

IN THE SUPREME COURT OF THE STATE OF NEVADA

PLUMBERS LOCAL UNION NO. 519
PENSION TRUST FUND; AND CITY OF
STERLING HEIGHTS POLICE AND FIRE
RETIREMENT SYSTEM, DERIVATIVELY
ON BEHALF OF NOMINAL DEFENDANT
DISH NETWORK CORPORATION,

Appellants,

vs.

CHARLES W. ERGEN; JAMES DEFRANCO;
CANTEY M. ERGEN; STEVEN R.
GOODBARN; DAVID K. MOSKOWITZ; TOM
A. ORTOLF; CARL E. VOGEL; GEORGE R.
BROKAW; JOSEPH P. CLAYTON; GARY S.
HOWARD; DISH NETWORK
CORPORATION, A NEVADA
CORPORATION; AND SPECIAL
LITIGATION COMMITTEE OF DISH
NETWORK CORPORATION,

Respondents.

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A-17-763397-B

JOINT APPENDIX

Vol. 38 of 85

[JA008691-JA008929]

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Report of the Special Litigation Committee of DISH Network Corporation and Appendices of Exhibits Thereto (Exs. 1-792; Appx. Vols. 1-50)	4-73	JA000739- JA016874	11/27/18
Evidentiary Hearing SLC Exhibit 102²			

¹ Volumes 2-85 of the Joint Appendix include only a per-volume table of contents. Volume 1 of the Joint Appendix includes a full table of contents incorporating all documents in Volumes 1-85.

² The Evidentiary Hearing Exhibits were filed with the District Court on July 6, 2020.

1 prerecorded telephone calls.

2 So you knew what Satellite Systems Network was
3 doing in 2002 was illegal; correct?

4 A. This e-mail is -- is alluding to that.
5 Although I was copied on it, I wasn't involved.

6 Q. And in fact, Mr. Myers says that (as read:)
7 The prerecorded messaging has caused a few
8 concerning calls that were greatly outweighed by the
9 results. Is that right?

10 A. He says that in the e-mail.

11 Q. And then says (as read:) Please let me know
12 if you need us to do anything regarding this issue,
13 or if it is still an issue at all.

14 And I take it it was not an issue at that
15 point; correct?

16 A. I don't know that for a fact. That's not my
17 philosophy, nor would it be the company's
18 philosophy.

19 Q. Well, Satellite Systems Network remained a
20 DISH retailer after this March 2002 e-mail exchange;
21 right?

22 A. Yes, they did.

23 Q. Now, in 2004, are you aware -- were you
24 still a regional manager, or were you higher up at
25 that time?

1 A. In 2004 I was -- I was a -- in 2004 I was a
2 vice-president. I was running our commercial
3 services business.

4 Q. Okay. So were you not involved with the
5 retailers at that point?

6 A. I was not.

7 Q. Okay. So you returned to the retailer -- to
8 the indirect sales part of things in 2006?

9 A. Early 2006, yes.

10 Q. In 2004--maybe you're aware of this, having
11 looked at some documents--DISH actually increased
12 Satellite Systems Network's activation payments to
13 \$200 per activation. Are you aware of that?

14 A. I was not.

15 Q. And in 2005--I'm sure you've seen
16 this--Satellite Systems Network was still doing
17 illegal autodialing for DISH Network. You know
18 that; right?

19 A. Now I do.

20 Q. Now you do. So we've seen the documents,
21 and I'm gonna show you one. There's PX120. I will
22 try to do this without the document and show the
23 document later.

24 In September 2005 do you recall that you wanted
25 to put Satellite Systems Network on probation for a

1 year, with termination on a first suspected offense?

2 A. Based on this e-mail?

3 Q. No. Just for recollection. I haven't shown
4 you a document yet.

5 So in 2005 do you remember that Mr. Novak
6 wanted to put Satellite Systems Network on
7 probation?

8 A. No, I wasn't -- I was in commercial services
9 at that time.

10 Q. So you weren't even involved at that time.
11 When you came back in 2006 did anybody tell you, "We
12 had all these problems with Satellite Systems
13 Network"?

14 A. I don't recall.

15 Q. When you came back to indirect sales did you
16 get a briefing on what was going on in the channel?
17 The problems that had been going on in the channel
18 at the time?

19 A. I wouldn't say I got a briefing, but we
20 talked about accounts. I'm not sure --

21 Q. And you knew Satellite Systems Network was
22 still an account?

23 A. Yes.

24 Q. And you knew they had had problems in the
25 past?

1 A. I knew there was some problems in the past.

2 Q. Did you know that Satellite Systems Network
3 has been enjoined by the State of North Carolina in
4 2004?

5 A. No.

6 Q. Did you know they had been enjoined by the
7 State of Florida in 2004?

8 A. No.

9 Q. Did there exist at DISH at that time any
10 mechanism to find out that information?

11 A. I can't answer that question.

12 Q. Well, you didn't audit them at that point;
13 right?

14 A. I wasn't involved.

15 Q. You're not aware that anybody else audited
16 them?

17 A. I'm not aware.

18 Q. And you just talked about the fact that
19 there was no requirement that a retailer tell DISH
20 when they're having legal problems, like having an
21 injunction entered against them; right?

22 A. Again, in this time frame I wasn't -- I
23 wasn't involved in the management of these accounts.

24 Q. Now, were you aware in -- well, let's jump
25 forward to 2007.

1 A. Okay.

2 Q. You were there at that time --

3 A. Yes, I was.

4 Q. So let's look at 1086. If you go to --

5 A. I'm not there yet. I'm sorry.

6 Q. I'm sorry. Are you there?

7 A. Yes. Sorry.

8 Q. Okay. So if you go to page 23.

9 A. Okay.

10 Q. You see at the very top it's an e-mail from
11 Ron Dufault to Lisa Vallejos?

12 A. Yes.

13 Q. And the attachments is (as read:) \$25,000
14 fine entered against Vitana in 2004. And then it
15 says they were fined \$25,000 by North Carolina in
16 2004 for TCPA violations?

17 A. Hm-mm.

18 Q. And they've been identified as Satellite
19 Systems Network. That's what I was referring to,
20 but you didn't know about that when you came back?

21 A. No.

22 Q. And then if you go to page 22, the previous
23 page. It looks like -- I don't know. Reji Musso is
24 sending an e-mail about information about Satellite
25 Systems Network being requested on behalf of legal

1 and as result of a government inquiry.

2 So in January 2007 were you aware there was a
3 government inquiry of Satellite Systems Network?

4 A. I don't recall.

5 Q. Is that something you would have like to
6 have known?

7 A. At the time I don't recall if I would like
8 to have known. I'm not sure.

9 Q. So it doesn't concern you that a retailer is
10 the subject of a government inquiry?

11 A. It does concern me.

12 Q. So you would like to have known?

13 A. I knew what I knew at the time. I know more
14 now.

15 Q. All right. If you go to the -- to page 16
16 is it?

17 It looks like there are a couple more
18 complaints about two consumers, Gregory Fisher and
19 Jeffrey Mitchell, and a lawsuit, a Spafford lawsuit
20 involving a consumer named Nathaniel Burg. Were you
21 aware of that?

22 A. Am I aware of this e-mail?

23 Q. No. Were you aware of those complaints and
24 the lawsuit, this check Spafford lawsuit against
25 Satellite Systems Network and DISH?

1 A. I don't recall.

2 Q. And I believe DISH executives testified in
3 that lawsuit. Are you aware of that?

4 A. I don't recall.

5 Q. Now, if you look at page 14 of 1086, it says
6 that there was a garnishment of Satellite Systems
7 Network for \$15,000 that was taken from their funds
8 for this Nathaniel Burg lawsuit. Did you know about
9 that?

10 A. I'm on the e-mail. I don't specifically
11 recall it.

12 Q. And in fact -- well, do you recall this, do
13 you recall that SSN was doing well, in your words?

14 A. Yeah, I think --

15 Q. And they were going on the incentive trip?

16 A. Yeah. I think at the time that -- that
17 there had been some complaints in the past or some
18 issues in the past. That they had -- that they were
19 on the path to rehabilitation. They had signed up
20 with PossibleNow. And that the sins of the past
21 were in the past, and they were -- they were -- they
22 had taken -- they had taken processes within their
23 business to ensure they wouldn't happen again.

24 Q. Well, the sins of the past were not in the
25 past. There was an ongoing lawsuit against DISH

1 Network; right?

2 A. Yes. For violations from the past.

3 Q. And DISH was still receiving complaints from
4 consumers about this retailer; right?

5 A. I'm not sure that we knew that they were --
6 they were attached to this retailer at the time that
7 we got them. Through investigation, over time, we
8 put pieces together and the picture became more
9 clear.

10 Q. Well, in fact, and I can show you the
11 documents, pages 6 through 9, between November 2008
12 and March 2009, DISH received additional
13 telemarketing complaints regarding Satellite Systems
14 Network from two more consumers who complained.
15 Spooler and -- Schooler, S-c-h-o-o-l-e-r, and
16 Fowler. Do you see that?

17 A. I'm looking at it.

18 Q. Fowler is on page 7. And then on page 5
19 there's actually an e-mail from vendor inquiries,
20 Reji Musso's group, to Sophie Tehranchi, about an
21 e-mail that they had sent about the following
22 TCPA/DNC issues?

23 A. Hm-mm.

24 Q. Angela Schooler and Kitty Fowler. Do you
25 see that?

1 A. I'm not following, I apologize.

2 Q. On page 5, right? There's a chart?

3 A. There's two, right.

4 Q. There's two names on the chart?

5 A. The middle of the page?

6 Q. Yes.

7 A. Yes.

8 Q. And so those were two additional complaints
9 that DISH received about Satellite Systems Network;
10 right?

11 A. Yes.

12 Q. So again, Satellite Systems Network offers
13 excuses in response to the complaint. And they say
14 they're using PossibleNow, that's on page 4. Do you
15 see that?

16 A. Yes.

17 Q. And then you probably know that Satellite
18 Systems went on to make 381,000 additional calls
19 between 2009 and 2011, including to a consumer
20 Thomas Krakauer, who actually came here to testify
21 about them. You know that; right?

22 A. Yes, I do.

23 Q. So SSN was a big problem. And DISH
24 tolerated it for a long time. Isn't that right?

25 A. I think that the reference to being a big

1 problem, I would agree with the 381,000. when
2 that -- when that became known to us we immediately
3 put them on hold, and in essence, they went out of
4 business. Or went to -- in essence went out of
5 business.

6 The ones that you're referring on page 5 are --
7 are complaints. This is the front end of a -- of a
8 complaint. I'm not sure exactly what happened in
9 this scenario. Did they -- did they transfer to an
10 actual -- it was an allegation, or a complaint. I'm
11 not sure that there was an issue. And that's what
12 our compliance folks were doing, they were trying to
13 run it to ground. On every complaint that we got we
14 treated it the same and tried to understand was it a
15 valid complaint or was it not a valid complaint.

16 Q. And it kept happening over and over and over
17 again?

18 A. But not every compliant was a valid
19 compliant.

20 Q. So you gave Satellite Systems Network the
21 benefit of the doubt over the consumer every time,
22 is that --

23 A. No, that's not what I'm saying.

24 Q. Well, that appears to be what happened?

25 A. That's not what happened.

1 Q. In 2002 you knew they were doing prerecorded
2 messaging. In 2009 through 2011 they made hundreds
3 of thousands of additionally prerecorded illegal
4 calls. And you didn't terminate them until 2013.

5 A. When you say in 2002 I knew. Is it I knew
6 or DISH knew?

7 Q. 2002 was the e-mail we were looking at that
8 Vector --

9 A. I don't know from looking at the e-mail that
10 I knew that they were doing prerecorded calls.

11 MR. BICKS: Your Honor, I would just again
12 object. I think counsel knows this, but the issues
13 in this case with SSN don't involve prerecorded
14 calls. It's hits to the registry.

15 MS. HSIAO: I'm talking about tolerating
16 illegal telemarketing activity.

17 MR. BICKS: I think it's a misleading
18 question. I object.

19 MS. HSIAO: There were violations, there
20 were DNC violations as well. Sorry.

21 THE COURT: Is that a question?

22 MS. HSIAO: No. I was just commenting.

23 THE COURT: But you're asking at this point
24 about prerecorded messages?

25 MS. HSIAO: Correct.

1 BY MS. HSIAO:

2 Q. Prerecorded sales messages were illegal,
3 weren't they?

4 A. Are they?

5 Q. Were they in 2002?

6 A. I don't know.

7 Q. Are they now?

8 A. I don't know.

9 Q. You don't know. You're in charge of your
10 retailers, you -- I mean we just showed you all
11 these documents?

12 A. Prerecorded --

13 (Parties speaking simultaneously. Court
14 reporter requested clarification.)

15 THE COURT: Excuse me, you're both talking
16 at the same time. Finish your question.

17 A. Prerecorded calls today.

18 Q. I did and he is answering it.

19 So did you get it, Kathy? I'm sorry.

20 You looked at documents today saying you sent
21 out messages to retailers telling them that --

22 A. Yes, prerecorded calls are illegal. Yes. I
23 misspoke.

24 Q. And they were in 2002; right?

25 A. I can't -- I don't know if they were in

1 2002. My assumption is they were.

2 Q. Now -- I don't know if you know this off the
3 top of your head, but this is your channel. Do you
4 know that Satellite Systems Network brought in more
5 than 49,000 subscribers for DISH between 2004 and
6 2010?

7 A. Yes.

8 Q. And that DISH paid them \$13.4 million for
9 bringing in those people?

10 A. Yes.

11 Q. So DISH benefitted a lot; right?

12 A. DISH's benefit would be over time if the
13 consumer stayed with us. I don't know that they
14 did.

15 Q. Well, almost 50,000 subscribers is a large
16 number of subscribers you would say; right?

17 A. 50,000 subscribers is a large number of
18 subscribers; yes.

19 Q. And Satellite Systems Network benefitted a
20 lot. \$13 million is a lot of money; right?

21 A. \$13 million is a lot of money. I think I
22 said earlier that the benefit to them would be
23 offset with their cost structure.

