (702) 446-6756
Email: jreisman@rsnvlaw.com
Email: rwarns@rsnvlaw.com
Attorneys for Charles W. Ergen

8 DISTRICT COURT

9 CLARK COUNTY, NEVADA

10 JACKSONVILLE POLICE AND FIRE
11 PENSION FUND, derivatively on behalf of
12 nominal defendant DISH NETWORK
CORPORATION,

13 Plaintiff,

14 v.

15 CHARLES W. ERGEN; JOSEPH P.
16 CLAYTON; JAMES DEFRANCO; CANTEY
17 M. ERGEN; STEVEN R. GOODBARN; DAVID
18 K. MOSKOWITZ; TOM A. ORTOLF; CARL E.
19 VOGEL; DOES I-X, inclusive and ROE
20 ENTITIES I-X, inclusive,

21 Defendants.

22 DISH NETWORK CORPORATION, a Nevada
23 corporation,

24 Nominal Defendant.

Case No.: A-13-686775-B
Dept. No.: XI

ORDER GRANTING DEFENDANT
CHARLES W. ERGEN'S MOTION TO
ASSOCIATE COUNSEL ON AN ORDER
SHORTENING TIME

Hearing Date: September 19, 2013
Hearing Time: 8:30 a.m.

25 Defendant Charles W. Ergen ("Mr. Ergen") having filed a Motion to Associate Counsel for
26 the admission of James C. Dugan, Esq., Tariq Mundiya, Esq., and Mary K. Warren, Esq., to
27 practice in this case only (the "Motion"), the Motion having come before this Court for hearing on
28 September 19, 2013, at 8:30 a.m., the parties being represented by their respective counsel, the
Court having fully considered the Motion and the pleadings and papers on file herein, the
arguments set forth by appearing counsel at the aforementioned hearing, and good cause
appearing:

REISMAN·SOROKAC
8965 SOUTH EASTERN AVENUE, SUITE 382
LAS VEGAS, NEVADA 89123
PHONE: (702) 727-6258 FAX: (702) 446-6756

REISMAN-SOROKAC
8965 SOUTH EASTERN AVENUE, SUITE 382
LAS VEGAS, NEVADA 89123
PHONE: (702) 727-6258 FAX: (702) 446-6756

1 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Motion is
2 GRANTED in its entirety;

3 IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that James C.
4 Dugan, Esq., Tariq Mundiya, Esq., and Mary K. Warren, Esq., will be admitted to practice in this
5 Court for the purpose of this case only, pursuant to Nevada Supreme Court Rule 42 (SCR 42).

6 IT IS SO ORDERED this 19th day of SEPTEMBER, 2013.

7 
8 DISTRICT COURT JUDGE

9 Respectfully submitted by:

10 REISMAN SOROKAC

11 By 

12 Joshua H. Reisman, Esq.
13 Nevada Bar No. 7152
14 Robert R. Warns III, Esq.
15 Nevada Bar No. 12123
16 8965 South Eastern Avenue, Suite 382
17 Las Vegas, Nevada 89123
18 Telephone: (702) 727-6258
19 Facsimile: (702) 446-6756
20 Email: jreisman@rsnvlaw.com
21 Email: rwarns@rsnvlaw.com

22 WILLKIE FARR & GALLAGHER LLP
23 James C. Dugan, Esq.
24 Tariq Mundiya, Esq.
25 Mary Warren (*pro hac vice* forthcoming)
26 Sameer Advani (*pro hac vice* forthcoming)
27 787 Seventh Avenue
28 New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
Email: tmundiya@willkie.com
Email: mwarren@willkie.com
Email: sadvani@willkie.com

Attorneys for Charles W. Ergen


CLERK OF THE COURT

ORDR
KIRK B. LENHARD, ESQ.
Nevada Bar No. 1437
JEFFREY S. RUGG, ESQ.
Nevada Bar No. 10978
BROWNSTEIN HYATT FARBER SCHRECK, LLP
100 North City Parkway, Suite 1600
Las Vegas, Nevada 89106-4614
Telephone: (702) 382-2101
Fax: (323) 382-8135
Email: klenhard@bhfs.com
Email: jrugg@bhfs.com

*Attorneys for Defendants JOSEPH P. CLAYTON;
JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN
R. GOODBARD; DAVID K. MOSKOWITZ; TOM A.
ORTOLF; CARL E. VOGEL and Nominal Defendant
DISH NETWORK CORPORATION*

DISTRICT COURT

CLARK COUNTY, NEVADA

JACKSONVILLE POLICE AND FIRE
PENSION FUND, derivatively on behalf of
nominal defendant DISH NETWORK
CORPORATION,

Plaintiffs,

vs.

CHARLES W. ERGEN; JOSEPH P.
CLAYTON; JAMES DEFRANCO;
CANTEY M. ERGEN; STEVEN R.
GOODBARD; DAVID K. MOSKOWITZ;
TOM A. ORTOLF; CARL E. VOGEL;
DOES I-X, inclusive and ROE ENTITIES
I-X, inclusive,

Defendants.

DISH NETWORK CORPORATION, a
Nevada corporation,

Nominal Defendant.

Case No.: A-13-686775-B

Dept. No.: XI

**ORDER GRANTING MOTION TO
ASSOCIATE COUNSEL**

Hearing Date: November 1, 2013

Hearing Time: In Chambers

Defendants JOSEPH P. CLAYTON; JAMES DEFRANCO; CANTEY M. ERGEN;
STEVEN R. GOODBARD; DAVID K. MOSKOWITZ; TOM A. ORTOLF; CARL E. VOGEL

1 and Nominal Defendant DISH NETWORK CORPORATION, having filed their Motion to
2 Associate Brian T. Frawley, Esq., as Counsel, under Nevada Supreme Court Rule 42, together
3 with a Verified Application for Association of Counsel, Certificate of Good Standing for the State
4 of New York, and the State Bar of Nevada Statement; said application having been noticed, no
5 objections having been made, and the Court being fully apprised in the premises, and good cause
6 appearing, it is hereby ORDERED that said application is hereby GRANTED, and Brian T.
7 Frawley, Esq., is admitted to practice in the above-entitled Court for the purposes of the above-
8 entitled matter.

*no objection having been made in open
court on 9/19/13 (bbs)*

9
10 DATED this 23 day of September, 2013.

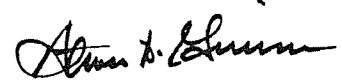
11
12 
13 DISTRICT COURT JUDGE

14 Submitted by:

15
16
17 BROWNSTEIN HYATT FARBER SCHRECK, LLP

18
19 By: /s/ Jeffrey S. Rugg
20 KIRK B. LENHARD, ESQ.
21 Nevada Bar No. 1437
22 JEFFREY S. RUGG, ESQ.
23 Nevada Bar No. 10978
24 100 N. City Parkway, Suite 1600
25 Las Vegas, NV 89106
26 Telephone: (702) 382-2101
27 Facsimile: (702) 382-8135
28 Email: jrugg@bhfs.com
Email: klenhard@bhfs.com

*Attorneys for Defendants JOSEPH P. CLAYTON;
JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN R.
GOODBARD; DAVID K. MOSKOWITZ; TOM A.
ORTOLF; CARL E. VOGEL and Nominal Defendant
DISH NETWORK CORPORATION*



CLERK OF THE COURT

1 **ORD**

2 J. Stephen Peek
3 Nevada Bar No. 1758
4 Robert J. Cassity
5 Nevada Bar No. 9779
6 HOLLAND & HART LLP
7 9555 Hillwood Drive, 2nd Floor
8 Las Vegas, NV 89134
9 Phone: (702) 669-4600
10 Fax: (702) 669-4650

11 David C. McBride
12 Robert S. Brady
13 C. Barr Flinn
14 YOUNG, CONWAY, STARGATT & TAYLOR, LLP
15 Rodney Square
16 1000 North King Street
17 Wilmington, DE 19801
18 Phone: (302) 571-6600
19 Fax: (302) 571-1253

20 *Attorneys for the Special Litigation Committee*
21 *of Dish Network Corporation*

22 **DISTRICT COURT**

23 **CLARK COUNTY, NEVADA**

24 JACKSONVILLE POLICE AND FIRE
25 PENSION FUND, derivatively on behalf of
26 nominal defendant DISH NETWORK
27 CORPORATION,

28 Plaintiff,

v.

CHARLES W. ERGEN; JOSEPH P.
CLAYTON; JAMES DEFRANCO;
CANTEY M. ERGEN; STEVEN R.
GOODBARN; DAVID K. MOSKOWITZ;
TOM A. ORTOLF; CARL E. VOGEL;
DOES I-X, inclusive and ROE ENTITIES I-
X, inclusive,

Defendants.

DISH NETWORK CORPORATION, a
Nevada corporation,

Nominal Defendant.