24 Q. And we talked about how cheap voice
25 broadcasting is; correct?

1 A. Yeah. I can't comment on what other cost
2 structures they had.

3 Q. Now, you knew, I take it, that being a
4 retailer was very lucrative for the people who were
5 involved in it; right? They could make a lot of
6 money?

7 A. We have retailers that make varying amounts
8 of money.

9 Q. Well, being an order entry retailer, they
10 stood to make a lot if they were successful; is that
11 right?

12 A. They -- they were entrepreneurs who risked a
13 lot and in some cases made a lot. There was no
14 guarantee of, as you put it, making a lot.

15 Q. Well, for example, Dish TV Now, and I know
16 that was before your time, but they were paid
17 \$11 million in 2004. Did you know that?

18 A. I didn't.

19 Q. And they were paid \$5.6 million in 2005.
20 Did you know that?

21 A. I didn't.

22 Q. And they brought DISH more than 70,000
23 subscribers. Did you know that?

24 A. I didn't.

25 Q. And in fact, there were many DISH former

1 employees that actually went to become retailers
2 because they could make more money; isn't that
3 right?

4 A. I'm not sure how -- what you mean by many.
5 We've had some employees leave and become retailers,
6 and some who left and -- who left and became
7 retailers and didn't survive.

8 Q. Well, for example, Shawn Portela. His name
9 has come up. He worked for DISH; right?

10 A. Yes, Shawn did.

11 Q. And he went to become an OE retailer?

12 A. I believe so.

13 Q. Scott Larson. He used to be a DISH
14 employee, and then he went on to do a retailership
15 and eCreek; right?

16 A. Yes.

17 Q. And Nathan Jones, of Satellite Systems
18 Network. He started at DISH and went on to NSS;
19 right?

20 A. As an employee.

21 Q. I believe as a principal. Did you know
22 that?

23 A. I didn't.

24 Q. We have Carlos Prado of American Satellite?
25 Carlos Prado of American Satellite?

1 A. Yes. Is there a question? Did I know him?

2 Q. Did you know he was at DISH and then went to
3 be a retailer?

4 A. Yes, I did. As an employee.

5 Q. In fact, Charlie Ergen's son, Chase, he
6 wanted to be an OE retailer; isn't that right?

7 A. Chase had a company. A retailership with
8 our company; yes.

9 Q. He had CH Communications; right?

10 A. Yes, he did.

11 Q. And his partner -- well, he had two
12 partners, but one was a guy named Mike Trimarco
13 right?

14 A. Yes.

15 Q. And Mike Trimarco had a prior DISH
16 retailership that had been terminated; correct?

17 A. Yes.

18 Q. That was Dish Pronto?

19 A. Yes.

20 Q. And I believe that Amir Ahmed actually
21 terminated Dish Pronto; right?

22 A. Yes.

23 Q. When he came back from Marketing Guru --
24 that was the other one. Amir Ahmed went to
25 Marketing Guru for two years and then he came back?

1 A. Mike was terminated for high churn.

2 Q. For high churn.

3 A. Yep.

4 Q. Let's go through some facts about Mike
5 Trimarco. He was terminated, and then he popped up
6 again. In 2006, okay, this was on your watch, DISH
7 knew that Dish Pronto was using outsource Indian
8 call centers to do outbound telemarketing; right?

9 A. Yes.

10 Q. And then --

11 A. I believe he had an ownership interest in
12 it.

13 Q. But they weren't even supposed to be using
14 offshore centers; isn't that right?

15 A. There's a difference between outsourced and
16 offshore. So he -- we could give him authorization
17 to use an offshore.

18 Q. So he had authorization?

19 A. I believe so. Because he was an owner. Or
20 part owner.

21 Q. And then -- well, let's look at that. So
22 622 in your binder, please.

23 A. Yes.

24 Q. And 622 is referring to Indian telemarketers
25 making calls to existing DISH customers; right?

1 A. Yes.

2 Q. And DISH indicates that they know that Mike
3 Trimarco has an Indian call center; correct?

4 A. Yeah. Yes.

5 Q. And Mike Mills says to you, and to Eric
6 Carlson, that (as read:) There are escalations.
7 And all these people understand it's a serious
8 problem and they have controls in place; right?

9 A. Yes.

10 Q. So you allowed Trimarco and Dish Pronto to
11 remain a DISH retailer?

12 A. Calling our existing customers wasn't a
13 violation of our contract, or a violation of the
14 law.

15 Q. No, but --

16 A. In and of itself.

17 Q. But using unapproved call centers was?

18 A. Well, he was -- he was the owner of it.

19 Q. Well --

20 A. So it wasn't a third party.

21 Q. Well, you knew it was going on; right? And
22 you didn't do anything to him after this complaint;
23 correct?

24 People were being called with callers
25 representing themselves as DISH Network with rude

1 behavior and flipping accounts?

2 A. Yeah, so flipping accounts we would
3 discipline. As it related to calling our existing
4 customers, that wasn't a violation of either the law
5 or our agreement.

6 Q. But it was a problem; right?

7 A. In what respect?

8 Q. Well, do you want -- do you want retailers
9 calling your customers and being rude and flipping
10 accounts? Of course not; right?

11 A. We would not want that; correct.

12 Q. Right. It was just unacceptable behavior
13 from --

14 A. It wasn't that it was unacceptable behavior,
15 in their defense, in certain cases they didn't know
16 that they were existing DISH customers.

17 Q. Okay. Well, let's move on to another
18 document. That's fine. Now, in 2009 --

19 A. Is there a number on this one?

20 Q. PX112. PX112, there's a letter from Amir
21 Ahmed to Mike Trimarco reminding him that he's not
22 allowed to use third-party affiliates; correct?

23 A. I'm sorry, what was the question?

24 Q. I just want you to confirm that PX112 is a
25 letter from Amir Ahmed to Mike Trimarco warning him

1 he's not suppose to be using third-party affiliates?

2 MR. BICKS: Your Honor, I just object.

3 This is so far beyond the scope of my examination.

4 And Mr. Amir Ahmed will be here. This isn't

5 something Mr. Neylon is even on. And we have been

6 going into areas where it was clear he wasn't even

7 involved in the time period. So it's way beyond

8 what I went into. And I'd object.

9 MS. HSIAO: Mr. Bicks raised the idea of
10 third-party affiliates and DISH's ban on them.

11 THE COURT: The objection is overruled.

12 A. We didn't have a ban on third-party

13 affiliates. We could approve third-party

14 affiliates.

15 Q. You could approve them?

16 A. Yeah. This was a letter that was -- that

17 is -- that it is reminding Mike Trimarco that

18 pursuant to 7.1 of the retailer agreement that he

19 signed that he wasn't allowed to use an independent

20 contractor or third-party --

21 Q. So it appears that Mike Trimarco was using
22 unapproved third parties?

23 A. No. This was -- I think this -- again, the

24 first time I've seen this document, but it is a

25 broad representation of Section 7.1. I could -- we

1 have that as well, we can look at. But it lists out
2 what the -- what the categories are: Independent
3 contractor, subcontractor, affiliates, agents,
4 sub-agents, or any other person. So this looks to
5 me to be just a reiteration or a synopsis of 7.1 of
6 the retailer agreement.

7 Q. So it's just a friendly reminder?

8 A. This is a reminder.

9 THE COURT: Was it a form that was sent out
10 to everybody?

11 A. I don't know. Or I don't remember.

12 Q. In 2009 what position did you have?

13 A. Vice-president of sales.

14 Q. So you were -- were you the same or had been
15 promoted above where you were in 2006?

16 A. I was -- I was the same.

17 Q. So you continued to own this channel; right?

18 A. In 2000 --

19 Q. 2009?

20 A. Yes.

21 Q. But you don't know whether this is a form
22 letter or this was targeted at Dish Pronto and
23 Mr. Trimarco?

24 A. Yeah, I don't recall.

25 Q. All right. Now, do you remember in 2011

1 when CH Communications came on the scene?

2 A. Yes.

3 Q. Trimarco was involved again; right?

4 A. Yes.

5 Q. And in fact, DISH received a complaint about
6 illegal telemarketing that came from CH
7 Communications using an unauthorized Indian call
8 center. Do you remember that?

9 A. I don't recall it.

10 Q. Well, let's look at PX657. So at the very
11 bottom of the first page there's an e-mail from you
12 to Jim DeFranco saying, (as read:) Jim, Reji is
13 investigating a customer complaint involving CH
14 Communications. In listening to the call she
15 believes that the sales person is located offshore.

16 Do you recall this?

17 A. I do.

18 Q. Then Mr. DeFranco says that he's not aware
19 that anybody approved an offshore call center for CH
20 Communications; right?

21 A. Yes. I think what -- Reji has made an
22 assumption. She's saying that she thinks it was
23 offshore. I took that, I asked Jim if he was aware
24 of an exception having been made. Obviously Jim
25 responded that he hasn't.

1 THE COURT: I must have missed something.
2 Who is CH Communications?

3 Q. CH Communications, Mr. Neylon, is the
4 retailer where Chase Ergen, Charles's son, Mike
5 Trimarco, who was part of Dish Pronto who was
6 terminated, Anthony Gabrielli, they were the
7 principals; correct?

8 A. I don't know who the principals were. I
9 know Chase was a principal. I'm not sure of the
10 other two.

11 Q. You don't have any reason to believe that
12 Trimarco was not involved, do you?

13 A. When you mean involved in the business, or
14 at an ownership level?

15 Q. In the business?

16 A. He was involved in the business. I don't
17 know that he was an owner. I don't know.

18 Q. Okay. So let's go back to the e-mail of
19 PX657. Mr. DeFranco says he's not aware that
20 anybody approved a third-party call center for CH
21 Communications; right?

22 A. Hm-mm.

23 Q. And you don't cut them off? Or do anything?
24 Correct?

25 A. No. What Jim said -- Jim obviously -- the

1 carry over there is Jim asked me to go ask if they
2 have. And then I followed up later that day, and
3 while I don't recall the specifics, my understanding
4 was that it was sent to Chase.

5 Q. And in fact, Mr. DeFranco authorized a
6 deviation from the retailer agreement provision?
7 The retailer agreement provision requires -- or bans
8 offshore call center use; right?

9 A. Without written consent.

10 Q. Right.

11 A. Yes.

12 Q. And so you guys authorized a deviation from
13 the agreement for Charlie's son; isn't that right?

14 A. I believe an EVP did. I think you made the
15 assumption it's Jim. There was other EVPs in the
16 company.

17 Q. Well, you sent the e-mail to Jim --

18 A. Yes.

19 Q. -- right?

20 A. Yes.

21 Q. And you say (as read:) An e-mail requesting
22 approval in writing from an EVP or his designee has
23 been sent to Chase. Right?

24 A. Yes.

25 Q. So instead of punishing CH Communications,

1 you actually reward them by amending their contract
2 to conform to the illegal practices that they're
3 engaging in; isn't that right?

4 A. Well, it would be a violation of the
5 contract. It's not illegal. It was a term of the
6 contract. And I believe that the grant was given by
7 an EVP.

8 Q. Right. The call center they were using had
9 resulted in complaints made to DISH; correct?

10 A. I don't know that.

11 Q. Well, that's what the e-mail says at the
12 very bottom?

13 A. Yeah. I think it was an allegation. And
14 Reji believed it was offshore. I don't think at
15 this point in time that we had proven that the
16 allegation was -- or the complaint was a violation.

17 Q. Right. And in response to that you amend
18 the contract to help this retailer be in compliance
19 with the contract; correct?

20 A. I did not.

21 Q. Well, you sent an e-mail to somebody asking
22 for the approval; correct?

23 A. I don't -- do you have an e-mail?

24 Q. Your top e-mail on page 1. 657.

25 A. Yeah.

1 Q. From you to Jim?

2 A. Yep. Saying that the e-mail requesting
3 approval in writing from an EVP showing grant of
4 deviation to Section 2.2 of the e-mail has been sent
5 to Chase this afternoon.

6 Q. Right. You reward Chase by asking for the
7 agreement to be amended to conform to his behavior;
8 correct?

9 A. I don't know have a copy of the e-mail that
10 was sent to Chase from an EVP. I didn't send Chase
11 an e-mail. I wasn't an EVP and could not make that
12 decision. And I sent Jim an e-mail letting him know
13 that an e-mail had been sent. At least that's what
14 I get out of this e-mail.

15 Q. So if you turn to the next tab, which is
16 658. It's an e-mail from Amir Ahmed to you on
17 March 25, 2011. And Mr. Ahmed complained to you
18 that when you and he came back to DISH you cleaned
19 up the OE channel; right?

20 A. I would say that during 2009 there was an
21 evolution over time there, beginning earlier than
22 that, in 2008, to, as you say, clean up. So I
23 wouldn't draw the conclusion that there was a date
24 specific day that when Amir and I rejoined the
25 company that things happened. There was a process

1 underway.

2 Q. You all terminated OE retailers, including
3 Trimarco, that accounted for almost 30,000
4 activations a month?

5 A. When you say Trimarco, you are referring to
6 Dish Pronto?

7 Q. I'm referring to Mr. -- Amid's e-mail below
8 that he forwards to you, and that he sent to Jim
9 DeFranco and Thomas Collin.

10 Do you see in the center, the fourth paragraph,
11 the first page of 658?

12 A. Hm-mm.

13 Q. (As read:) Brian and I, over the past 18
14 months since we came back, have cleaned up the OE
15 channel, including Trimarco, that accounted for
16 almost 30,000 total activations per month. We held
17 the OE retailers at the highest standards. And we
18 brought back respect to the OE channel when it
19 seemed that everyone at DISH thought negative about
20 the retailers.

21 Is that your -- that's Mr. Ahmed's expression
22 of how he felt. Did you share that?

23 A. I know that we terminated Trimarco for high
24 churn. That means that customers left us at a rate
25 where we -- where we -- where it wasn't a good

1 relationship.

2 And I do know that we terminated other
3 retailers as well that either couldn't or wouldn't
4 get better in their business practices.

5 Q. In fact, in 2009 your channel gave a
6 presentation about how you had terminated more than
7 half the OE retailers; isn't that right?

8 A. I think -- I believe the presentation you're
9 referring to is a broad overview of where we were at
10 the start of the year and where we were at the end
11 of the year. And the numbers -- the numbers -- not
12 every number is the same.

13 Q. Well, does it sound right that there were 32
14 OE retailers in 2006, and that -- I'm sorry, 76 in
15 2006, and 32 in 2009?

16 A. Yes.

17 Q. And Mr. Ahmed, or whoever did this
18 presentation, observed that the OE retailers, many
19 had been engaged in shady and illegal telemarketing
20 practices? Remember that?

21 A. Do you have a document that shows shady and
22 illegal? I don't --

23 Q. Sure. We can pull up PX730, please.

24 So you see on the third bullet (as read:)
25 Compliance/Legal. Unhappy with legal issues as a

1 result of illegal/shady marketing practices?

2 A. Again, I think this is the second slide of a
3 longer presentation. That this is a -- this is a --
4 this is a view of where the channel was in early
5 2009. And the presentation goes on to show progress
6 that we made in the channel. And ends with I think
7 what you referenced earlier, the 76 to 32 dealers.

8 So this was somebody's feelings about where we
9 stood as it related to the start of the year in
10 relationship to this channel.

11 Q. Well, and I'll represent to you this was
12 Mike Mills was the custodian of this document?

13 A. Okay.

14 Q. So I don't know, did he give this
15 presentation?

16 A. I don't recall.

17 Q. And he was pretty close to these retailers;
18 right?

19 A. Mike was. As were we all.

20 Q. So if he said illegal/shady, he must have
21 based it on something; correct?

22 A. I can't speak for Mike.

23 Q. I just want to go through a list of
24 retailers with you and see what you know about them.
25 vision Satellite. Do you know they were robo

1 dialing out of Southern California?

2 A. Don't recall.

3 Q. Do you know that BC Smith, who was a
4 principal of that company, had worked for Star
5 Satellite, the one that did the 43 million calls?

6 A. I'm aware of seeing his name on an e-mail
7 this week. A couple places.

8 Q. He went from Star Satellite and then popped
9 up again at another DISH retailer and did the same
10 thing. Did you know that?

11 A. No.

12 Q. What about Power Line? Do you know who they
13 are?

14 A. I don't recall.

15 Q. You didn't know that they're another robo
16 call operation out of Southern California?

17 A. I don't recall.

18 Q. National Satellite? You know they're
19 another robo call operation out of Southern
20 California?

21 A. I don't recall.

22 Q. I Satellite, also robo dialing out of
23 Southern California?

24 A. Don't recall.

25 Q. Apex Satellite. Do you know they're also a

1 press 1 messaging company out of California?

2 A. I don't recall.

3 Q. LA Activations. We talked about them.

4 A. We talked about LA Activations.

5 Q. They were also a robo call operation out of
6 Southern California. Did you know that?

7 A. I didn't at the time we terminated. And the
8 reason that we had them in Denver was that we had
9 suspicions, and we brought them to Denver to --

10 I didn't know that it was gonna end the way it
11 did, but it did. And came to the realization that
12 his marketing didn't equate to his activations. And
13 when we did terminate we did see the result in
14 complaints go down. So we felt pretty good about
15 that one.

16 Q. Well, what about Atlas Assets? That was
17 another robo dialer out of Southern California. Do
18 you remember them?

19 A. I do.

20 Q. Precision Satellite. Another one that was
21 robo dialing. Do you remember them?

22 A. I don't recall.

23 Q. What about Allegro? That was also a press 1
24 company?

25 A. I know Allegro.

1 Q. So all of those that I just listed, DISH
2 terminated all of them eventually; right?

3 A. I believe so.

4 Q. DISH had a long history with these types of
5 shady retailers, and it tolerated them for quite a
6 while, wouldn't you say?

7 A. I don't -- I don't understand what quite a
8 while is. I think we took action when we were
9 presented with the facts.

10 Q. 2009 more than half of them were terminated;
11 right?

12 A. I think we were privy to a lot more
13 information in 2009 than we had been in the past.

14 Q. And despite that, retailers like Mike
15 Trimarco and Chase Ergen popped up again even in
16 2011; right?

17 A. Mike was terminated for fraud.

18 Q. I thought you said for churn?

19 A. Excuse me, I apologize, you're correct.
20 Mike had churn issues. And we decided that the
21 economic -- the economic benefit of continuing to do
22 business with him wasn't -- wasn't worth it, so we
23 terminated him for churn.

24 Q. And so you allowed him to come back with
25 Chase Ergen?

1 A. He was allowed to come back, and I would say
2 that we terminated him even though he had a
3 relationship with Chase Ergen.

4 Q. Well, Chase Ergen wanted to terminate
5 because of Mike Trimarco; isn't that right?

6 A. Chase, I believe, sent us a message and
7 asked to end the relationship of CH with DISH in a
8 time frame that was months after starting. I don't
9 know the details of why. But Chase asked to
10 dissolve the relationship.

11 Q. Thank you. I don't have anything more right
12 now.

13 THE COURT: Do the states have any
14 questions.

15 MS. OHTA: I do, Your Honor.

16 CROSS EXAMINATION

17 BY MS. OHTA:

18 Q. Good morning, Mr. Neylon.

19 A. Hello.

20 Q. So I know Ms. Hsiao briefly touched on the
21 QA program with you earlier. I'm gonna be circling
22 back to that.

23 So the QA program involved a QA form which had
24 criteria for OE retailer sales calls with customers;
25 correct?

1 A. Yes.

2 Q. And retailers were expected to meet the
3 expectations in that QA form; is that right?

4 A. When you say criteria? The form was a --
5 was a collection of disclosures so that the customer
6 was accurately represented to about what they were
7 getting and what they were committing to.

8 Q. Okay, great. We'll circle back to exactly
9 what is in the QA form. For right now, would it be
10 fair to say that the QA form had criteria by which
11 the OE retailers' calls were scored?

12 A. We scored them based upon their ability to
13 accurately represent what the terms and conditions
14 of the consumer promotion was; yes.

15 Q. Would you turn to plaintiffs' Exhibit 559.
16 I believe that's in the binder that Ms. Hsiao, or
17 someone from DOJ, handed you earlier.

18 The bottom half -- sorry, I'll let you get
19 there. At the bottom half of that page 559-001 is
20 an e-mail written by you; correct?

21 A. Yeah. Yes.

22 Q. And is this an e-mail where you are
23 discussing poor QA scores by OE retailers?

24 A. This -- this e-mail -- so we started the QA
25 process not too long before this e-mail was sent.

1 And we had varying scores based upon the calls we
2 got and we listened to and we scored based from
3 different sales partners.

4 And I sent this message to -- to the broader
5 team, the field-based guys, Mike, Robb, and Chris,
6 obviously copied Amir and Reji. And my intent on
7 this was, we all own QA, that we all want to make
8 sure that our partners are representing the
9 promotion accurately to potential customers.

10 Q. But the e-mail is poor QA scores; correct?

11 A. The e-mail is about -- I believe this is the
12 first time that we got the calls scored, and the
13 results weren't what I expected.

14 Q. Were the results an embarrassment,
15 Mr. Neylon?

16 A. I believe I say that in here.

17 Q. And so after expressing your feelings about
18 the embarrassing nature of the QA results, you told
19 Mike Mills and your team of account managers that
20 improving these QA scores is going to be, and I
21 quote, "Is your number one priority." And that you
22 expect each of them to get a hundred percent
23 involved and drive them--and that would mean OE
24 retailers--to compliance; is that correct?

25 A. That's what I said.

1 Q. And then if you look a little bit above your
2 e-mail to the e-mail from Mr. Ahmed. It's on the
3 same page.

4 A. Hm-mm.

5 Q. Mr. Ahmed chimes in with (as read:) Account
6 managers will be held accountable for improving
7 those QA scores. Correct?

8 A. Yes.

9 Q. And then he says something along the lines
10 of the account managers who were not on board with
11 this program, or disagree with this philosophy,
12 should look for other work; is that correct?

13 A. He says that.

14 Q. So would it be fair to say that your account
15 managers at this stage were fairly motivated to
16 improve these QA scores?

17 A. I would say that we had just started the
18 process. From a management prospective we wanted to
19 demonstrate that this was important and that there
20 was accountability and responsibility at all levels.
21 And, you know, people needed to focus on it.

22 Q. Great. And when you told your account
23 managers that you expected them to be a hundred
24 percent involved with the OE retailers, did you
25 expect them to review sales scripts?

1 A. No. I wanted them to make sure they were
2 working with the ownership entities at these
3 accounts to understand that this was important. And
4 that we were scoring their calls, and we were
5 grading them, and we were publishing results. And
6 that we expected them to be representing --
7 representing our product and our consumer facing
8 promotions accurately.

9 Q. So no part of that 110 percent involvement
10 was going to involve a review the sales scripts to
11 make sure that the correct disclosures--that
12 information you described earlier that it was so
13 important for customers to have--none of that 110
14 percent involvement was going to involve your
15 national account managers reviewing the scripts to
16 make sure that --

17 A. They --
18 (Parties speaking simultaneously. Court
19 reporter requested clarification.)

20 Q. To make sure those disclosures go in there?

21 A. Each individual retailer had their own sales
22 scripts. Our intent was that when they were selling
23 our promotion, and there was varying elements of our
24 promotion, if those elements of the promotion were
25 included in the sale, then the disclosure for

1 that -- that part of the offer was clearly
2 disclosed.

3 So that would be an introductory rate or an
4 ongoing rate. It could be -- it could be that some
5 of our technology had a high definition and standard
6 definition component, and we wanted to make sure
7 that the customer knew it was high definition and
8 standard definition, and not two high definition.

9 We needed to make sure they understood they
10 were signing up for a 24 month commitment. We
11 needed to make sure that they were -- a technician
12 would arrive in a window and not at a specific time,
13 and to set an expectation that they would be there
14 for three to five hours and not 30 to 45 minutes.

15 So that's what the QA process was designed for.

16 Q. Thank you. That's been really helpful
17 information about the QA process. But if you could
18 answer for me, did the involvement that you expected
19 your account managers to have, did that involve
20 reviewing the sales scripts to make sure these
21 disclosures got in there?

22 A. This was -- they had the responsibility of
23 ensuring that during the sales call the disclosures
24 applicable to the sale were clearly communicated to
25 the prospective customer.

1 THE COURT: So you said no before in answer
2 to that question?

3 A. Yes.

4 Q. Did this 110 percent involvement that you
5 mandated from your account managers, was that gonna
6 involve onsite visits to listen to phone -- listen
7 to sales calls?

8 A. It would -- it would include a variety of
9 things. It would be onsite. It would be through
10 the -- the QA process was scored on a weekly basis,
11 but it was -- it was generally onsite or via phone
12 calls to these -- these accounts.

13 Our account managers had a handful of accounts
14 and they spent most of their time in the field
15 visiting accounts and driving this.

16 Q. And so after listening to these calls onsite
17 would your account managers let them know how they
18 needed to change their communications to meet these
19 QA expectations?

20 A. I can't speak for the specifics. I don't
21 know if -- if my account managers listened to
22 recorded calls onsite, or live calls onsite. But
23 they would -- they would coach the ownership
24 entities of these accounts to ensure that their
25 agents were following our disclosures.

1 Q. So you mentioned coaching. So that
2 involvement -- would that involve identifying
3 individual sales representatives at OE retailer call
4 centers that needed that additional coaching?

5 A. I think what we could do is we would --
6 the -- the -- the scoring mechanism or scoring sheet
7 was by category. I don't believe we had the
8 identified calls to the agent level. The individual
9 sales partners' accounts obviously did. And we
10 would show them areas of opportunity where they were
11 under-indexing versus their peers or versus our
12 expectations.

13 THE COURT: What does under-indexing mean?

14 A. Meaning that if their peers or the channel
15 is scoring an 88 in a category, and they're a 72,
16 then that's an area of concern for us. And that
17 seems to be -- that wouldn't -- that to me wouldn't
18 indicate that there is, at least at a high level,
19 that it's not one or two agents. It seems that
20 generally speaking most of their agents are
21 under-indexing. So that would be an area of focus.

22 Q. And once you identified those particular
23 sales reps who needed areas of focus, what would be
24 the next steps for the account managers?

25 A. The -- the -- I'm not sure they -- I'm not

1 sure they identified individual sales reps. They
2 would worked with the ownership entity. Those guys
3 would have been looking at their own internal
4 tracking mechanisms to look where their own agents
5 are under -- underperforming.

6 Q. So was part of your plan for improving these
7 QA scores to levy economic penalties against the OE
8 retailers?

9 A. Well, that wasn't a plan. That was always
10 an option. We had some people -- we had --
11 ultimately our partners embraced this because it
12 made them better. It gave them areas to focus on,
13 and it -- it was also better for our end customers
14 because it was more clear what they were getting.
15 And it was a win, win, win. The customer was clear
16 in their mind -- excuse me, in their expectations,
17 the sales partners -- the sales partners ran a
18 better business, and ultimately, DISH had a better
19 relationship with the customer.

20 So we did have some people who either couldn't
21 or wouldn't embrace this. And in those cases we
22 decided that our relationship wouldn't continue.

23 Q. I'm gonna direct your attention to the last
24 sentence in the first paragraph of your e-mail. If
25 all those motivations that you just talked about

1 didn't work, was your plan that if QA scores didn't
2 improve that there could be economic penalties
3 levied against the accounts? Is that correct?

4 A. I'm sorry, where did you see that?

5 Q. That is in your e-mail, in the last sentence
6 of the first paragraph of your e-mail.

7 A. Yes. Again, economic penalties to show
8 we're serious.

9 Q. So we spent some time talking about what
10 these QA form criteria actually contained. Let's
11 circle back to that issue. If you would turn to --
12 I'm sorry, I don't believe we have this in your
13 binder. I'm gonna hand you plaintiffs' Exhibit 486.