Case No. A-13-686775-B
Dept. No. XI

**ORDER GRANTING MOTIONS TO
ASSOCIATE COUNSEL**


HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

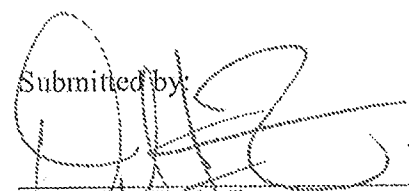
1 C. Barr Flinn, Esq., David C. McBride, Esq. and Robert S. Brady, Esq. of the law firm of
2 Young, Conway, Stargatt & Taylor, LLP, having filed their Motions to Associate Counsel
3 pursuant to Supreme Court Rule 42, together with their Verified Applications for Association of
4 Counsel, Certificates of Good Standing, and the State Bar of Nevada Statements, said
5 applications having been noticed, no objections having been made, and the Court being fully
6 apprised, and good cause appearing,

7 IT IS HEREBY ORDERED AND DECREED that said Motions to Associate Counsel
8 are granted and that C. Barr Flinn, Esq., David C. McBride, Esq. and Robert S. Brady, Esq. are
9 hereby admitted to practice in the above-entitled court for the purposes of the above-entitled
10 matter only.

11 DATED December 3, 2013 . 2013.

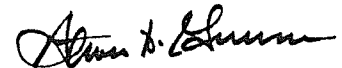
12 
13 DISTRICT COURT JUDGE

14 Submitted by:

15 
16 J. Stephen Peek, Esq.
17 Robert J. Cassity, Esq.
18 Holland & Hart LLP
19 9555 Hillwood Drive, 2nd Floor
Las Vegas, Nevada 89134

20 David C. McBride
21 Robert S. Brady
22 C. Barr Flinn
23 YOUNG, CONWAY, STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801

24 *Attorneys for the Special Litigation Committee*
25 *of Dish Network Corporation*
26
27
28



CLERK OF THE COURT

ORDR

J. Stephen Peek
Nevada Bar No. 1758
Robert J. Cassity
Nevada Bar No. 9779
HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134
Phone: (702) 669-4600
Fax: (702) 669-4650

Holly Stein Sollod (*pro hac vice*)
HOLLAND & HART LLP
555 17th Street Suite 3200
Denver, CO 80202
Phone (303) 295-8000
Fax: (303) 975-5395

David C. McBride (*pro hac vice*)
Robert S. Brady (*pro hac vice*)
C. Barr Flinn (*pro hac vice*)
YOUNG, CONAWAY, STARGATT & TAYLOR, LLP
Rodney Square
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Phone: (302) 571-6600
Fax: (302) 571-1253

*Attorneys for the Special Litigation Committee
of Dish Network Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

IN RE DISH NETWORK CORPORATION
DERIVATIVE LITIGATION

Case No. A-13-686775-B
Dept. No. XI

Consolidated with A688882

**ORDER GRANTING MOTION TO
ASSOCIATE EMILY V. BURTON AS
COUNSEL**

This matter having come before the Court on The Special Litigation Committee of DISH Network Corporation's Motion to Associate Emily V. Burton (the "Motion"), no opposition having been filed, and good cause appearing therefor:

IT IS HEREBY ORDERED that the Motion is granted, and attorney Emily V. Burton is permitted to practice in this Court for purposes of this case only, pursuant to Nevada Supreme

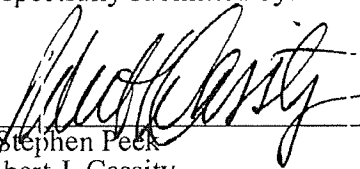
HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

1 Court Rule 42.

2 DATED this 25th day of March 2015

3
4 
DISTRICT COURT JUDGE 

5 Respectfully submitted by:

6 
7
8 J. Stephen Peck
Robert J. Cassity
HOLLAND & HART LLP
9 9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

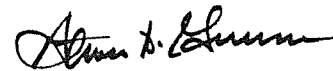
10 Holly Stein Sollod (*pro hac vice*)
11 HOLLAND & HART LLP
555 17th Street Suite 3200
12 Denver, CO 80202

13 David C. McBride
Robert S. Brady
14 C. Barr Flinn
YOUNG, CONAWAY, STARGATT & TAYLOR, LLP
15 Rodney Square
1000 North King Street
16 Wilmington, DE 19801

17 *Attorneys for the Special Litigation Committee*
18 *of Dish Network Corporation*
19
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Original

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CLERK OF THE COURT

1 **ORDG**

2 J. Stephen Peek
3 Nevada Bar No. 1758
Robert J. Cassity
4 Nevada Bar No. 9779
HOLLAND & HART LLP
5 9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134
6 Phone: (702) 669-4600
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7 David C. McBride
8 Robert S. Brady
C. Barr Flinn
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Wilmington, DE 19801
Phone: (302) 571-6600
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11 *Attorneys for the Special Litigation Committee*
12 *of Dish Network Corporation*

13 **DISTRICT COURT**

14 **CLARK COUNTY, NEVADA**

15 JACKSONVILLE POLICE AND FIRE
16 PENSION FUND, derivatively on behalf of
17 nominal defendant DISH NETWORK
CORPORATION,

18 Plaintiff,

19 v.

20 CHARLES W. ERGEN; JOSEPH P.
21 CLAYTON; JAMES DEFRANCO;
CANTEY M. ERGEN; STEVEN R.
22 GOODBARN; DAVID K. MOSKOWITZ;
TOM A. ORTOLF; CARL E. VOGEL;
23 DOES I-X, inclusive and ROE ENTITIES I-
X, inclusive,

24 Defendants.

25 DISH NETWORK CORPORATION, a
26 Nevada corporation,

27 Nominal Defendant.
28

Case No. A-13-686775-B
Dept. No. XI

**ORDER GRANTING MOTION TO
ASSOCIATE COUNSEL
(HOLLY STEIN SOLLOD)**

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
Las Vegas, NV 89134

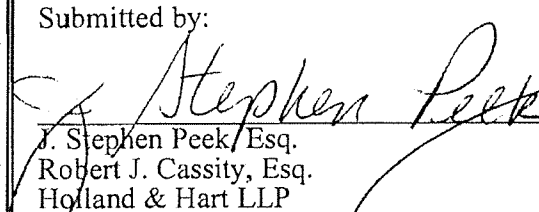
1 The Special Litigation Committee of Nominal Defendant DISH Network Corporation (the
2 "SLC") having filed a Motion to Associate Holly Stein Sollod, Esq. of the law firm Holland &
3 Hart, LLP as counsel for the SLC pursuant to Supreme Court Rule 42, together with a Verified
4 Application for Association of Counsel, Certificates of Good Standing, and the State Bar of
5 Nevada Statement, said application having been noticed, no objections having been made, and
6 the Court being fully apprised, and good cause appearing,

7 IT IS HEREBY ORDERED that said Motion to Associate Counsel is granted and that
8 Holly Stein Sollod, Esq. is hereby admitted to practice in the above-entitled Court for the
9 purposes of the above-entitled matter only.

10 DATED this 19th day of December, 2013.

11 
12 DISTRICT COURT JUDGE

13 Submitted by:

14 
15 J. Stephen Peek, Esq.
16 Robert J. Cassity, Esq.
17 Holland & Hart LLP
18 9555 Hillwood Drive, 2nd Floor
Las Vegas, Nevada 89134

19 David C. McBride
20 Robert S. Brady
21 C. Barr Flinn
22 YOUNG, CONWAY, STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801

23 *Attorneys for the Special Litigation Committee*
24 *of Dish Network Corporation*
25
26
27
28


CLERK OF THE COURT

ORDR

James J. Pisanelli, Esq., Bar No. 4027
JJP@pisanellibice.com
Debra L. Spinelli, Esq., Bar No. 9695
DLS@pisanellibice.com
PISANELLI BICE PLLC
400 South 7th Street, Suite 300
Las Vegas, Nevada 89101
Telephone: 702.214.2100

Of Counsel:

Bruce R. Braun, Esq.
Matthew L. DiRisio, Esq.
Tyler G. Johannes, Esq.

*Attorneys for Defendants Thomas A. Cullen,
Kyle J. Kiser and R. Stanton Dodge*

DISTRICT COURT

CLARK COUNTY, NEVADA

JACKSONVILLE POLICE AND FIRE
PENSION FUND, derivatively on behalf of
nominal defendant DISH NETWORK
CORPORATION,

Plaintiff,

vs.

CHARLES W. ERGEN; GEORGE R.
BROKAW; JAMES DEFRANCO;
CANTEY M. ERGEN; DAVID K.
MOSKOWITZ; CHARLES M. LILLIS;
TOM A. ORTOLF; CARL E. VOGEL;
THOMAS A. CULLEN; KYLE J. KISER;
and R. STANTON DODGE,

Defendants.