14 And once you've had a few minutes just to flip
15 through it if you would turn to page 17 of that
16 exhibit.

17 So you spent some time talking about how the QA
18 program was all about making sure customers received
19 disclosures and information about things like
20 delivery times, et cetera. But it also involved
21 oversight over how exactly OE retailers were
22 marketing to its customers; correct?

23 A. We didn't -- can you ask that question
24 again? I'm sorry, I was reading.

25 Q. I just mentioned that we just -- you just

1 spent some time on the stand talking about how the
2 QA program was about making sure customers received
3 the necessary disclosures and necessary information
4 about things like delivery times, delivery windows,
5 et cetera. But isn't it correct that it also
6 involved oversight about how exactly OE retailers
7 were marketing and selling products to customers?

8 A. We had oversight over how -- the message
9 that they were marketing. We didn't have oversight
10 over the vehicles they were marketing through.

11 Q. So on page 17, if you look at the Paragraph
12 1 with professional open?

13 A. Hm-mm.

14 Q. So the QA program scored how professional a
15 sales rep who worked for an OE retailer, how
16 professionally they greeted a customer; correct?

17 A. Yes.

18 Q. And it offered examples of professionalism
19 such as, (as read:) Thank you for calling, company
20 name, my name is blank. Is that right?

21 A. That's an example here; yes.

22 Q. Would you turn to turn to page 19 of that
23 same exhibit. Did your QA program also involve
24 requiring and scoring criteria such as whether
25 effective acknowledgment statements were made?

1 And an example providing is (as read:)
2 Customer states they need HD receiver. Agents need
3 to respond by making a statement letting the
4 customer know that we offer HD.

5 Is that correct?

6 A. Yeah. The example is to ensure that the
7 offering that we suggest to the customer meets their
8 prescribed needs. In this example.

9 Q. Would you also turn to page 23 of that same
10 exhibit. And if you look at Paragraph 16. Did your
11 QA program also involve scoring sales
12 representatives who worked for OE retailers on how
13 responsive they were to the customer and whether
14 they provided an appropriate level of customer
15 service?

16 A. I'm sorry, I was on the wrong page. Can you
17 ask me again. I'm on 16.

18 Q. Yes, Paragraph 16. I'm sorry, Page 23.

19 THE COURT: It's highlighted on the
20 screens.

21 A. Okay. Now I'm there, I'm sorry.

22 Q. So your QA program, in addition to making
23 sure information, correct disclosure information is
24 provided to customer, also scores on whether sales
25 representatives that work for OE retailers had an

1 appropriate level of customer service and
2 responsiveness; is that right?

3 A. Yeah. What we're trying to do here is score
4 the customer interaction and is it appropriate.

5 Q. Great. And that would be by looking at
6 things such as tone of voice, appropriate and timely
7 response, and allowing for the potential customer to
8 complete sentences?

9 A. Yes. So -- so listening to what the
10 customer is asking and providing the solution that
11 meets their need. Versus assuming.

12 Q. Okay. And turning your attention to
13 Paragraph 17 on the same page. The QA evaluation
14 system also extended to evaluating whether a sales
15 representative closed the call with a professional
16 ending statement; is that right?

17 A. Hm-mm, yes.

18 Q. And whether they thanked the customer for
19 the sale and asked if they had any questions?

20 A. And provided a contact number if they had
21 any additional questions so that they could call us
22 if there was gonna be a change in the installation
23 arrival time or if they changed their mind on the
24 hardware or programming they had ordered; yes.

25 Q. And did a big component of QA also involve

1 what DISH called right-sizing the customer?

2 A. The definition in my mind of right-sizing is
3 providing the solution that best suits the
4 customer's need.

5 Q. And did the QA program involve an evaluation
6 as to whether the sales reps working for OE
7 retailers were right-sizing the customer?

8 A. Yes. And we still do that today.

9 Q. If you'll turn to plaintiffs' Exhibit 1048.
10 And this one is in your binder. Page 7.

11 So I'm gonna focus your attention on Numbers 1
12 through 8 of this QA form. I know it's a little
13 hard to read.

14 So the questions on this page, such as (as
15 read:) Did the agent ask for the total number of
16 TVs to have DISH Network service on, reconfirm the
17 count, and input an equipment configuration that
18 meets the customer's need? Is that a QA criteria
19 that goes toward right-sizing the customer?

20 A. Yes.

21 Q. Turning your attention to the second QA
22 criteria on the form. (As read:) Did the agent
23 ask, reconfirm, and correctly input TV by TV which
24 TVs will receive HD and DVR services?

25 Is that a criteria that goes toward

1 right-sizing the customer?

2 A. Yes.

3 Q. Skipping down to number 4. (As read:) Did
4 the agent ask the customer the specific channels
5 they want to watch, or currently watch?

6 Is that a question that went toward
7 right-sizing the customer?

8 A. That was an investigation question to
9 ascertain what channels would be important to them.
10 And the channels that would be important to them
11 were not always in our -- were not always in the
12 same package. So we could inform them of different
13 packages and what channels were in each package.

14 Q. So I won't waste everybody's time by reading
15 through all eight of these questions, but were these
16 questions designed to evaluate OE retailers on how
17 they were best selling the package that the customer
18 needed and wanted?

19 A. Yeah. These were the categories in which we
20 felt important that either -- either through direct
21 ask or through conversation that the customer's
22 needs were married against what we could provide
23 them. Or excuse me, what the selling entity could
24 provide them.

25 Q. Okay. You testified earlier that DISH

1 exercised oversight over how OE retailers were
2 marketing, just not the channels through which they
3 were marketing.

4 would you turn to tab 7 of the binder that
5 Mr. Bicks handed you. And that's tab 7, and the
6 document itself will be marked plaintiffs'
7 Exhibit 238.

8 And if you're there, would you turn to Page 16,
9 and I'm gonna direct your attention to paragraph
10 7.3. I'm gonna direct you to about the middle of
11 that paragraph with the sentence that starts
12 "Furthermore, retailers shall take all actions..."
13 Are you there?

14 A. Yes.

15 Q. So when you said that DISH could exercise
16 oversight over how the OE retailers were marketing,
17 just not the channels through which they were
18 marketing, did that right or ability to have
19 oversight over the how, did that come from this
20 provision in the retailer agreement?

21 A. This provision is in relationship to orders
22 specifically. So the oversight is to the order. So
23 what we -- what we offer as it relates to the
24 promotional program is what we say it is. They have
25 no input.

KATHY J. SULLIVAN, CSR, RPR
OFFICIAL COURT REPORTER

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1 Q. I'm just trying to get at the -- about --

2 A. Marketing?

3 Q. Yeah. The how of the marketing, all these
4 criteria that we just went over. Where does DISH's
5 right to exercise oversight of these areas come
6 from? Does it come from this paragraph of the
7 retailer agreement?

8 A. Yeah, so this is the -- this is the
9 promotional program. So our -- our introductory
10 consumer offer. And the -- and the -- and the
11 things contained within: An introductory price, a
12 free upgrade on a hardware thing, free premium
13 channels for three months.

14 The -- the marketing material, the shared mail,
15 direct mail, television ad, radio ad, we didn't
16 dictate where that was placed or how frequently or
17 infrequently. What we did require was that the --
18 the -- the promotion was what we said it was.

19 Q. Okay. I think we might be talking at
20 cross-purposes. Would you flip to maybe the first
21 page of that -- of that document?

22 A. Yes.

23 Q. Because I believe what I've handed you is
24 the retailer agreement and not the terms and
25 conditions of a promotional program?

1 A. Yep, yes.

2 Q. Okay. So back to the Paragraph 7.3 that I
3 had up earlier.

4 A. Yeah, so it's comply with the business
5 rules. The business rules are -- are written for
6 our promotion. So --

7 Q. Okay. So is your answer then DISH's right
8 to exercise oversight in these areas, that comes
9 from a business rule then?

10 A. The oversight -- the oversight of the
11 promotion is contained in the business rule.

12 Q. Thank you.

13 A. Which translates to an order.

14 THE COURT: It's almost 8:30 -- 4:30
15 Ms. Ohta.

16 MS. OHTA: I have about ten more minutes of
17 questioning. I'm happy to continue tomorrow, Your
18 Honor.

19 THE COURT: All right. This would be a
20 good time to break. Except I want that last
21 question.

22 MS. OHTA: What was that, Your Honor? I'm
23 sorry?

24 THE COURT: I was just getting the rest of
25 that answer. I got it.

1 All right. We will see you in the morning,
2 9:00. Court is adjourned.

3 (Court was recessed for the day.)

4 I, KATHY J. SULLIVAN, CSR, RPR, CRR, Official Court
5 Reporter, certify that the foregoing is a correct
6 transcript from the record of proceedings in the
7 above-entitled matter.

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KATHY J. SULLIVAN, CSR, RPR
OFFICIAL COURT REPORTER

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EXHIBIT 250

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TX 102-008004

UNITED STATES DISTRICT COURT

for the
Central District of Illinois

UNITED STATES OF AMERICA,
and the STATES of CALIFORNIA,
ILLINOIS, NORTH CAROLINA,
And OHIO,

Plaintiffs,

vs.

DISH NETWORK LLC,

Defendant.

Case Number: 09-3073

JUDGMENT IN A CIVIL CASE

☐ **JURY VERDICT.** This action came before the Court for a trial by jury. The issues have been tried and the jury has rendered its verdict.

☒ **DECISION BY THE COURT.** This action came to trial or hearing before the Court. The issues have been tried or heard and a decision has been rendered.

IT IS ORDERED AND ADJUDGED, pursuant to Findings of Fact and Conclusions of Law entered by United States District Judge Sue E. Myerscough on 6/5/2017, this Court entered Judgment in favor of the Plaintiffs United States and the States of California, Illinois, North Carolina, and Ohio and against Defendant Dish Network L.L.C. on Counts I, II, III, V, VI, VII, VIII, IX, X, and XII of the Third Amended Complaint and judgment in favor of Plaintiff United States and against Defendant Dish Network L.L.C. on the claim that Defendant provided substantial assistance to Star Satellite as alleged in Count IV of the Third Amended Complaint, and judgment in favor of Defendant Dish Network L.L.C. and against the United States on the claim that Dish Network, L.L.C. provided substantial assistance to Dish TV Now as alleged in Count IV of the Third Amended Complaint. The Court enters judgment in favor of Defendant Dish Network L.L.C. and against Plaintiff State of Illinois on Count XI of the Third Amended Complaint. The Court awards the following monetary relief in favor of the Plaintiffs United States and the States of California, Illinois, North Carolina, and Ohio and against Defendant Dish Network L.L.C.:

1. Dish Network L.L.C. is hereby ordered to pay a civil penalty to the United States in the sum of \$168,000,000.00 for Dish's violation of the TSR done with knowledge or knowledge fairly implied, as alleged in Counts I, II, III, and IV.
2. Dish Network L.L.C. is hereby ordered to pay statutory damages in the sum of \$84,000,000.00 to the Plaintiff States of California, Illinois, North Carolina, and Ohio in the following sums for violations of the TCPA and FCC Rule as alleged in Counts V and VI, for which Dish shall be jointly and

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severally liable to the Plaintiff States of California, Illinois, North Carolina, and Ohio. The statutory damages shall be divided as follows:

- (a) California is awarded statutory damages in the sum of \$36,456,000.00;
 - (b) Illinois is awarded statutory damages in the sum of \$17,388,000.00;
 - (c) North Carolina is awarded statutory damages to in the sum of \$10,248,000.00; and
 - (d) Ohio is awarded statutory damages in the sum of \$19,908,000.00.
3. Dish Network L.L.C. is hereby ordered to pay a civil penalty to Plaintiff State of California in the sum of \$16,800,000.00 for violation of California Business and Professions Code §17200 and 175929(c) as alleged in Counts VII and VIII.
 4. Dish Network L.L.C. is hereby ordered to pay a civil penalty to Plaintiff State North Carolina in the sum of \$8,400,000.00 for violation of the North Carolina General Statutes §§ 75-102 and 75-104, as alleged in Counts IX and X.
 5. Dish Network L.L.C. is hereby ordered to pay a civil penalty to Plaintiff State Ohio in the sum of \$2,800,000.00 for violation of Ohio Consumer Sales Protection Act, Ohio Revised Code §§ 1345.02 and 1345.03, as alleged in Count XII.

As additional necessary and appropriate relief, the Court further hereby enters a Permanent Injunction in favor of the Plaintiffs and against Defendant Dish Network, L.L.C. in the manner set forth in the separate Permanent Injunction Order entered herewith.

All pending motions are denied as moot. This case is closed, except to the extent that the Court retains jurisdiction to enforce the Permanent Injunction.

Dated: June 5, 2017

s/ Kenneth A. Wells

Kenneth A. Wells
Clerk, U.S. District Court

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EXHIBIT 251

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TX 102-008007



**DNC Investigation Team
MANUAL**

DEFENDANT'S
EXHIBIT
DTX-745

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WELCOME TO THE DO NOT CALL INVESTIGATION TEAM!

Congratulations on your new position in the DNC investigation team. The DNC Investigation Team is a team within the existing Executive Resolution Team. One of your primary job functions will be assisting DNC escalations.

Consumers frequently complain that they receive telemarketing calls from individuals that turn out to be representatives of retailers. At times, these marketers are in violation of TCPA law, and:

- Misidentify themselves as DISH Network, or;
- Provide no information to the consumer that serves to identify the marketer's corporate identity

Ultimately, retail marketers in violation of TCPA law give the consumer a negative impression of DISH Network. As importantly, they also put Echostar at risk of litigation.

The DNC Investigation Team assists consumers in investigation activities, with the intention of locating identifying information for retail telemarketers that are in alleged violation of TCPA law.

This course will guide you through skills and information needed to successfully assist agents, coaches and managers with DNC escalations. You will also learn skills to track these calls effectively.

Tracking calls will allow the DNC Investigation to:

- Report opportunities to CSC management staff
- Report opportunities to Retailer management staff
- Report opportunities to Order Entry Retailer management staff
- Ensure future compliance with TCPA laws.



DNC Investigation Team Vision

The DNC Investigation Team vision is to reduce the number and severity of TCPA violations.