DISH NETWORK CORPORATION, a
Nevada corporation,

Nominal Defendant.

Case No.: A-13-686775
Dept. No.: XI

ORDER GRANTING MOTIONS TO
ASSOCIATE BRUCE R. BRAUN,
MATTHEW L. DIRISIO, AND TYLER G.
JOHANNES AS COUNSEL

Date of Hearing: October 24, 2014

Time of Hearing: Chambers

This matter having come before the Court on Defendants Thomas A. Cullen, Kyle J. Kiser and R. Stanton Dodge's Motions to Associate Bruce R. Braun, Matthew L. DiRisio and Tyler G. Johannes (the "Motions"), no objections having been made, and good cause appearing therefor:

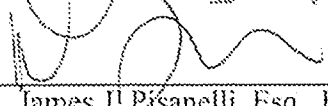
1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motions are granted,
2 and attorneys Bruce R. Braun, Matthew L. DiRisio and Tyler G. Johannes are permitted to practice
3 in this Court for the purpose of this case only, pursuant to Nevada Supreme Court Rule 42.

4
5 DATED: 11/3/14

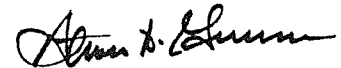
6
7 
THE HONORABLE ELIZABETH GONZALEZ
DISTRICT COURT JUDGE
8 

9
10 Respectfully submitted:

11 PISANELLI BICE PLLC

12 By: 
13 James J. Pisanelli, Esq., Bar No. 4027
14 Debra L. Spinelli, Esq., Bar No. 9695
400 South 7th Street, Suite 300
Las Vegas, Nevada 89101

15 *Attorneys for Defendants Thomas A. Cullen,*
16 *Kyle J. Kiser and R. Stanton Dodge*



CLERK OF THE COURT

ORDR

James J. Pisanelli, Esq., Bar No. 4027
JJP@pisanellibice.com
Debra L. Spinelli, Esq., Bar No. 9695
DLS@pisanellibice.com
PISANELLI BICE PLLC
400 South 7th Street, Suite 300
Las Vegas, Nevada 89101
Telephone: 702.214.2100

Of Counsel:
Bruce R. Braun, Esq. (*admitted pro hac vice*)
SIDLEY AUSTIN LLP
One South Dearborn
Chicago, IL 60603
Telephone: 312.853.7050

*Attorneys for Defendants Thomas A. Cullen,
Kyle J. Kiser and R. Stanton Dodge*

DISTRICT COURT

CLARK COUNTY, NEVADA

JACKSONVILLE POLICE AND FIRE
PENSION FUND, derivatively on behalf of
nominal defendant DISH NETWORK
CORPORATION,

Plaintiff,

vs.

CHARLES W. ERGEN; GEORGE R.
BROKAW; JAMES DEFRANCO;
CANTEY M. ERGEN; DAVID K.
MOSKOWITZ; CHARLES M. LILLIS;
TOM A. ORTOLF; CARL E. VOGEL;
THOMAS A. CULLEN; KYLE J. KISER;
and R. STANTON DODGE,

Defendants.

DISH NETWORK CORPORATION, a
Nevada corporation,

Nominal Defendant.

Case No.: A-13-686775
Dept. No.: XI

**ORDER GRANTING MOTION TO
ASSOCIATE ZACHARY MADONIA
AS COUNSEL**

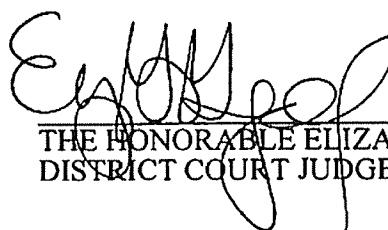
Date of Hearing: January 23, 2015

Time of Hearing: Chambers

1 This matter having come before the Court on Defendants Thomas A. Cullen, Kyle J. Kiser
2 and R. Stanton Dodge's Motion to Associate Zachary Madonia (the "Motion"), no objection having
3 been made, and good cause appearing therefor:

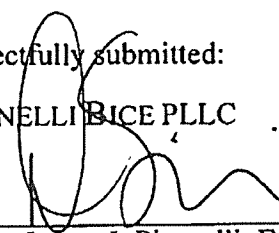
4 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motion is granted,
5 and attorney Zachary Madonia is permitted to practice in this Court for the purpose of this case
6 only, pursuant to Nevada Supreme Court Rule 42.

7
8 DATED: FEBRUARY 2, 2015


THE HONORABLE ELIZABETH GONZALEZ
DISTRICT COURT JUDGE

9
10
11
12 Respectfully submitted:

13 PISANELLI BICE PLLC

14
15 By: 
16 James J. Pisanelli, Esq., Bar No. 4027
17 Debra L. Spinelli, Esq., Bar No. 9695
400 South 7th Street, Suite 300
Las Vegas, Nevada 89101

18 *Attorneys for Defendants Thomas A. Cullen,*
19 *Kyle J. Kiser and R. Stanton Dodge*

20
21
22
23
24
25
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28

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Jacksonville Police and Fire Pension Fund, Plaintiff(s)
vs.
Charles Ergen, Defendant(s)

§
§
§
§
§

Location: **Department 11**
Judicial Officer: **Gonzalez, Elizabeth**
Filed on: **08/09/2013**
Case Number History:
Cross-Reference Case Number: **A686775**

CASE INFORMATION

Related Cases

A-13-688862-B (Consolidated)
A-14-693887-B (Consolidated)

Case Type: **Business Court**

Case Flags: **Consolidated - Lead Case**
Discovery heard by Department
Appealed to Supreme Court
Jury Demand Filed

DATE

CASE ASSIGNMENT

Current Case Assignment

Case Number	A-13-686775-B
Court	Department 11
Date Assigned	08/15/2013
Judicial Officer	Gonzalez, Elizabeth

PARTY INFORMATION

Plaintiff

Jacksonville Police and Fire Pension Fund

Lead Attorneys

Boschee, Brian W.
Retained
702-791-0308(W)

Defendant

Clayton, Joseph P

Lenhard, Kirk Banks
Retained
702-382-2101(W)

Cullen, Thomas A

Pisanelli, James J
Retained
702-214-2100(W)

Defranco, James

Lenhard, Kirk Banks
Retained
702-382-2101(W)

Dish Network Corporation

Lenhard, Kirk Banks
Retained
702-382-2101(W)

Dodge, R Stanton

Pisanelli, James J
Retained
702-214-2100(W)

Ergen, Cantey M

Reisman, Joshua H.
Retained
702-727-6258(W)

Ergen, Charles W.

Reisman, Joshua H.
Retained
702-727-6258(W)

Goodbarn, Steven R

Removed: 10/08/2013
Dismissed

Lenhard, Kirk Banks
Retained
702-382-2101(W)

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Kiser, Kyle J

Pisanelli, James J
Retained
702-214-2100(W)

Moskowitz, David K











Lenhard, Kirk Banks
Retained
702-382-2101(W)

Ortolf, Tom A










Lenhard, Kirk Banks
Retained
702-382-2101(W)

Vogel, Carl E

Lenhard, Kirk Banks
Retained
702-382-2101(W)










DATE	EVENTS & ORDERS OF THE COURT	INDEX
08/09/2013	 Complaint (Business Court) Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Verified Shareholder Derivative Complaint</i>	
08/09/2013	Case Opened	
08/09/2013	Discovery Heard by Department/Deemed Complex	
08/12/2013	 Errata Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Errta to Verified Shareholder Derivative Complaint</i>	
08/14/2013	 Ex Parte Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set Hearing on Motion for Preliminary Injunction on Order Shortening Time</i>	
08/15/2013	 Initial Appearance Fee Disclosure Filed By: Defendant Dish Network Corporation <i>Initial Appearance Fee Disclosure</i>	
08/15/2013	 Peremptory Challenge Filed by: Defendant Dish Network Corporation <i>Notice of Peremptory Challenge of Judge</i>	
08/15/2013	 Notice of Department Reassignment	
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>	
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>	
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>	
08/22/2013	 Affidavit of Service	

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	Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/22/2013	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service</i>
08/23/2013	 Stipulation and Order Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Stipulation and Order to Continue Hearing and Set Briefing Schedule on Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction</i>
08/26/2013	 Notice of Entry of Stipulation and Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Stipulation and Order to Continue Hearing and Set Briefing Schedule on Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction</i>
08/28/2013	 Notice of Appearance Party: Defendant Ergen, Charles W. <i>Notice of Appearance</i>
08/28/2013	 Initial Appearance Fee Disclosure Filed By: Defendant Ergen, Charles W. <i>Initial Appearance Fee Disclosure</i>
08/28/2013	 Opposition to Motion Filed By: Defendant Dish Network Corporation <i>Defendant Dish Network Corporation's Opposition to Ex Parte Motion Re Expedited Discovery</i>
08/28/2013	 Joinder Filed By: Defendant Ergen, Charles W. <i>Director Defendants' Joinder in Portions of Defendant Dish Network Corporation's Opposition to Ex Parte Motion Re Expedited Discovery</i>
08/28/2013	 Opposition to Motion Filed By: Defendant Ergen, Charles W.

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Defendant Charles W. Ergen's Opposition to Ex Parte Motion Re Expedited Discovery




09/04/2013	 Motion to Associate Counsel Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Associate Counsel on an Order Shortening Time</i>
09/05/2013	 Reply in Support Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Reply in Support of Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction on Order Shortening Time</i>
09/09/2013	 Notice of Appearance Party: Defendant Goodbarn, Steven R <i>Notice of Appearance</i>
09/09/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/09/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/09/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/09/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/10/2013	Preliminary Injunction Hearing (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 09/10/2013, 09/19/2013, 10/04/2013 <i>Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction on Order Shortening Time</i> 08/22/2013 Continued to 08/27/2013 - Peremptory Challenge - Clayton, Joseph P; Defranco, James; Ergen, Cantey M; Goodbarn, Steven R; Moskowitz, David K; Ortolf, Tom A; Vogel, Carl E; Dish Network Corporation
09/10/2013	Motion for Order to Show Cause (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 09/10/2013, 09/19/2013, 10/04/2013 <i>Stipulation and Order to Continue Hearing and Set Briefing Schedule on Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction</i>
09/10/2013	Motion to Associate Counsel (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 09/04/2013 Motion to Associate Counsel <i>Motion to Associate Counsel on an Order Shortening Time</i>
09/10/2013	 All Pending Motions (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
09/10/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/11/2013	

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	 Order Admitting to Practice Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Motion To Associate Counsel Mark Lebovitch Esq and Jeremy S Friedman Esq On An Order Shortening Time</i>
09/12/2013	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order Granting Motion to Associate Counsel on an Order Shortening Time</i>
09/12/2013	 Amended Complaint Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Verified Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to the Nevada Rules of Civil Procedure Rule 23.1</i>
09/13/2013	 Motion for Preliminary Injunction Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion for Preliminary Injunction and for Discovery on an Order Shortening Time</i>
09/13/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix in Support of Motion for Preliminary Injunction and for Discovery on Order Shortening Time</i>
09/16/2013	 Motion to Associate Counsel Filed By: Defendant Goodbarn, Steven R <i>Motion To Associate Counsel Gregory A Markel Esq and Martin L Seidel Esq On An Order Shortening Time</i>
09/16/2013	 Motion to Associate Counsel Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Motion to Associate Counsel, and Ex Parte Motion for an Order Shortening Time</i>
09/17/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/17/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/17/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/17/2013	 Receipt of Copy Filed by: Defendant Ergen, Charles W. <i>Receipt of Copy</i>
09/18/2013	 Motion to Dismiss Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Motion to Dismiss the Amended Derivative Complaint</i>
09/18/2013	 Opposition to Motion














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	<p>Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Opposition to Plaintiff's Motion for Preliminary Injunction and for Discovery on an Order Shortening Time and Supplemental Opposition to Ex Parte Motion re Expedited Discovery Bawsed on Amended Derivative Complaint</i></p>
09/18/2013	<p> Opposition to Motion Filed By: Defendant Dish Network Corporation <i>Defendant Dish Network Corporation's Supplemental Opposition to Ex Parte Motion re Expedited Discovery Based on Amended Derivative Complaint</i></p>
09/18/2013	<p> Certificate of Mailing Filed By: Defendant Clayton, Joseph P <i>Certificate of Service of Defendant Dish Network Corporation's Supplemental Opposition to Ex Parte Motion Re: Expedited Discovery Based on Amended Derivative Complaint</i></p>
09/18/2013	<p> Receipt of Copy Filed by: Defendant Ergen, Charles W. <i>Receipt of Copy</i></p>
09/18/2013	<p> Motion to Dismiss Filed By: Defendant Goodbarn, Steven R <i>Defendant Steven R. Goodbarn's Motion to Dismiss the Amended Complaint Pursuant to Nev.R.Civ.P. 12(b)(5)</i></p>
09/18/2013	<p> Response Filed by: Defendant Goodbarn, Steven R <i>Defendant Steven R. Goodbarn's Supplemental Response to Plaintiff's Motion for Expedited Discovery</i></p>
09/19/2013	<p> Receipt of Copy Filed by: Defendant Ergen, Charles W. <i>Receipt of Copy</i></p>
09/19/2013	<p>Status Check (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 09/19/2013, 10/04/2013 <i>Status Check: Requested Discovery</i></p>
09/19/2013	<p>Motion to Associate Counsel (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 09/16/2013 Motion to Associate Counsel <i>Motion To Associate Counsel On An Order Shortening Time (Gregory Markel, Esq. and Martin Seidel, Esq.)</i></p>
09/19/2013	<p>Motion for Preliminary Injunction (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) 09/19/2013, 10/04/2013 <i>Motion for Preliminary Injunction and for Discvoery on an Order Shortening Time</i></p>
09/19/2013	<p> All Pending Motions (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)</p>
09/19/2013	<p>Motion to Associate Counsel (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Defendant Charles W. Ergen's Motion to Associate Counsel and Ex Parte Motion for an Order Shortening Time (James Dugan, Esq.; Tariq Mundiya, Esq.; Mary K. Warren, Esq.)</i></p>
09/19/2013	<p> Motion to Associate Counsel Filed By: Defendant Clayton, Joseph P <i>Motion to Associate Counsel (Brian T Frawley Esq)</i></p>
09/20/2013	<p> Disclosure Statement</p>

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Party: Defendant Ergen, Charles W.
Defendant Charles W. Ergen's NRCP 7.1 Disclosure Statement









09/24/2013	 Order Granting Motion Filed By: Defendant Ergen, Charles W. <i>Order Granting Defendant Charles W. Ergen's Motion to Associate Counsel on an Order Shortening Time</i>
09/24/2013	 Motion to Associate Counsel Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Associate Counsel (Jeroen Van Kwawegen Esq) on an Order Shortening Time</i>
09/25/2013	 Reporters Transcript <i>Transcript of Proceedings - Hearing on Motion for Expedited Discovery - 9/19/2013</i>
09/25/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
09/25/2013	 Notice of Entry Filed By: Defendant Ergen, Charles W. <i>Notice of Entry of Order</i>
09/25/2013	 Order Admitting to Practice Filed By: Defendant Clayton, Joseph P <i>Order Granting Motion to Associate Counsel (Brian T Frawley Esq)</i>
09/26/2013	 Notice of Entry of Order Filed By: Defendant Clayton, Joseph P <i>Notice of Entry of Order</i>
10/02/2013	 Order Admitting to Practice Filed By: Defendant Goodbarn, Steven R <i>Order Granting Motion to Associate Counsel (Dugan, Mundiya, Warren)</i>
10/03/2013	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report</i>
10/03/2013	 Status Report Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Status Report</i>
10/03/2013	 Status Report Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Status Report</i>
10/03/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Status Report</i>
10/03/2013	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report</i>

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10/03/2013	 Notice of Entry of Order Filed By: Defendant Goodbarn, Steven R <i>Notice of Entry of Order Granting Motion to Associate Counsel on an Order Shortening Time</i>
10/04/2013	 Certificate of Mailing Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Certificate of Mailing</i>
10/04/2013	Status Check (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
10/04/2013	 Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 09/24/2013 Motion to Associate Counsel <i>Motion to Associate Counsel on an Order Shortening Time (van Kwawegen)</i>
10/04/2013	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
10/07/2013	 Reporters Transcript <i>Transcript Of Proceddings Hearing of Motions 9/10/13</i>
10/08/2013	 Stipulation and Order for Dismissal Without Prejudice Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Stipulation and Order For Dismissal Without Prejudice for Defendant Steven R. Goodbarn</i>
10/08/2013	 Stipulation and Order Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Stipulation and Order to Consolidate</i>
10/08/2013	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Stipulation and Order for Dismissal Without Prejudice for Defendant Steven R. Goodbarn</i>
10/08/2013	Order of Dismissal Without Prejudice (Judicial Officer: Gonzalez, Elizabeth) Debtors: Steven R Goodbarn (Defendant) Creditors: Jacksonville Police and Fire Pension Fund (Plaintiff) Judgment: 10/08/2013, Docketed: 10/09/2013
10/09/2013	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Stipulation and Order to Consolidate</i>
10/09/2013	 Order Granting Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Motion to Associate Counsel on an Order Shortening Time</i>
10/10/2013	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order Granting Motion to Associate Counsel on an Order Shortening Time</i>
10/15/2013	 Order Granting Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting, In Part, Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction on Order Shortening Time and Plaintiff's Motion for Preliminary Injunction and for Discovery on an</i>