DNC Investigation Mission

The DNC Investigation Team mission is to identify the nature and source of TCPA violations, accurately report findings and resolve customer concerns.

Telephone Consumer Protection Act states.....

Restrictions on Telemarketing and Telephone Solicitation

(a) No person or entity may:

(1) Initiate any telephone call (other than a call made for emergency purposes or made with the prior express consent of the called party) using an automatic telephone dialing system or an artificial or prerecorded voice

(i) To any emergency telephone line, including any 911 line and any emergency line of a hospital, medical physician or service office, health care facility, poison control center, or fire protection or law enforcement agency;

(ii) To the telephone line of any guest room or patient room of a hospital, health care facility, elderly home, or similar establishment; or

(iii) To any telephone number assigned to a paging service, cellular telephone service, specialized mobile radio service, or other radio common carrier service, or any service for which the called party is charged for the call;

(2) Initiate any telephone call to any residential line using an artificial or prerecorded voice to deliver a message without the prior express consent of the called party, unless the call:

(i) Is made for emergency purposes;

(ii) Is not made for a commercial purpose;

(iii) Is made for a commercial purpose but does not include or introduce an unsolicited advertisement or constitute a telephone solicitation;

(iv) Is made to any person with whom the caller has an established business relationship at the time the call is made, or

(v) Is made by or on behalf of a tax-exempt nonprofit organization.

(3) Use a telephone facsimile machine, computer, or other device to send an unsolicited advertisement to a telephone facsimile machine.

(i) For purposes of paragraph (a)(3) of this section, a facsimile Advertisement is not unsolicited if the recipient has granted the sender prior express invitation or permission to deliver the advertisement, as evidenced by a signed, written statement that includes the facsimile number to which any advertisements may be sent and clearly indicates the recipient's consent to receive such facsimile advertisements from the sender.

(ii) A facsimile broadcaster will be liable for violations of paragraph

(a)(3) of this section if it demonstrates a high degree of involvement in, or actual notice of, the unlawful activity and fails to take steps to prevent such facsimile transmissions.

(4) Use an automatic telephone dialing system in such a way that two or more telephone lines of a multi-line business are engaged simultaneously.

(5) Disconnect an unanswered telemarketing call prior to at least 15 seconds or four (4) rings.

(6) Abandon more than three percent of all telemarketing calls that are answered live by a person, measured over a 30-day period. A call is abandoned if it is not connected to a live sales representative within two (2) seconds of the called persons completed greeting. Whenever a sales representative is not available to speak

with the person answering the call, that person must receive, within two (2) seconds after the called persons completed greeting, a prerecorded identification message that states only the name and telephone number of the business, entity, or individual on whose behalf the call was placed, and that the call was for telemarketing purposes. The telephone number so provided must permit any individual to make a do-not-call request during regular business hours for the duration of the telemarketing campaign. The telephone number may not be a 900 number or any other number for which charges exceed local or long distance transmission charges. The seller or telemarketer must maintain records establishing compliance with paragraph (a)(6) of this section.

(i) A call for telemarketing purposes that delivers an artificial or prerecorded voice message to a residential telephone line that is assigned to a person who either has granted prior express consent for the call to be made or has an established business relationship with the caller shall not be considered an abandoned call if the message begins within two (2) seconds of the called persons completed greeting.

(ii) Calls made by or on behalf of tax-exempt nonprofit organizations are not covered by paragraph (a)(6) of this section.

(7) Use any technology to dial any telephone number for the purpose of determining whether the line is a facsimile or voice line.

(b) All artificial or prerecorded telephone messages shall:

(1) At the beginning of the message, state clearly the identity of the business, individual, or other entity that is responsible for initiating the call. If a business is responsible for initiating the call, the name under which the entity is registered to conduct business with the State Corporation Commission (or comparable regulatory authority) must be stated, and

(2) During or after the message, state clearly the telephone number (other than that of the auto dialer or prerecorded message player that placed the call) of such business, other entity, or individual. The telephone number provided may not be a 900 number or any other number for which charges exceed local or long distance transmission charges. For telemarketing messages to residential telephone subscribers, such telephone number must permit an individual to make a do not call request during regular business hours for the duration of the telemarketing campaign.

(c) No person or entity shall initiate any telephone solicitation, as defined in paragraph (f)(9) of this section, to:

(1) Any residential telephone subscriber before the hour of 8 a. m. or after 9 p.m. (local time at the called party's location), or

(2) A residential telephone subscriber who has registered his or her telephone number on the national do-not-call registry of persons who do not wish to receive telephone solicitations that is maintained by the federal government. Such do not call registrations must be honored for a period of 5 years. Any person or entity making telephone solicitations (or on whose behalf telephone solicitations are made) will not be liable for violating this requirement if:

(i) it can demonstrate that the violation is the result of error and that as part of its routine business practice, it meets the following standards:

(A) Written procedures. It has established and implemented written procedures to comply with the national do-not-call rules;

(B) Training of personnel. It has trained its personnel, and any entity assisting in its compliance, in procedures established pursuant to the national do-not-call rules;

(C) Recording. It has maintained and recorded a list of telephone numbers that the seller may not contact;

(D) Accessing the national do- not- call database. It uses a process to prevent telephone solicitations to any telephone number on any list established pursuant to the do- not- call rules, employing a version of the national do- not- call registry obtained from the administrator of the registry no more than three months prior to the date any call is made, and maintains records documenting this process; and

(E) Purchasing the national do- not- call database. It uses a process to ensure that it does not sell, rent, lease, and purchase or uses the national do- not- call database, or any part thereof, for any purpose except compliance with this section and any such state or federal law to prevent telephone solicitations to telephone numbers registered on the national database. It purchases access to the relevant do- not- call data from the administrator of the national database and does not participate in any arrangement to share the cost of accessing the national database, including any arrangement with telemarketers who may not divide the costs to access the national database among various client sellers; or

(ii) It has obtained the subscriber's prior express invitation or permission. Such permission must be evidenced by a signed, written agreement between the consumer and seller which states that the consumer agrees to be contacted by this seller and includes the telephone number to which the calls may be placed; or

(iii) The telemarketer making the call has a personal relationship with the recipient of the call.

(d) No person or entity shall initiate any call for telemarketing purposes to a residential telephone subscriber unless such person or entity has instituted procedures for maintaining a list of persons who request not to receive telemarketing calls made by or on behalf of that person or entity. The procedures instituted must meet the following minimum standards:

(1) Written policy. Persons or entities making calls for telemarketing purposes must have a written policy, available upon demand, for maintaining a do- not- call list.

(2) Training of personnel engaged in telemarketing. Personnel engaged in any aspect of telemarketing must be informed and trained in the existence and use of the do- not- call list.

(3) Recording, disclosure of do- not- call requests. If a person or entity making a call for telemarketing purposes (or on whose behalf such a call is made) receives a request from a residential telephone subscriber not to receive calls from that person or entity, the person or entity must record the request and place the subscriber's name, if provided, and telephone number on the do- not- call list at the time the request is made. Persons or entities making calls for telemarketing purposes (or on whose behalf such calls are made) must honor a residential subscriber's do- not- call request within a reasonable time from the date such request is made. This period may not exceed thirty days from the date of such request. If such requests are recorded or maintained by a party other than the person or entity on whose behalf the telemarketing call is made, the person or entity on whose behalf the telemarketing call is made will be liable for any failures to honor the do- not- call request. A person or entity making a call for telemarketing purposes must obtain a consumer's prior express permission to share or forward the consumer's request not to be called to a party other than the person or entity on whose behalf a telemarketing call is made or an affiliated entity.

(4) Identification of sellers and telemarketers. A person or entity making a call for telemarketing purposes must provide the called party with the name of the individual caller, the name of the person or entity on whose behalf the call is being made, and a telephone number or address at which the person or entity may be contacted. The telephone number provided may not be a 900 number or any other number for which charges exceed local or long distance transmission charges.

(5) Affiliated persons or entities. In the absence of a specific request by the subscriber to the contrary, a residential subscriber's do- not- call request shall apply to the particular business entity making the call (or on whose behalf a call is made), and will not apply to affiliated entities unless the consumer reasonably would expect them to be included given the identification of the caller and the product being advertised.

(6) Maintenance of do- not- call lists. A person or entity making calls for telemarketing purposes must maintain a record of a caller's request not to receive further telemarketing calls. A do- not-call request must be honored for 5 years from the time the request is made.

(7) Tax- exempt nonprofit organizations are not required to comply with 64.1200(d).

(e) The rules set forth in sections 64.1200(c) and 64.1200(d) are applicable to any person or entity making telephone solicitations or telemarketing calls to wireless telephone numbers to the extent described in the Commission's Report and Order, CG Docket No. 02- 278, FCC 03- 153, Rules and Regulations Implementing the Telephone Consumer Protection Act of 1991.

(f) As used in this section:

(1) The terms automatic telephone dialing system and auto dialer mean; equipment which has the capacity to store or produce telephone numbers to be called using a random or sequential number generator and to dial such numbers.

(2) The term emergency purposes means calls made necessary in any situation affecting the health and safety of consumers.

(3) The term established business relationship means a prior or existing relationship formed by a voluntary two- way communication between a person or entity and a residential subscriber with or without an exchange of consideration, on the basis of the subscriber's purchase or transaction with the entity within the eighteen (18) months immediately preceding the date of the telephone call or on the basis of the subscriber's inquiry or application regarding products or services offered by the entity within the three months immediately preceding the date of the call, which relationship has not been previously terminated by either party.

(i) The subscriber's seller- specific do- not- call request, as set forth in paragraph (d)(3) of this section, terminates an established business relationship for purposes of telemarketing and telephone solicitation even if the subscriber continues to do business with the seller.

(ii) The subscriber's established business relationship with a particular business entity does not extend to affiliated entities unless the subscriber would reasonably expect them to be included given the nature and type of goods or services offered by the affiliate and the identity of the affiliate.

(4) The term facsimile broadcaster means a person or entity that transmits messages to telephone facsimile machines on behalf of another person or entity for a fee.

(5) The term seller means the person or entity on whose behalf a telephone call or message is initiated for the purpose of encouraging the purchase or rental of, or investment in, property, goods, or services, which is transmitted to any person.

(6) The term telemarketer means the person or entity that initiates a telephone call or message for the purpose of encouraging the purchase or rental of, or investment in, property, goods, or services, which is transmitted to any person.

(7) The term telemarketing means the initiation of a telephone call or message for the purpose of encouraging the purchase or rental of, or investment in, property, goods, or services, which is transmitted to any person.

(8) The term telephone facsimile machine means equipment which has the capacity to transcribe text or images, or both, from paper into an electronic signal and to transmit that signal over a regular telephone line, or to transcribe text or images (or both) from an electronic signal received over a regular telephone line onto paper.

(9) The term telephone solicitation means the initiation of a telephone call or message for the purpose of encouraging the purchase or rental of, or investment in, property, goods, or services, which is transmitted to any person, but such term does not include a call or message:

(i) To any person with that person's prior express invitation or permission.

(ii) To any person with whom the caller has an established business relationship; or

(iii) By or on behalf of a tax- exempt nonprofit organization.

(10) The term unsolicited advertisement means any material advertising the commercial availability or quality of any property, goods, or services which is transmitted to any person without that person's prior express invitation or permission.

(11) The term personal relationship means any family member, friend, or acquaintance of the telemarketer making the call.

(g) Beginning January 1, 2004, common carriers shall:

(1) When providing local exchange service, provide an annual notice, via an insert in the subscriber's bill, of the right to give or revoke a notification of an objection to receiving telephone solicitations pursuant to the national do- not- call database maintained by the federal government and the methods by which such rights may be exercised by the subscriber. The notice must be clear and conspicuous and include, at a minimum, the Internet address and toll-free number that residential telephone subscribers may use to register on the national database.

(2) When providing service to any person or entity for the purpose of making telephone solicitations, make a one- time notification to such person or entity of the national do- not- call requirements, including, at a minimum, citation to 47 C. F. R. § 64.1200 and 16 C. F. R. Part 310. Failure to receive such notification will not serve as a defense to any person or entity making telephone solicitations from violations of this section.

(h) The administrator of the national do- not- call registry that is maintained by the federal government shall make the telephone numbers in the database available to the States so that a State may use the telephone numbers that relate to such State as part of any database, list or listing system maintained by such State for the regulation of telephone solicitations.

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§ 64.1601 Delivery requirements and privacy restrictions.

4. Section 64.1601 is amended by adding paragraph (e) to read as follows:

* * * * (e) Any person or entity that engages in telemarketing, as defined in section 64.1200(f)(7) must transmit caller identification information.

(i) For purposes of this paragraph, caller identification information must include either CPN or ANI, and, when available by the telemarketer's carrier, the name of the telemarketer. It shall not be a violation of this paragraph to substitute (for the name and phone number used in, or billed for, making the call) the name of the seller on behalf of which the telemarketing call is placed and the seller's customer service telephone number. The telephone number so provided must permit any individual to make a do- not- call request during regular business hours.

(ii) Any person or entity that engages in telemarketing is prohibited from blocking the transmission of caller identification information.

(iii) Tax- exempt nonprofit organizations are not required to comply with this paragraph.

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§ 68.318 Additional limitations.

5. Section 68.318 is amended by revising (d) to read as follows:

(d) Telephone facsimile machines; Identification of the sender of the message. It shall be unlawful for person within the United States to use a computer or other electronic device to send any message via a telephone facsimile machine unless such person clearly marks, in a margin at the top or bottom of each transmitted page of the message or on the first page of the transmission, the date and time it is sent and an identification of the business, other entity, or individual sending the message and the telephone number of the sending machine or of such business, other entity, or individual. If a facsimile broadcaster demonstrates a high degree of involvement in the sender's facsimile messages, such as supplying the numbers to which a message is sent, that broadcaster's name, under which it is registered to conduct business with the State Corporation Commission (or comparable regulatory authority), must be identified on the facsimile, along with the sender's name. Telephone facsimile machines manufactured on and after December 20, 1992, must clearly mark such identifying information on each transmitted page.

* * * * *

Additional Information.....