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Order Shortening Time

10/16/2013	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order Granting, in Part, Plaintiff's Ex Parte Motion for Order to Show Cause and Motion to (1) Expedite Discovery and (2) Set a Hearing on Motion for Preliminary Injunction on Order Shortening Time and Plaintiff's Motion for Preliminary Injunction and For Discovery on an Order Shortening Time</i>
10/18/2013	 Motion to Seal/Redact Records Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Notice of Motion and Motion to Seal Motion to Compel Production on an Order Shortening Time</i>
10/18/2013	 Telephonic Conference (1:15 PM) (Judicial Officer: Gonzalez, Elizabeth)
10/18/2013	 Stipulation and Order Filed by: Defendant Ergen, Charles W. <i>Stipulation and Order Regarding Defendant Charles W. Ergen's Motion to Dismiss the Amended Derivative Complaint</i>
10/21/2013	 Notice of Entry Filed By: Defendant Ergen, Charles W. <i>Notice of Entry of Order</i>
10/21/2013	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Plaintiff's Motion to Compel Production on an Order Shortening Time</i>
10/21/2013	 Stipulation and Order Filed by: Defendant Clayton, Joseph P; Defendant Defranco, James; Defendant Ergen, Cantey M; Defendant Moskowicz, David K; Defendant Vogel, Carl E; Defendant Dish Network Corporation <i>Stipulated Confidentiality Agreement and Protective Order</i>
10/22/2013	CANCELED Motion to Dismiss (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Vacated - per Law Clerk</i> <i>Defendant Steven R. Goodbarn's Motion to Dismiss the Amended Complaint Pursuant to Nev.R.Civ.P. 12(b)(5)</i>
10/22/2013	 Receipt of Copy Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Receipt of Copy</i>
10/22/2013	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Supplement To Motion to Compel Production On An Order Shortening Time</i>
10/22/2013	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Appendix of Exhibits To Supplement to Motion To Compel Production On An Order Shortening Time</i>
10/23/2013	 Motion for Order Filed By: Defendant Dish Network Corporation <i>Dish Network Corporation's Motion for Order Permitting filing under Seal Opposition to</i>













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	<i>Motion to Compel Production</i>
10/23/2013	 Motion Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Motion for Order Permitting Filing Under Seal Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production</i>
10/23/2013	 Notice of Entry Filed By: Defendant Clayton, Joseph P <i>Notice of Entry of Stipulated Confidentiality Agreement and Protective Order</i>
10/23/2013	 Telephonic Conference (2:30 PM) (Judicial Officer: Gonzalez, Elizabeth)
10/23/2013	 Filed Under Seal <i>Opposition to Motion to Compel Production</i>
10/24/2013	 Change of Status Filed By: Defendant Ergen, Charles W. <i>Certificate of Service</i>
10/24/2013	 Filed Under Seal Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production on an Order Shortening Time</i>
10/28/2013	Motion to Seal/Redact Records (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff's Notice of Motion and Motion to Seal Motion to Compel Production on an Order Shortening Time</i>
10/28/2013	Argument (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
10/28/2013	Motion to Compel (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Motion to Compel Production on and Order Shortening Time</i>
10/28/2013	Motion (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Dish Network Corporation's Motion for Order Permitting filing under Seal Opposition to Motion to Compel Production</i>
10/28/2013	Motion to Seal/Redact Records (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Defendant Charles W. Ergen's Motion for Order Permitting Filing Under Seal Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production</i>
10/28/2013	 All Pending Motions (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
10/30/2013	 Opposition Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Opposition to Defendants' Request to cancel Discovery and the November 12, 2013 Injunction Hearing</i>
10/30/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Plaintiff's Opposition to Defendants' Request to Cancel Discovery and the November 12, 2013 Injunction Hearing</i>
10/30/2013	 Telephonic Conference (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth)

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10/30/2013	 Motion for Protective Order Filed By: Defendant Clayton, Joseph P <i>Nominal Defendant Dish Network Corporation and Director Defendants' Motion for NRCP 60 (b) Relief and Protective Order on Order Shortening Time</i>
10/31/2013	 Supplemental Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Supplemental Response to Nominal Defendant Dish Network Corporation and Director Defendants' Motion for Protective Order on Order Shortening Time</i>
10/31/2013	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix of Exhibits to Plaintiff's Supplemental Response to Nominal Defendant Dish Network Corporation and Director Defendants' Motion for NRCP 60(B)a Relief and Protective Order on Order Shortening Time</i>
10/31/2013	 Decision (4:30 PM) (Judicial Officer: Gonzalez, Elizabeth) <i>Decision, re: Motion to Compel Production on an Order Shortening Time</i>
11/01/2013	CANCELED Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Vacated</i> <i>Motion to Associate</i>
11/01/2013	 Motion for Relief (9:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Nominal Defendant Dish Network Corporation and Director Defendants' Motion for NRCP 60 (b) Relief and Protective Order on Order Shortening Time</i>
11/07/2013	 Reporters Transcript <i>Transcript of Proceedings: Hearing on Nominal Defendant Dish Network's and Director Defendants' Motion for NRCP 6(b) Relief 11-1-13</i>
11/13/2013	 Motion to Seal/Redact Records Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Supplement to Motion for Preliminary Injunction and Seal Appendix of Exhibits to Plaintiff's Supplement to Motion for Preliminary Injunction</i>
11/13/2013	 Supplement Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Supplement to Motion for Preliminary Injunction</i>
11/13/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Plaintiff's Supplement to Motion for Preliminary Injunction</i>
11/13/2013	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Plaintiff's Supplement To Motion For Preliminary Injunction Volume 1 - Part 1</i>
11/13/2013	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Plaintiff's Supplement To Motion For Preliminary Injunction Volume 1 - Part 2</i>
11/13/2013	

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	 Filed Under Seal Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Plaintiff's Supplement To Motion For Preliminary Injunction Volume 1 - Part 3</i>
11/14/2013	 Motion to Associate Counsel Filed By: Defendant Dish Network Corporation <i>Motion to Associate Counsel (David McBride)</i>
11/14/2013	 Motion to Associate Counsel Filed By: Defendant Dish Network Corporation <i>Motion to Associate Counsel (Robert Brady)</i>
11/14/2013	 Stipulation and Order Filed by: Defendant Clayton, Joseph P <i>Stipulation and Order to Amend Briefing Schedule</i>
11/14/2013	 Motion to Associate Counsel Filed By: Defendant Dish Network Corporation <i>Motion to Associate Counsel (Comrie Barr Flinn)</i>
11/15/2013	 Receipt of Copy Filed by: Defendant Dish Network Corporation <i>Receipt of Copy</i>
11/15/2013	 Notice of Entry Filed By: Defendant Clayton, Joseph P <i>Notice of Entry of Stipulation and Order to Amend Briefing Schedule</i>
11/18/2013	 Supplemental Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Supplement to Its Supplement to Motion for Preliminary Injunction</i>
11/18/2013	 Ex Parte Application Party: Defendant Dish Network Corporation <i>Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/19/2013	 Motion Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Motion for Order Permitting Redaction of his Opposition to Plaintiff's Supplement to Motion for Preliminary Injunction, and Filing Under Seal the Appendix of Exhibits Thereto</i>
11/19/2013	 Opposition Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Opposition to Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee Report Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/20/2013	 Notice of Entry Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order Granting Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction</i>

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11/20/2013	 Motion for Order Filed By: Defendant Clayton, Joseph P <i>Defendants Clayton, DeFranco, Moskowitz, Cantey Ergen and Vogel's Motion for Order to Redact Supplemental Brief in Opposition to Plaintiff's Motion for Preliminary Injunction and Filing Under Seal of Exhibits Attached Thereto</i>
11/20/2013	 Opposition Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Opposition to Plaintiff's Supplement to Motion for Preliminary Injunction (Redacted)</i>
11/20/2013	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix of Exhibits to Defendant Charles W. Ergen's Opposition to Plaintiff's Supplement to Motion for Preliminary Injunction</i>
11/20/2013	 Supplement to Opposition Filed By: Defendant Clayton, Joseph P <i>Defendants Clayton, DeFranco, Moskowitz, Cantey Ergen and Vogel's Supplemental Brief in Opposition to Plaintiff's Motion for Preliminary Injunction (Redacted and Filed Under Seal)</i>
11/20/2013	 Motion Filed By: Defendant Dish Network Corporation <i>Motion to Unseal Plaintiff's Supplement to Motion for Preliminary Injunction and Appendix of Exhibits to Motion for Preliminary Injunction on an Order Shortening Time</i>
11/20/2013	 Order Filed By: Defendant Dish Network Corporation <i>Order Granting Ex Parte Application for Leave to Exceed Page Limit for the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/20/2013	 Motion to Seal/Redact Records Filed By: Defendant Dish Network Corporation <i>Motion to Redact Portions of the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction and to Seal Certain Exhibits Attached Thereto</i>
11/20/2013	 Brief Filed By: Defendant Dish Network Corporation <i>Report of the Special Litigation Committee of Dish Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/20/2013	Filed Under Seal Filed By: Defendant Ergen, Charles W. <i>Defendants Charles W Ergan's Opposition To Plaintiff's Supplement To Motion For Preliminary Injunction</i>
11/20/2013	 Filed Under Seal Filed By: Defendant Ergen, Charles W. <i>Appendix Of Exhibit To Defendants Charles W Ergan's Opposition To Plaintiff's Supplemental To Motion For Preliminary Injunction</i>
11/20/2013	 Notice of Motion Filed By: Defendant Dish Network Corporation <i>Notice of Motion to Associate Counsel (Robert S. Brady)</i>
11/20/2013	 Notice of Motion

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	Filed By: Defendant Dish Network Corporation <i>Notice of Motion to Associate Counsel (Comrie Barr Flinn)</i>
11/20/2013	 Notice of Motion Filed By: Defendant Dish Network Corporation <i>Notice of Motion to Associate Counsel (David C. McBride)</i>
11/21/2013	 Certificate of Service Filed by: Defendant Clayton, Joseph P <i>Certificate of Service of Notice of Motion for Defendants Clayton, Defranco, Moskowitz, Cantey Ergen and Vogel's Motion for Order to Redact Supplemental Brief in Opposition to Plaintiff's Motion for Preliminary Injunction and Filing Under Seal of Exhibits Attached Thereto</i>
11/21/2013	 Errata Filed By: Defendant Dish Network Corporation <i>Errata to Report to the Special Litigation Committee of Dish Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/21/2013	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix in Support of Report of the Special Litigation Committee of Dish network Corporation Regarding Plaintiff's Motion for Preliminary Injunction (Select Exhibits Filed Under Seal)</i>
11/21/2013	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix In Support of Report of the Special Litigation Committee of Dish Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction (Select Exhibits Filed Under Seal). Exhibits 24-46</i>
11/21/2013	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix in Support of Report of the Special Litigation Committee of Dish network Corporation Regarding Plaintiff's Motion for Preliminary Injunction (Certain Exhibits Filed Under Seal). Exhibits 47-76 Attached</i>
11/21/2013	 Filed Under Seal Filed By: Defendant Clayton, Joseph P <i>Defendant's Clayton, Defranco, Moskowitz, Cantey Ergen And Vogel's Supplemental Brief In Opposition To Plaintiff's Motion For Preliminary Injunction</i>
11/22/2013	 Receipt of Copy Filed by: Defendant Dish Network Corporation <i>Receipt of Copy</i>
11/22/2013	 Motion to Seal/Redact Records Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Reply to Defendants' Supplemental Oppositions and Special Litigation Committee's Report</i>
11/22/2013	 Reply Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Reply to Defendants' Supplemental Oppositions and Special Litigation Committee's Report</i>
11/22/2013	

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Report of the Special Litigation Committee of Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/22/2013	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Appendix in Support of Report of this Special Litigation Committee of Dish Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/22/2013	 Filed Under Seal <i>Filed Under Seal - Plaintiff's Reply to Defendants' Supplemental Opposition and Special Litigation Committee's Report</i>
11/25/2013	 Supplement Filed by: Defendant Dish Network Corporation <i>Supplement To Motion To Redact Portions Of The Special Litigation Committee's Report Regarding Plaintiff's Motion For Preliminary Injunction And To Seal Certain Exhibits Attached Thereto</i>
11/25/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Supplement To Appendix In Support Of Report Of The Special Litigation Committee Of Dish Network Corporation Regarding Plaintiff's Motion For Preliminary (Exhibits 17-19, 21-24, 26, 29-43, 50-51, 53-63, 61A and 65-68 Filed Under Seal)</i>
11/25/2013	Motion (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/20/2013 Motion <i>Motion to Unseal Plaintiff's Supplement to Motion for Preliminary Injunction and Appendix of Exhibits to Motion for Preliminary Injunction on an Order Shortening Time</i>
11/25/2013	Preliminary Injunction Hearing (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
11/25/2013	Motion to Associate Counsel (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/14/2013 Motion to Associate Counsel <i>Motion to Associate Counsel (David McBride)</i>
11/25/2013	Motion to Associate Counsel (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/14/2013 Motion to Associate Counsel <i>Motion to Associate Counsel (Robert Brady)</i>
11/25/2013	Motion to Associate Counsel (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/14/2013 Motion to Associate Counsel <i>Motion to Associate Counsel (C. Barr Flinn)</i>
11/25/2013	 All Pending Motions (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
11/26/2013	 Decision (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Decision: Motion for Preliminary Injunction</i>
11/26/2013	 Request Filed by: Defendant Dish Network Corporation <i>Request for Hearing Regarding Amount of Bond if Plaintiff's Motion for Preliminary Injunction is Granted</i>
11/27/2013	 Transcript of Proceedings <i>Transcript of Proceedings: Hearing on Motion for Preliminary Injunction November 25, 2013</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

11/27/2013	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Supplement to Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation Regarding Plaintiff's Motion for Preliminary Injunction</i>
11/27/2013	 Finding of Fact and Conclusions of Law <i>Finding of Fact and Conclusions of Law</i>
12/03/2013	 Motion to Associate Counsel Filed By: Defendant Dish Network Corporation <i>Motion to Associate Counsel (Holly Stein Sollod)</i>
12/03/2013	 Notice of Motion Filed By: Defendant Dish Network Corporation <i>Notice of Motion to Redact Portions of the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction and to Seal Certain Exhibits Attached Thereto</i>
12/04/2013	 Notice of Motion Filed By: Defendant Dish Network Corporation <i>Notice of Motion to Associate Counsel (Holly Stein Sollod)</i>
12/05/2013	 Order Admitting to Practice Filed By: Defendant Dish Network Corporation <i>Order Granting Motions to Associate Counsel (Comrie Barr Flinn, David C McBride, Robert S Brady)</i>
12/09/2013	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order Granting Motions to Associate Counsel</i>
12/12/2013	 Notice of Posting Bond Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Posting Bond</i>
12/13/2013	 Motion to Reconsider Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion for Reconsideration of this Court's Findings of Fact and Conclusions of Law on Plaintiff's Motion for Preliminary Injunction</i>
12/13/2013	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix to Exhibits to Plaintiff's Motion for Reconsideration of this Court's Findings of Facts and Conclusions of Law on Plaintiff's Motion for Preliminary Injunction</i>
12/16/2013	 Ex Parte Application Party: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Ex Parte Application for Order Shortening Time on Motion for Reconsideration of this Court's Findings of Fact and Conclusions of Law on Plaintiff's Motion for Preliminary Injunction</i>
12/17/2013	 Receipt of Copy Filed by: Defendant Dish Network Corporation <i>Receipt of Copy</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B













12/18/2013	 Opposition Filed By: Defendant Clayton, Joseph P <i>Defendants Clayton, DeFranco, Cantey M. Ergen, Moskowitz, and Vogel's Opposition to Plaintiff's Motion for Reconsideration</i>
12/18/2013	 Motion to Associate Counsel Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Associate Counsel</i>
12/18/2013	 Opposition Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen's Opposition to Plaintiff's Motion for Reconsideration</i>
12/18/2013	 Brief Filed By: Defendant Dish Network Corporation <i>Special Litigation Committee's Statement Regarding Plaintiff's Motion for Reconsideration of this Court's Findings of Fact and Conclusions of Law on Plaintiff's Motion for Preliminary Injunction</i>
12/19/2013	 Certificate of Mailing Filed By: Defendant Dish Network Corporation <i>Certificate of Mailing</i>
12/19/2013	 Motion For Reconsideration (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Motion for Reconsideration of this Court's Findings of Fact and Conclusions of Law on Plaintiff's Motion for Preliminary Injunction</i>
12/19/2013	 Order Granting Filed By: Defendant Dish Network Corporation <i>Order Granting Motion to Associate Counsel [Holly Sollod]</i>
12/20/2013	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/13/2013 Motion to Seal/Redact Records <i>Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Supplement to Motion for Preliminary Injunction and Seal Appendix of Exhibits to Plaintiff's Supplement to Motion for Preliminary Injunction</i>
12/20/2013	Motion for Order (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/19/2013 Motion <i>Defendant Charles W. Ergen's Motion for Order Permitting Redaction of his Opposition to Plaintiff's Supplement to Motion for Preliminary Injunction, and Filing Under Seal the Appendix of Exhibits Thereto</i>
12/20/2013	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
12/27/2013	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/20/2013 Motion for Order <i>Defendants Clayton, DeFranco, Moskowitz, Cantey Ergen and Vogel's Motion for Order to Redact Supplemental Brief in Opposition to Plaintiff's Motion for Preliminary Injunction and Filing Under Seal of Exhibits Attached Thereto</i>
12/27/2013	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/20/2013 Motion to Seal/Redact Records <i>Motion to Redact Portions of the Special Litigation Committee's Report Regarding Plaintiff's Motion for Preliminary Injunction and to Seal Certain Exhibits Attached Thereto</i>
12/27/2013	Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 11/22/2013 Motion to Seal/Redact Records