The Telephone Consumer Protection Act (TCPA) of 1991 allows a consumer to add their phone number to up to three Do Not Call Lists to prevent calls of solicitation:

- National Do Not Call List
- State Do Not Call Lists
- Company Do Not Call Lists



On the National Do Not Call List, the customer must register every number for which they wish to receive this protection. A TCPA Escalation is a call where the caller alleges that DISH Network or one of our retailers has violated no call laws.

If DISH Network or any of our retailers violate no call laws, we could be subject to fines

.....and if severe enough, we may be pursued legally!

There are, however, some special situations that may arise. The FCC has established that a company can call a consumer if they already have a business relationship; these calls **CANNOT** be in regards to solicitation.

Examples of these calls are:

- Past due billing notices
- Customer service call-backs

Existing business relationship can be claimed for 18 months after a customer has cancelled there account. If the customer wants to stop receiving calls the best thing to do is put them on our internal DNC list.

You may get a call about an alleged violation where a customer claims they are on state or national no call lists and BRIO (DISH Network database tool) shows they are not. This can happen for a number of reasons, the following are ways that a person can register and their registration is no longer effective.

- They have registered within the last 31 days
- They have made a change with their phone company that caused removal.
 - These include but aren't limited to:
 - Temporary disconnection of service
 - Changes to service plans
 - Changes in billing information

There is no way for us to validate what is the cause for the removal, but the customer can verify their registration status on the national no call list at: www.donotcall.gov.

State no call lists may have their own separate policies, expiration dates, etc. It will be the customer's responsibility to research if their state registration has expired or changed.

Taking the Initial Call

Our number one focus with these consumers is to recognize their emotions and respond with the appropriate level of empathy. These consumers are victims and their rights have been violated. We need to “Kill Them with Kindness.”

When you are handling a TCPA escalation, you must use this form each time.

The form is divided into fields, each with its own function. Every time you hit next, one or all of the fields will change to meet the needs of the next step. The options displayed and information requested depends on previous entries, and there are many different paths the tracker may take.

The screenshot shows a software window titled "TCPA - Form" with three main sections: "What you say:", "Actions to take:", and "Data To Collect".

- What you say:** Contains an "Opening script" with text: "I'm sorry to hear that you have been bothered by telemarketing calls. I know how frustrating they can be. In order to assist you further, I would like to check our Do Not Call registry, to see if you are on it. To do so, I will need your full name, your address, and the phone number at which you received the call."
- Actions to take:** Contains instructions: "Read script. Ask customer for information listed under 'Data to Collect'. Click the 'Next' button."
- Data To Collect:** Includes fields for "Consumer Info": "Consumer Name", "Phone number where the call was received", "Addr 1", "Addr 2", "City", "State", and "Zip".

Below these sections is a "Nature of the Complaint" section with checkboxes: "Frequent Calls?", "Abusive Behavior", "Lewd/Obscene conduct", "Harassment/Malicious call pattern", and "Solicitor hung up when asked for ID or to be added to DNC list". The "None" option is checked.

A large "NEXT" button is at the bottom right. A note at the bottom left says: "Finished filling out data consumer is willing to provide before clicking NEXT".

Callout boxes provide further details:

- What you say:** This field gives you recommended scripting for handling the call. As with all scripts, you will not be required to read it word-for-word. But you will be expected to express all of its concepts to the customer, and therefore provide the customer all the necessary information they need to know.
- Actions to take:** This field will advise you of the actions you should be taking on the current screen you are on. Always perform each of these actions before selecting next; there will be no opportunity to go back.
- Nature of the Complaint** In this field you will need to select applicable complaints the customer has about the caller. This field will remain through each step; you can add and remove things from this field as the call
- Data to Collect** Here you will enter all of the requested information on each screen. Contact all numbers provided by to consumer to insure the number calling is not DISH Network.
- Next** Once you have performed all the requested actions on the current screen, select next. There is no back button.

The tracker has a great number of paths that it will follow, but only a limited number of conclusions. Those conclusions are:

- A violation has taken place and we have some information on the Vendor.
- A violation has taken place and we have no information on the Vendor.
- No violation has taken place and the calls were made by DISH Network.
- No violation has taken place and the calls were made by a Vendor.
- A violation has taken place and DISH Network placed the calls.

Remember: Trust the tracker. This functionality has many different logics built into it that will do all the work for you; all you need to do is enter the appropriate information when prompted.

What the Information Means and Where to go from Here.

Remember the five conclusions we can come to based off the information we gathered? Here is what you will do based off those conclusions.

A violation has taken place and we have some information on the Vendor:

- Call the number provided to you by the consumer. You may be able to identify the vendor by simply calling the number.
- Use websites for reverse lookup. (yellowpages.com or whitepages.com)
- Search the number against our known vendor list in the TCPA tracker tool.
- This conclusion happens when information is given on the vendor; this can include the number listed on the caller id or a name provided during the call. An email is generated to Vendor Inquiries; (vendorinquiries@echostar.com) this group will research the information given and attempt to verify the corporate identity of the party placing the calls. Upon completion of their research, they will respond with one of two results; Vendor found or Vendor not found.

A violation has taken place and we have no information on the Vendor:

- The tracker will identify that no information was entered on the vendor, this not sending an email to Vendor Inquiries. With no information available to research the only option for the consumer would be an alternate step to locate the vendor, our Merchant Identification Process. (details available later in this training)

No violation has taken place and the calls were made by DISH Network.

- This is an opportunity for customer education. We need to explain to them why no violation has taken place. If they are not on the National DNC list, we need to recommend they add themselves to that list. We need to remain empathetic, but due to no violation taken place, we will not proceed with an investigation.

No violation has taken place and the calls were made by a Vendor:

- Same as above. Remember to remain empathetic and ensure they know how to add themselves to the National Do Not Call Registry.

A violation has taken place and DISH Network made the calls:

- We need to remain empathetic and do everything we can to assist the consumer. However, we cannot do anything that could put DISH Network at risk for litigation. We will ensure the customer is added to our internal DNC list and send them a copy of our DNC policy. We will also apologize for the calls that they have received and ensure them that we will do everything we can to ensure they do not receive any additional calls.

Beginning your electronic file

Once you have taken the call and have gotten all of the appropriate information from the consumer, an email will be generated by the TCPA Tracker. This email will go to one of three places:

- TCPA Inbox
- Vendor Inquiries
- ERT Management

TCPA Inbox

- Every inquiry will generate an email to the TCPA Inbox; this is the start of your electronic file.

Vendor Inquiries

- The only conclusion that will lead to an email going to Vendor Inquiries is when a violation has taken place and the customer was able to provide some information that may help to identify the vendor responsible for placing the calls.

ERT Management

- The only conclusion that an email will lead to ERT Management will be for DISH Network placing the calls and a violation taking place.

Your first step will be to change the subject line of the email to match the following format: *(the record # will be located in the body of the email)*:

Record # – Your Name – Account # or Not a Customer – Consumer Last Name

The TCPA Inbox will be copied on all of the emails. This is the start of your electronic file. After you have changed your subject line you will move your email to the appropriate group. You will need to move this email from the TCPA inbox into your personal TCPA Folder.

02.David Laslo [3]
1. Pending Vendor Inquiries
2. Identifying Merchant [3]

Next you will attach a copy of the Brio report to your email. You can do so by forwarding this email back to the TCPA Inbox or your personal inbox. You will also want to save a copy of the Brio report to your G: Drive for later use.

Now you will move the new email with the attached Brio report from the TCPA Inbox to your Pending Vendor Inquiries personal folder or Identifying Merchant (depending on the investigation and data provided) and delete the old email without the Brio attachment.

Each step you will save your work to this email. Continuing until the investigation is completed.

What to do when the Vendor is found

After you have sent your email to Vendor Inquiries, you should receive a response in 72 business hours. Again their response will be either Vendor Found or Vendor Not Found.

If the Vendor was found you will draft a Retailer found letter, send the consumer a copy of the Brio report and a copy of our internal DNC policy.

How to write letter:

- i. Email received with vendor found information. (Corporate information on Vendor)
- ii. Select "Investigator's Tracker" to access the complaint. Once complaint is opened select write letter. This will launch the letter module.
- iii. If consumer information was entered when you initially tracked the issue, it will be available in the letter module. If not, update record; update consumer name and address in the tracker.
- iv. Letter Type: Select the appropriate letter type. With this example you will need to select "DNC-Retailer Found – ERT"

Once "DNC – Retailer Found – ERT" a field will populate to add the vendor's corporate information. Enter in the appropriate information.

- I. First Date (This is the date you first spoke to the consumer)

1st Date	1/16/2009	January 16, 2009
----------	-----------	------------------

- II. Contact Type (How did you receive the complaint; by phone or by letter)

Contact type	<div>call on letter dated</div>
--------------	-------------------------------------

- III. Now update the "Company Info"! This will be available from Vendor Inquiries email.

Company info					
Name	<input type="text"/>				
Address:	<input type="text"/>				
<input type="checkbox"/> 2nd Address Line					
City	<input type="text"/>	State	<input type="text"/>	Zip	<input type="text"/>
			Phone	<input type="text"/>	

- IV. When you have added all the appropriate information select "Submit Letter". This will send the letter to our editor who will proof read and print for you.

v.

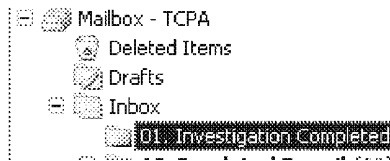
This letter will include contact information for the retailer that contacted the consumer. We will tell the consumer that we have our own internal procedures for holding the retailers accountable and send the letter.

Saving Data to Electronic File:

You will need to obtain the email that was initialing sent to the TCPA inbox. You will now need to add the following to this email chain:

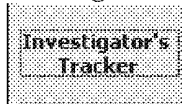
1. Add the email from Vendor Inquiries that the vendor was found and lists the corporate information to your email chain.
2. Once your letter is printed you will receive an email from the ERT Editor. Add this email to you file that the letter was printed and mailed.
3. Add any additional comments that may be needed.

You will now move your completed investigation file email into the completed folder in the TCPA inbox.



Closing the Record Number:

1. The final step would be to close your issue. You will need to access the record number in your "Investigator Tracker" within the TCPA Tracker.



2. Locate the record. Select "Achieve (done)" under the current step section:



3. Under "Current Result" select (closed).



4. After this, close out of this record by selecting the finish button.



Vendor is not found. What Next?

If a violation has taken place and you were not able to identify the vendor, what is the next step? Since Vendor Inquiries was unable to identify the vendor our next option would be to offer the consumer an alternative route, which is our “**Merchant Identification Process**.”

1. Definition:

- Used to identify the party responsible for placing the call. Verifying where the call in question originated from.

2. Partner:

- DISH Network has teamed with Equifax in identifying which vendors are likely making illegal telemarketing calls. Equifax will be assisting in providing the merchant who ran an individual's credit.

1. Contact the consumer back once the email from Vendor Inquiries is received that they were unable to locate the vendor.

Example of the email response:

Based upon the information provided, we are unable to identify the retailer at this time.

2. Explain to the customer that the information they provided (during the initial call) was not sufficient enough for us to identify the vendor.
 1. Explain that the process taken to investigate the number provided. The process includes searching the number against our data base of known vendors, attempts to call the number to identify the vendor, and reverse lookup on the number provided. (yellowpages.com or whitepages.com)
 2. Explain Voice-over-Internet-protocol (VoIP) to the consumer.
 - a. This is the technology used to transmit voice conversations over a data network using IP.
 - b. With this new calling feature numbers are harder to identify.
 - c. In a matter of minutes anyone can set up a calling plan over the internet. The number selected to appear on caller id's are almost untraceable, listing spoof numbers. Researching these numbers are not the same as a normal land line or cell phone numbers.

3. Merchant Identification Process

1. Explain to the consumer that we are working with Equifax to identify the party. How?
2. A qualification must be ran or completed by the party placing the call. An actual account or work order to install service is not necessary. If an account is created DISH Network will refund any funds drafted and cancel any pending installations.
3. Once a qualification is ran we can contact Equifax to verify who requested the credit qualification!
4. Direct the consumer that they must use their own Social Security Number. By doing so we are able to catch vendors who qualify in an external data base. (Outside network other than DISH Promo)
5. The consumer would then wait to receive a call and consent to the sales pitch and agree to set up service.
6. They would offer their SSN to the vendor to complete the qualification. The customer also does not need to be approved for a certain promotion. Any

decision returned from the bureau will allow us to identify the vendor. (Example of such; Approved, Declined, Fraud Alert, SSN Overuse)

7. The customer would need to keep track of the Date and Time the qualification and contact you with that information.
8. With the qualification completed, Equifax will be able to identify what merchant requested the credit check at that time. This would prove which vendor made the calls to the consumer.

4. Once the qualification was ran, you will gather that information and forward it to David Laslo.

Below is an example of the format needed:

Name of Consumer:

1. ***Credit Score or Application Control ID:***
2. ***Date qualification was ran:***
3. ***Time qualification was ran:***

Place Successful Qualification of Merchant and the name of the consumer in the Subject line of the email.

Subject: Successful Qualification of Merchant-Consumer's First and Last Name

5. If a DISH Network account was created; cancel the work order and submit a refund for any funds that may have been charged.

6. David Laslo will work with Equifax to verify which vendor qualified the consumer. Once known, Mr. Laslo will provide you with the vendor responsible.

7. Next you will send an email to Vendor Inquiries asking them to provide the Corporate Information of the vendor responsible for placing the calls and completing the qualification.

Provide Vendor Inquiries with the following:

1. Consumer's First and Last Name
2. Phone Number
3. Address
4. Vendor Responsible

Label the email as Vendor Found.

Subject: Vendor Found

8. Vendor Inquires will respond to this email with complete corporate information of the vendor. You will now draft the vendor found letter and send it to the consumer.

How to write letter:

- i. Email received with vendor found information.
- ii. Select "Investigator's Tracker" to access the complaint. Once complaint is opened select write letter. This will launch the letter module.
- iii. If consumer information was entered when you initially tracked the issue, it will be available in the letter module. If not update record, enter in consumer name and address.
- iv. Letter Type: Select the appropriate letter type. With this example, you will need to select "DNC-Retailer Found – ERT"

Once "DNC – Retailer Found – ERT" a field will populate to add the vendor's corporate information. Enter in the appropriate information.