DEPARTMENT 11
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CASE NO. A-13-686775-B

Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Reply to Defendants' Supplemental Oppositions and Special Litigation Committee's Report

12/27/2013	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
12/31/2013	 Notice of Entry Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order Granting Motion to Associate Counsel (Holly Sollod)</i>
01/02/2014	 Demand for Jury Trial Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Demand for Jury Trial</i>
01/06/2014	 Notice of Entry of Judgment Filed By: Defendant Clayton, Joseph P <i>Notice of Entry of Order Granting (1) Dish Network Corporations's Motion for order permitting filing under Seal Opposition to Motion to Compel Production and (2) Defendant Charles W. Ergen's Motion for Oder Permitting filing under Seal Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production</i>
01/06/2014	 Order Filed By: Defendant Clayton, Joseph P <i>Order Granting (1) Dish Network Corporation's Motion for Order Permitting Filing Under Seal Opposition to Motion to Compel Production and (2) Defendant Charles W. Ergen's Motion for Order Permitting Filing Under Seal Defendant Charles W. Ergen's Opposition to Plaintiff's Motion to Compel Production</i>
01/08/2014	 Reporters Transcript <i>Transcript of Proceedings: Hearing on Motion for Reconsideration December 19, 2013</i>
01/10/2014	 Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) Events: 12/03/2013 Motion to Associate Counsel <i>Motion to Associate Counsel (Holly Stein Sollod)</i>
01/24/2014	 Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff's Motion to Associate Counsel, Adam David Hollander, Esq.</i>
01/28/2014	 Appendix Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Appendix of Exhibits to Motion for Entry of Scheduling Order on an Order Shortening Time</i>
02/03/2014	 Order Granting Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Motion to Associate Counsel (Adam David Hollander)</i>
02/04/2014	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report of the Special Litigation Committee of Dish Network Corporation</i>
02/04/2014	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order</i>
02/05/2014	 Stipulation and Order

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CASE SUMMARY
CASE NO. A-13-686775-B

	Filed by: Plaintiff Jacksonville Police and Fire Pension Fund <i>Stipulation and Order Regarding Filing of Plaintiff's Second Amended Complaint, Withdrawal of Charles W. Ergen's Motion to Dismiss Dated September 18, 2013, And Subsequent Motion Practice</i>
02/05/2014	 Notice Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Disassociation of Jeremy Friedman, Esq.</i>
02/06/2014	 Notice of Entry of Stipulation and Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Stipulation and Order</i>
02/11/2014	CANCELED Motion to Dismiss (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Vacated</i> <i>Defendant Charles W. Ergen's Motion to Dismiss the Amended Derivative Complaint</i>
02/11/2014	 Notice of Withdrawal Filed By: Defendant Dish Network Corporation <i>Notice of Withdrawal of Appendix of Exhibits to Motion for Entry of Scheduling Order on an Order Shortening Time</i>
03/26/2014	 Minute Order (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Minute Order Setting Status Check</i>
04/25/2014	 Status Check (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 04/25/2014, 06/06/2014, 06/19/2014
05/01/2014	 Stipulation and Order Filed by: Consolidated Case Party Louisiana Municipal Police Employees Retirement System <i>Stipulation and Order to Consolidate Case No. A-13-686775-B and Case No. A-14-693887-C</i>
05/02/2014	 Notice of Entry of Stipulation and Order Filed By: Consolidated Case Party Louisiana Municipal Police Employees Retirement System <i>Notice of Entry of Stipulation and Order</i>
06/06/2014	 Status Report Filed By: Defendant Ergen, Charles W. <i>Defendants' Status Report</i>
06/06/2014	 Certificate of Mailing Filed By: Defendant Dish Network Corporation <i>Certificate of Mailing</i>
06/06/2014	 Status Report Filed By: Defendant Dish Network Corporation <i>Status Report</i>
06/06/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Appendix of Exhibits to Status Report</i>
06/06/2014	 Certificate of Mailing Filed By: Defendant Dish Network Corporation

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Certificate of Mailing

06/16/2014



Supplement

Filed by: Plaintiff Jacksonville Police and Fire Pension Fund
Supplement to Status Report

06/18/2014



Response

Filed by: Defendant Ergen, Charles W.
Defendant Charles W. Ergen's Response to Plaintiff's Status Report

06/23/2014



Reporters Transcript

Transcript of Proceedings: Status Conference June 19, 2014

07/14/2014



Notice

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Notice of Decision Denying Confirmation of Debtors' Third Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code

07/25/2014



Motion

Filed By: Defendant Dish Network Corporation
Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Verified Second Amended Shareholder Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the Nevada Rules of Civil Procedure

07/25/2014



Second Amended Complaint

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Verified Second Amended Shareholder Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the Nevada Rules of Civil Procedure

07/28/2014



Certificate of Mailing

Filed By: Defendant Dish Network Corporation
Certificate of Mailing

08/05/2014



Status Report

Filed By: Defendant Dish Network Corporation
Report of the Special Litigation Committee of Dish Network Corporation on the Timeline for the Completion of Its Investigation

08/06/2014



Telephonic Conference (11:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

08/07/2014



Reporters Transcript

Transcript of Proceedings: Telephone Conference August 6, 2014

08/22/2014



Acceptance of Service

Filed By: Defendant Dish Network Corporation
Acceptance of Service

08/22/2014



Certificate of Mailing

Filed By: Plaintiff Jacksonville Police and Fire Pension Fund
Certificate of Mailing

08/29/2014












Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)








Plaintiff's Motion to Redact Plaintiff's Verified Second Amended Shareholder Derivative Complaint of Jacksonville Police and Fire Pension Fund Pursuant to Rule 23.1 of the Nevada

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Rules of Civil Procedure

08/29/2014	 Motion to Dismiss Filed By: Defendant Dish Network Corporation <i>Motion To Dismiss For Failure To Plead Demand Futility</i>
08/29/2014	 Motion to Dismiss Filed By: Defendant Defranco, James <i>Director Defendants' Motion to Dismiss the Second Amended Complaint</i>
08/29/2014	 Declaration Filed By: Defendant Ergen, Charles W. <i>Declaration of Joshua H. Reisman in Support of Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 1 of 6</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 2 of 6</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 3 of 6</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 4 of 6</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 5 of 6</i>
08/29/2014	 Appendix Filed By: Defendant Ergen, Charles W. <i>Appendix to Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund - Vol. 6 of 6</i>
08/29/2014	 Motion to Dismiss Filed By: Defendant Ergen, Charles W. <i>Defendant Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

08/29/2014	 Affidavit of Service Filed By: Defendant Dish Network Corporation <i>Affidavit of Service - Kyle Jason Kiser</i>
08/29/2014	 Affidavit of Service Filed By: Defendant Dish Network Corporation <i>Affidavit of Service - Thomas A Cullen</i>
08/29/2014	 Affidavit of Service Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Affidavit of Service - Stanton Dodge</i>
09/15/2014	 Motion to Dismiss Filed By: Defendant Cullen, Thomas A <i>The Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
09/15/2014	 Declaration Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Declaration of James J. Pisanelli in Support of the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
09/15/2014	 Order Granting Motion Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Order Granting Motion to Redact Plaintiff's Verified Second Amended Shareholder Derivative Complaint of Jacksonville Police and Fire Pension fund Pursuant to Rule 23.1 of the Nevada Rules of Civil Procedure</i>
09/15/2014	 Initial Appearance Fee Disclosure Filed By: Defendant Cullen, Thomas A <i>Initial Appearance Fee Disclosure</i>
09/15/2014	 Notice of Entry of Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Order</i>
09/17/2014	 Status Report Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Status Report Regarding Related Cases and Attorneys</i>
09/19/2014	 Motion Filed By: Defendant Dish Network Corporation <i>Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Opposition to the Director Defendants' Motion to Dismiss the Second Amended Complaint and Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Complaint Pursuant to Rule 23.1 of the Nevada Rules of Civil Procedure</i>
09/19/2014	 Opposition to Motion to Dismiss Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Opposition to the SLC's Motion to Dismiss For Failure to Plead Demand Futility</i>
09/19/2014	 Opposition to Motion to Dismiss Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Plaintiff's Opposition to the Director Defendants' Motion to Dismiss the Second Amended Complaint and Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Complaint</i>

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CASE NO. A-13-686775-B

09/22/2014	 Notice of Entry of Stipulation and Order Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Notice of Entry of Stipulation and Order Regarding Plaintiff's Oppositions to the Motions to Dismiss</i>
09/22/2014	 Stipulation and Order Filed by: Defendant Dish Network Corporation <i>Stipulation and Order Regarding Plaintiff's Oppositions to the Motions to Dismiss</i>
09/25/2014	 Motion Filed By: Defendant Dish Network Corporation <i>Plaintiff's Notice of Motion and Motion to Redact Plaintiff's Opposition to the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
09/25/2014	 Redacted Version Filed By: Defendant Dish Network Corporation <i>Plaintiff's Opposition to the Officer Defendants' Motion to Dismiss the</i>
09/27/2014	 Notice of Change of Address Filed By: Defendant Cullen, Thomas A <i>Notice of Change of Firm Address</i>
10/02/2014	 Reply in Support Filed By: Defendant Ergen, Charles W. <i>Defendants Charles W. Ergen and Cantey M. Ergen's Reply in Support of Their Motion to Dismiss the Second Amended Derivative Complaint of Jacksonville Police and Fire Pension Fund</i>
10/02/2014	 Reply in Support Filed By: Defendant Cullen, Thomas A <i>Reply in Support of the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
10/02/2014	 Declaration Filed By: Defendant Cullen, Thomas A <i>Declaration of James J. Pisanelli in Support of the Reply in Support of the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
10/02/2014	 Reply in Support Filed By: Defendant Dish Network Corporation <i>SLC's Reply In Support of Motion to Dismiss For Failure to Plead Demand Futility</i>
10/02/2014	 Reply in Support Filed By: Defendant Defranco, James <i>Reply In Further Support Of Director Defendants' Motion To Dismiss The Second Amended Complaint</i>
10/08/2014	 Motion to Associate Counsel Filed By: Defendant Cullen, Thomas A <i>Motion to Associate Bruce B. Braun, Esq.</i>
10/08/2014	 Motion to Associate Counsel Filed By: Defendant Cullen, Thomas A <i>Motion to Associate Matthew L. DiRisio, Esq.</i>

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CASE NO. A-13-686775-B

10/08/2014	 Motion to Associate Counsel Filed By: Defendant Cullen, Thomas A <i>Motion to Associate Tyler G. Johannes, Esq.</i>
10/20/2014	 Motion to Associate Counsel Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Motion to Associate Counsel</i>
10/22/2014	 Order Shortening Time Filed By: Defendant Cullen, Thomas A <i>Order Shortening Time on Motion to Associate Bruce R. Braun, Matthew L. DiRisio and Tyler G. Johannes as Counsel</i>
10/24/2014	 Motion (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff's Motion to Redact Plaintiff's Opposition to the Director Defendants' Motion to Dismiss the Second Amended Complaint and Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Complaint Pursuant to Rule 23.1 of the Nevada Rules of Civil Procedure</i>
10/24/2014	 Motion to Seal/Redact Records Filed By: Defendant Dish Network Corporation <i>Motion to Redact the Special Litigation Committee's Report and to Seal Certain Exhibits Thereto</i>
10/24/2014	 Status Report Filed By: Defendant Dish Network Corporation <i>Report of the Special Litigation Committee Of Dish Network Corporation</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 1 of Appendix to the Report of the Special Litigation Committee of Dish Network Corporation</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 2 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation (part 1)</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 2 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 2 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 2 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation</i>
10/26/2014	 Appendix Filed By: Defendant Dish Network Corporation

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

Volume 3 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 3 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 3 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 3 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 3 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 5 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation

10/26/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 6 of the Appendix in Support of Report of the Special Litigation Committee of Dish Network Corporation (Exhibits 469,470,471,472,473,474,475,476 & 478 Filed Under Seal)

10/27/2014

Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
Defendants Thomas A. Cullen, Kyle J. Kiser, and R. Stanton Dodge's Motion to Associate Bruce R. Braun, Esq.

10/27/2014

Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
Defendants Thomas A. Cullen, Kyle J. Kiser, and R. Stanton Dodge's Motion to Associate Matthew L. DiRisio, Esq.

10/27/2014

Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
Defendants Thomas A. Cullen, Kyle J. Kiser, and R. Stanton Dodge's Motion to Associate Tyler G. Johannes, Esq.

10/27/2014



All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

10/27/2014



Appendix

Filed By: Defendant Dish Network Corporation
Volume 2 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation












10/27/2014















Appendix

Filed By: Defendant Dish Network Corporation
Volume 2 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation














DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 2 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-13-686775-B

	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 4 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Appendix Filed By: Defendant Dish Network Corporation <i>Volume 3 of the Appendix in Support of Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	Filed Under Seal <i>Please See Volume 5 of Appendix Broken Down on Date 10/27/14</i>
10/27/2014	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Volume 6 of Appendix to the Report of the Special Litigation Committee of Dish Network Corporation (Exhibits 469, 470, 471, 472, 473, 474, 475, 476, & 478 Filed Under Seal)</i>
10/27/2014	 Filed Under Seal Filed By: Defendant Dish Network Corporation <i>Report Of The Special Litigation Commitee Of Dish Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 298 through 329) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 330 through 369) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 370 through 383) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal

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	<i>Volume 5 of the Appendix (Exhibits 384 through 392) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 393 through 407) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 408 through 417) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 418 through 423) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 424 through 429) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 430 through 436) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/27/2014	 Filed Under Seal <i>Volume 5 of the Appendix (Exhibits 437 through 468) to the Report of the the Special Litigation Committee Of DISH Network Corporation</i>
10/30/2014	 Telephonic Conference (8:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
10/30/2014	 Status Report Filed By: Plaintiff Jacksonville Police and Fire Pension Fund <i>Status Report</i>
11/03/2014	 Reporters Transcript <i>Transcript of Proceedings: Telephone Conference Re Scheduling October 30, 2014</i>
11/04/2014	 Order Granting Motion Filed By: Defendant Cullen, Thomas A <i>Order Granting Motions to Associate Bruce R. Braun, Matthew L. Dirisio, and Tyler G. Johannes as Counsel</i>
11/05/2014	 Order Granting Motion Filed By: Defendant Dish Network Corporation <i>Order Granting Plaintiff's Motion to Redact its Opposition to the Director Defendants' Motion to Dismiss the Second Amended Complaint and Defendants Charles W. Ergen and Cantey M. Ergen's Motion to Dismiss the Second Amended Complaint Pursuant to Rule 23.1 of the Nevada Rules of Civil Prodecure</i>
11/05/2014	 Notice of Entry of Order Filed By: Defendant Cullen, Thomas A <i>Notice of Entry of Order Granting Motions to Associate Bruce R. Braun, Matthew L. DiRisio, and Tyler G. Johannes as Counsel</i>
11/06/2014	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation

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Notice of Entry of Order

11/07/2014	 Motion (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff's Motion to Redact Plaintiff's Opposition to the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
11/12/2014	 Ex Parte Application Party: Defendant Dish Network Corporation <i>Ex Parte Application for Leave to Exceed Page Limit for the Motion to Defer to the SLC's Determination that the Claims Should be Dismissed</i>
11/17/2014	 Order Granting Filed By: Defendant Dish Network Corporation <i>Order Granting Ex Parte Application for Leave to Exceed Page Limit for the Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
11/17/2014	 Stipulation and Order Filed by: Defendant Dish Network Corporation <i>Stipulation and Order Regarding Briefing Schedule and Hearing on the SLC's Motion</i>
11/18/2014	 Order Granting Motion Filed By: Defendant Dish Network Corporation <i>Order Granting Plaintiff's Motion to Redact Its Opposition to the Officer Defendants' Motion to Dismiss The Second Amended Complaint</i>
11/18/2014	 Motion to Dismiss Filed By: Defendant Dish Network Corporation <i>Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
11/19/2014	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Stipulation and Order Regarding Briefing Schedule and Hearing on the SLC's Motion</i>
11/19/2014	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order Granting Ex Parte Application for Leave to Exceed Page Limit For the Motion to Defer to the SLC's Determination that the Claims Should Be Dismissed</i>
11/19/2014	 Notice of Entry of Order Filed By: Defendant Dish Network Corporation <i>Notice of Entry of Order Granting Plaintiff's Motion to Redact Its Opposition to the Officer Defendants' Motion to Dismiss the Second Amended Complaint</i>
11/21/2014	Motion to Associate Counsel (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiff Jacksonville Police and Fire Pension Fund's Motion to Associate Counsel (Gregory E. Del Gaizo, Esq. and Michael J. Nicoud, Esq.)</i>
11/21/2014	Status Check (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Status Check: Stipulation / Status Report on Briefing for Motions to Dismiss</i>
11/21/2014	 All Pending Motions (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
11/26/2014	 Substitution of Attorney Filed by: Defendant Ergen, Charles W. <i>Substitution of Attorneys</i>