- V. First Date (This is the date you first spoke to the consumer)

1st Date 1/16/2009 January 16, 2009

VI. Contact Type (How did you receive the complaint; by phone or by letter)


Contact type
call on
letter dated

VII. Now update the "Company Info"! This will be available from Vendor Inquiries email.

Company Info

Name
Address
☐ 2nd Address Line
City State Zip
Phone

VIII. When you have added all the appropriate information select "Submit Letter". This will send the letter to our editor who will proof read and print for you.

v. 

This letter will include contact information for the retailer that contacted the consumer. We will tell the consumer that we have our own internal procedures for holding the retailers accountable and send the letter. You should recommend that the consumer files a complaint against this vendor.

Saving Data to Electronic File:

You will need to obtain the email that was initialing sent to the TCPA inbox. You will now need to add the following to this email chain:

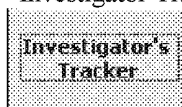
4. Add the email from Vendor Inquiries that the vendor was found and lists the corporate information to your email chain.
5. Once your letter is printed you will receive an email from the ERT Editor. Add this email to you file that the letter was printed and mailed.
6. Add any additional comments that may be needed.

You will now move your completed investigation file email into the completed folder in the TCPA inbox.



Closing the Record Number

1. The final step would be to close your issue. You will need to access the record number in your "Investigator Tracker" within the TCPA Tracker.



2. Locate the record. Select "Achieve (done)" under the current step section:



3. Under "Current Result" select (closed).



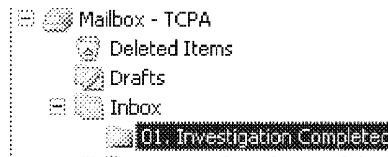
4. After this, close out of this record by selecting the finish button.



DISH or Vendor placed the calls and No Violation has taken place

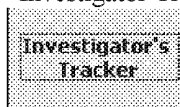
If DISH Network or a Vendor has placed calls to a consumer but they are not on any of the DNC lists, or they meet any other criteria that would lead to those calls not being in violation of the DNC laws, we would not proceed with an investigation. Because no violation has taken place, an investigation is not necessary. What we will do is:

1. Be very empathetic with the consumer. We still want to treat them with empathy even though the calling party acted within the guidelines of the law.
2. Add the consumer to our internal DNC list and provide them with a copy of our DNC policy if they request it.
3. Give the consumer the necessary information so they can add themselves to the national DNC list. Be sure to give them both options:
 - a. Via the Web at www.donotcall.gov
 - b. Via phone at 1-888-382-1222
4. Inform them why no violation has taken place and check to ensure they understand.
5. Give them your contact information so if the consumer receives a call down the road, they have somewhere to turn.
6. After tracking the issue in the DNC tracker, an email will be generated to the TCPA inbox. You will need to do the following to start and complete your electronic file:
 - a. Your first step will be to change the subject line of the email to match the following format; **Record # – Your Name – Account # or Not a Customer – Consumer Last Name** (the record # will be located in the body of the email)
 - b. Next you will attach a copy of the Brio report to your email.
7. Move this email file to the Investigation Completed folder in the TCPA mailbox.



Closing the Record Number

1. The final step would be to close your issue. You will need to access the record number in your "Investigator Tracker" within the TCPA Tracker.



2. Locate the record. Select "Achieve (done)" under the current step section:



3. Under "Current Result" select (closed).



4. After this, close out of this record by selecting the finish button.



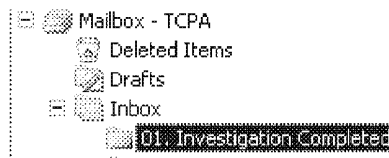
A violation has taken place and DISH Network made the calls.

We need to be very careful with these issues. We need to give the consumer the best possible service utilizing the greatest of empathy. Please follow the below steps:

1. Apologize for the inconvenience. Utilize the greatest empathy possible.
2. Add the consumer to our internal DNC list. Explain that we maintain a tool (Possible Now) that shares information added to our Internal list with our partners. (Retailers and Sales Partner)
3. Send the consumer a copy of our DNC policy with the generic DNC letter.

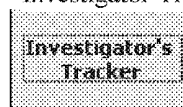
How to write letter:

- i. Select "Investigator's Tracker" to access the complaint. Once complaint is opened select write letter. This will launch the letter module.
 - ii. If consumer information was entered when you initially tracked the issue, it will be available in the letter module. If not update record, consumer name and address.
 - iii. Letter Type: Select the appropriate letter type. This example you will need to select "DoNotCall – TCPA Policy – ERT"
4. The TCPA Inbox will be copied on the email. You will change the subject line of the email to the following: **Record # – Your Name – Account # or Not a Customer – Consumer Last Name.**
 5. Once the letter is printed, add the email received to the Electronic file.
 6. Move the email into the investigation completed folder in the TCPA mailbox.



Closing the Record Number

1. The final step would be to close your issue. You will need to access the record number in your "Investigator Tracker" within the TCPA Tracker.



2. Locate the record. Select "Achieve (done)" under the current step section:



3. Under "Current Result" select (closed).



4. After this, close out of this record by selecting the finish button.



Dispute Resolution Team complaints

These emails will be sent from agents handling complaints from the Attorney Generals, Better Business Bureau, EchoStar's Executive Board and Executive Assistants. These issues are extremely escalated and should be handled with care.

These agents have an expected timeframe to address each complaint, no longer than ten days from receiving the complaint from the agency. This leaves our team with limit time to work these issues. We must ensure the proper procedures are followed to the tee.

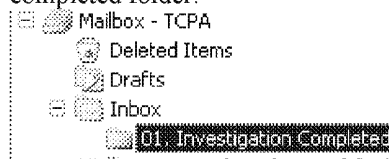
The due date will be provide by the DRT agent.

How you manage:

Follow the same procedures provided in the above mentioned pages. Once the investigation is completed, you will need to respond in the following format to the DRT agent:

- If the consumer was contacted or not (by Do Not Call team, if so what date?)
- Was there a violation?
- Which and what date were they added to the Do Not Call Registry? (Attach Brio report, if it does not incriminate DISH Network)
- Did DISH contact the consumer?
- Provide the retail information?
- Was the consumer offered an alternative step; "Merchant identification process"?
- (TCPA) Agent name and direct number

Attach this email and all appropriate information to your electronic file and move it to the completed folder.



Suppressing Calls....

Suppression: is when a phone number is removed from the outbound dialer permanently. This differs from adding a number to our internal Do Not Contact list, which prevents against solicitation calls only. A number listed on our internal DNC list could still receive a call regarding a DISH Network account if a pre-existing business relationship was established. By suppressing a number, a call will no longer be able to be made to that number even if the call is valid.

There are not many cases where you will need to have a number suppressed. The only time you should request a telephone number to be suppressed is when a telephone number is listed on a DISH Network account that belongs to someone other than the DISH Network account holder. We receive calls on a regular basis where a consumer is receiving calls that pertain to an active or disconnected DISH Network account that does not belong to them.

You should never change the phone number that is listed on the account to by modifying the phone number to all 999's or any invalid combination.

- Examples of the calls; Outbound Winback, delinquency notifications, or collections calls.

How to track the call

1. Is there an account associated with the phone number? Answer with "Yes"
 2. Copy and paste the DISH Network account number in the tracker field.
 3. Is the account active? (Yes-account is active) (No-account is disconnected)
 - a. If "Yes"; continue to step 4.
 - b. If "No", capture additional data
 - i. "When was the account disconnected"?
 - ii. "Is the account in collections"?
 4. "Is the caller a DISH Network customer?"
 - a. This is the callers account
 - b. Is a customer but not there account (Subscriber but receiving calls on a different account)
 - c. Not a customer
 5. What you say:
 - a. Read the "Account not consumer" script from the TCPA Tracker.
- Finish call with customer. Add any additional comments in the "Data to Collect" field if applicable.

Resolving the complaint

To resolve these complaints an email needs to be sent to “#CSC – Outbound Operations” to have the number suppressed.

Each email must contain the following info:

- *Phone number need to be suppressed*
- *Account number*
- *DISH Network Account holder*
- *Consumer’s Name**
- *Consumer relationship to account holder (yes or no)***
- *Existing Business Relationship*
- *Campaign Type*
- *Last time called*

*Not required by tracker, obtain every time unless customer absolutely refuses

**Remember; when processing a suppression request, the FCC allows a company to solicit a customer with which they have an existing business relationship.

This means anyone with an account or in the last 18 months, who has created a sales lead in the last 3 mos. (Even if they are on the National Do-Not-Call registry.)

We will not suppress a customer with which we have a business relationship. But, if you have an extreme escalation which you believe we should suppress a customer with business relationship, contact David Laslo.

In the subject line make sure you label the email as **suppression request** and also include the phone number and account number, example below:

Subject: Suppression Request-3037231000-8255909012345678

If the call came from an outside collections company, such as AFNI, CBE, etc. Send a second email to the Collections Consumer, to notify them that the number does not belong to the customer who is in collections. Include as much detail as possible, including the name of the non-customer and the name of the customer to show clearly they are different parties.

You will receive a completion notice from an employee in Outbound Operations when the number is suppressed. There response will be “Number suppressed in Concerto”.

Save the completed email in the Suppression Request folder in the TCPA Inbox.

Inbox (4)
001 Suppression Requests

Contractors for DISH Network

DISH Networks has contractors that make sales and upgrade calls to consumers. These calls do not list in Brio. You are able to identify these calls by the number that is listed on the consumer's caller id. Below are four contractors that contact consumers on our behalf, only one is active today.

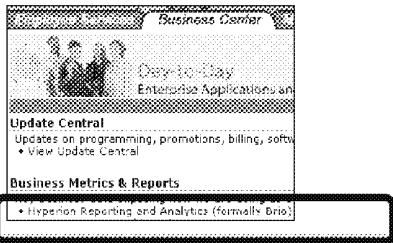
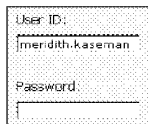
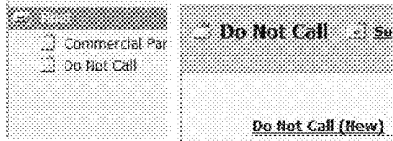
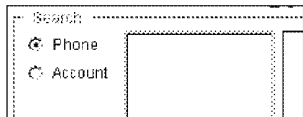

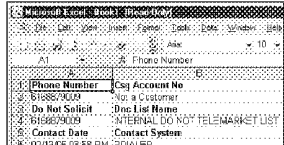
- **E Creek-Active**
 - 888-285-9984
 - No international calls
 - Spanish sales calls
 - Office located in Colorado
 - If you dial E Creak the call is routed into DISH Network customer service
- *Center Partner-expired*
 - 888-285-9961
- *OKS Amerdial-expired*
 - 888-285-9986
- *Tele-Spec (Rese)-expired*
 - 888-285-9987

(The last three are no longer dialing for DISH Network.)

If you notice a complaint where E Creak made the call, handle the issue as a direct violation. Please involve David Laslo to have the call logs pulled from E Creak to research the issue further.

BRIO...

When tracking a complaint, the tracker will ask you for the BRIO report. You will need to search the phone number in BRIO and export the results to Excel for future use.

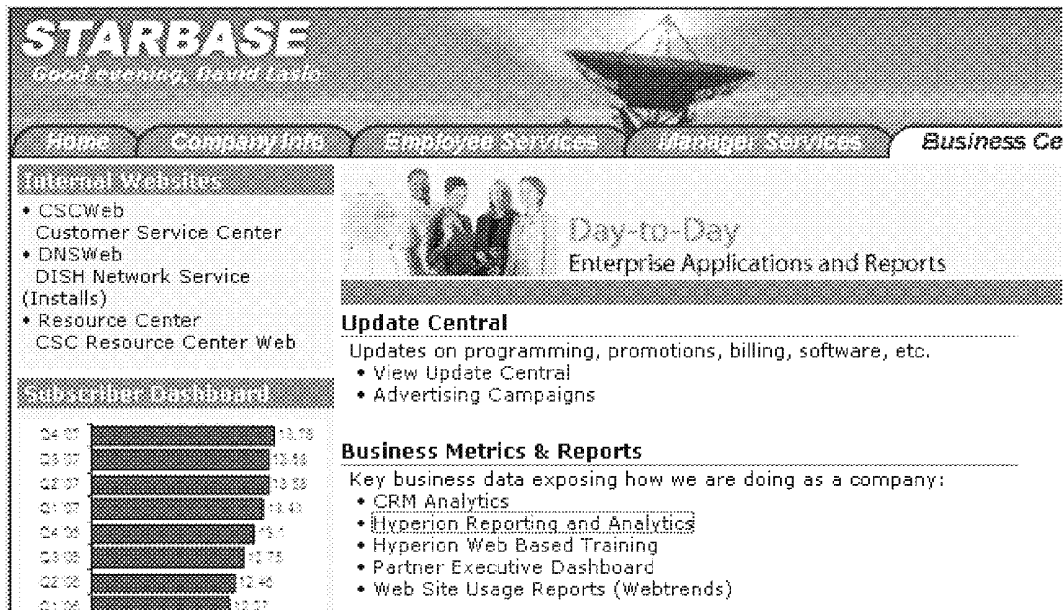
STEP	ACTION
1	<p>In Starbase, access the Hyperion Analytics link under the Business center tab.</p> 
2	<p>Enter your User Name and Password</p> 
3	<p>Select the Do Not Call database, by selecting Do Not Call under the root directory, and then select the Do Not Call (New) link that appears on the right hand side of the window.</p> 
4	<p>Perform a Search on the phone number</p> 
5	<p>Export the results to Excel using the export all button.</p> 
6	<p>The tracker will ask for the results found in BRIO, enter the data found in the BRIO report. You should also save a copy in your G: drive for future use.</p>  <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>If a customer is not on any of the no call lists, offer to add them to our internal no call list, and recommend they add themselves to the national no call list</p> </div>

In this search, the phone number that the call was received on should be used.

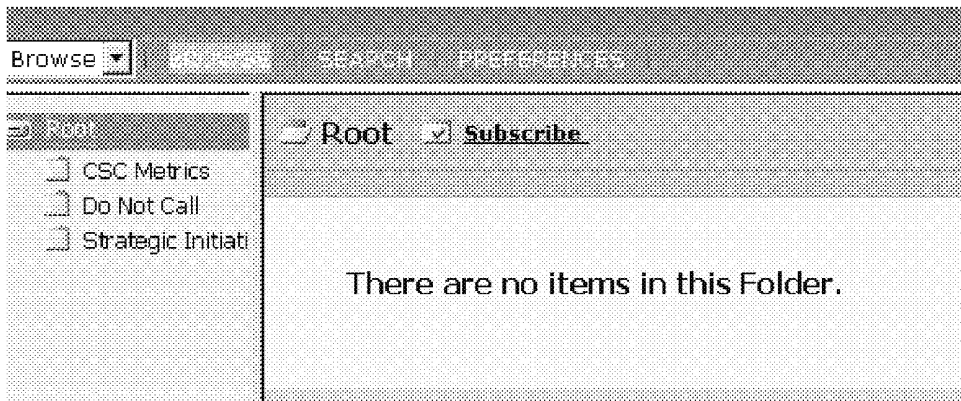
Do not assume the customer is calling on the same phone number, always ask.

Apala on Demand.

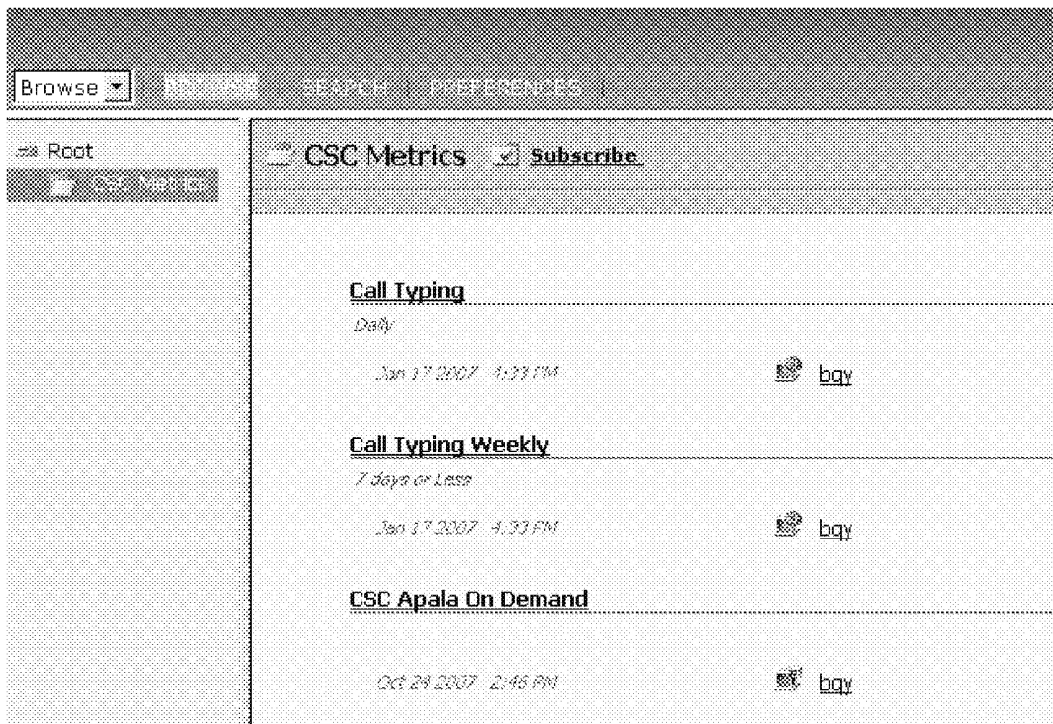
Log in to Hyperion Analytics as normal.



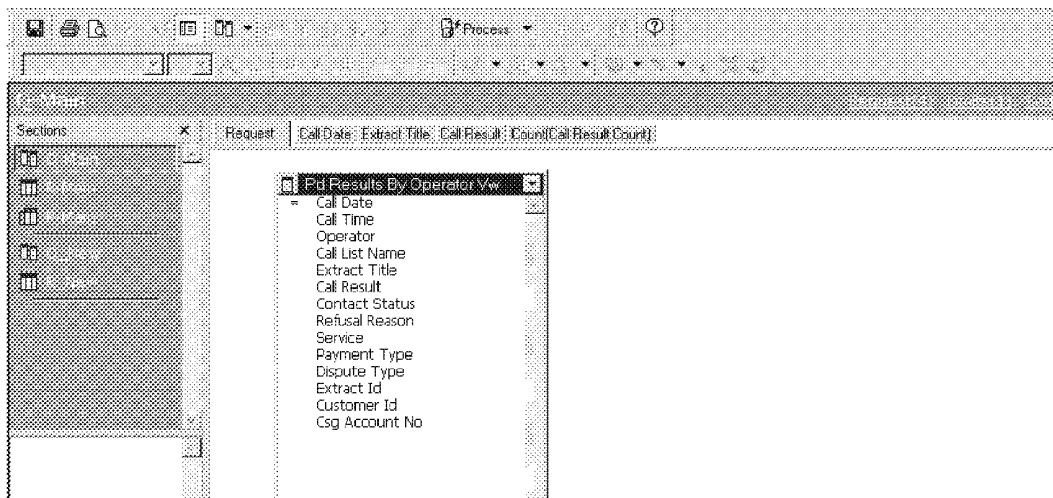
Select CSC Metrics on the left side.



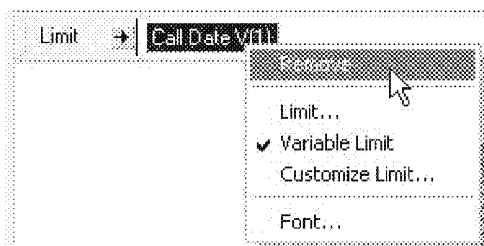
Select CSC Apala on Demand



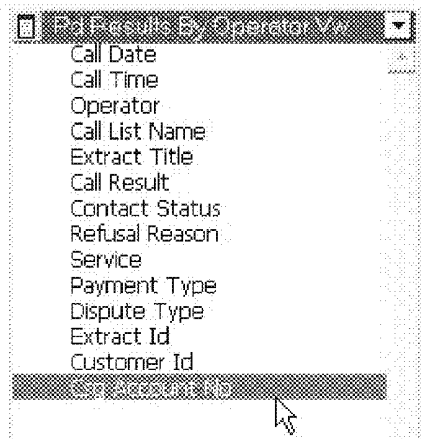
A new window will appear:



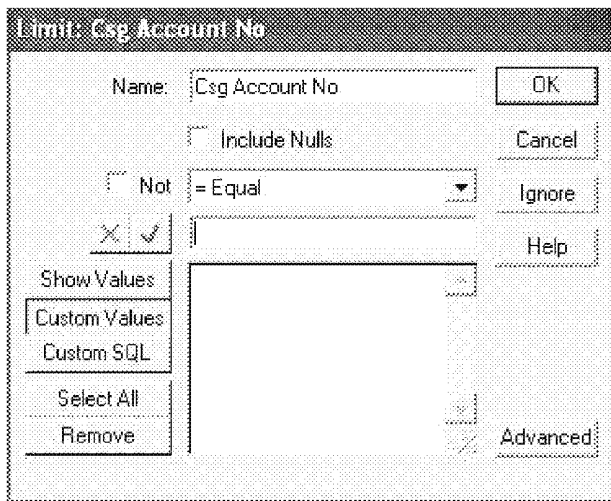
On the Limit Line, right click [Call Date V(1)] and left click [Remove].



In the PD Results By Operator Vw floating window, click and drag the [Csg Account No] to the Limit line.



Once you have dropped the Csg Account No to the limit line the following floating window will appear:



Enter your account number in the line shown below:

Limit: Csg Account No

Name:

☐ Include Nulls

☐ Not

☐ ☐

Show Values

Custom Values

Custom SQL

Select All

Remove

Then click the **[Check Mark]**. This will move the account number down in to the larger white area.

Limit: Csg Account No

Name:

☐ Include Nulls

☐ Not

☐ ☐

Show Values

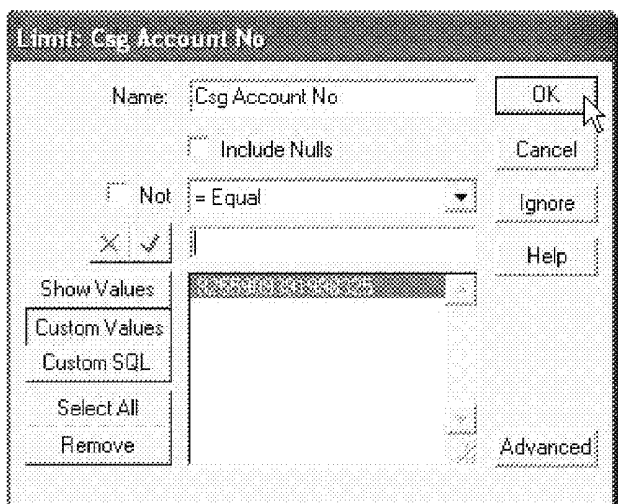
Custom Values

Custom SQL

Select All

Remove

Now click **[OK]**



The floating window disappears.

Click the [Process] button.



And your results will be displayed like this:

	Call Date	Extract Title	Call Result	Call Result Count
1	08/05/02	WEL1 OTR PROMO 7	Unsucessful Welcom	1
2	09/21/02	WEL2 OTR PROMO 5	Suppression - do not	1
3	08/03/07	AM RA	Positive Voice	1
4	10/23/07	AM BOX DAY 30	Positive Voice	1
5	11/16/07	AM UPS BOXES	Positive Voice	1

Note: you can only process one account number at a time.



POSSIBLENOW™

Welcome to **DNCSolution**. The **DNCSolution** provides a set of tools for telemarketers that handle federal and state compliance issues surrounding the "Do Not Call" provisions of the laws. **PossibleNow, Inc** acquires the latest "Do Not Call" files from over a dozen states and several private sources. These separate files are updated monthly or quarterly and are "scrubbed" against the company's internal Do Not Call lists to eliminate consumers who are on one of these lists.

The **DNCSolution** provides the **DNC Quickcheck** tool that allows you to enter a phone number to determine if the number is a callable number or if it is on a DNC list, which list and when the number was updated.

*The DNC Quickcheck tool uses both internal (such as company internal lists) and external (such as state and federal lists) resources to provide proof of compliance when necessary.

This tool is used by DISH Network and its partners to ensure compliance with "Do Not Call" laws. Each partner must subscribe to this tool so information is shared between parties. A number added to our internal list would add to our partners, due to this tool, specifically by sharing information.

Logging in

To login to the **DNCSolution** tool go to www.dncsolution.com

Enter your Login ID and Password and click Login



DNC Quick Check

To check if a phone number is a Do Not Call number, type or cut and paste 10-digit number in the box pressing "Enter" after each number. For detailed instructions, scroll down in the browser window.

Check Number

» Scroll Down for Additional Information

» View Today's Quickcheck Results

To check if a phone number is a Do Not Call phone number, type or cut and paste 10-digit phone numbers in the box below, pressing "Enter" after each number. For detailed instructions scroll down.

National DNC List:

EchoStar Satellite Corporation

Check Number

Additional Detail:

» Enter 1 to 100 numbers to check their Do Not Call status and click Check Number.

» Enter 1 phone number per line. Each number must be 10 digits long.

» You may cut and paste numbers in the box below as they are not stored.

Enter from 1 to 100 numbers to check their Do Not Call status and click Check Number.

Check Number

» Scroll Down for Additional Information

» View Today's Quickcheck Results

To check if a phone number is a Do Not Call phone number, type or cut and paste 10-digit phone numbers in the box below, pressing "Enter" after each number. For detailed instructions scroll down.

3031234567

3036501234

3035678901

National DNC List:

EchoStar Satellite Corporation

Check Number

Additional Detail:

DNC Quickcheck Results

Callable phone numbers are displayed in the left column in black text.

Do Not Call numbers are displayed in the right column in red text with the Do Not Call (DNC) flag.

Click the *Check Wireless* button to display which of the DNC numbers are wireless (cell) numbers. The results will display in a new window in the same format (wireless/non wireless columns)

Check Number Results

The Results of your DNCQuickcheck are displayed below.

Callable phone numbers are displayed in the left column in black text.

Do Not Call (DNC) numbers are displayed in the right column with the Do Not Call (DNC) flag.

Click on the "DNC" flag to view the Existing Business Relationship (EBR) rules that apply to that number.

2 out of 3 were DNC numbers.

Callable Phone Numbers	Do Not Call Numbers
(303) 123-4567	(303) 888-1234 DNC (303) 567-8901 DNC

[Go Back](#) [Print Results](#) [Print Callable](#) [Print All DNCs](#)

The Do Not Call status of a phone number is only valid on the day it is checked, and the status could change the next day. Please be sure to check the Do Not Call status of each phone number on the day you plan to make the call.

Additionally, certain lists such as the NuStar Wireless Portability list must be purchased separately and added to your account if you wish to scrub your calling lists against wireless ported phone numbers.

DNC lists and EBR Rules

Click on the "DNC" flag to view the DNC lists that match the number and the Existing Business Relationship (EBR) rules associated.

2 out of 3 were DNC numbers

Do Not Call Numbers	
(303) 890-1234	DNC
(303) 567-8901	DNC

Both State and National DNC lists matched this phone number

Click the EBR rule "View" flag to display the EBR rules for that number

The information below shows the DNC lists that matched the phone number (303) 567-8901

DNC List Matched	DNC Flag Type	Last Updated	EBR Rule
Colorado	State	4/18/2008	View
COLORADO 101	National	4/18/2008	View

EBR Rules for that number are displayed.



Existing Business Rules for Colorado

Governing EBR Rule: State

Defining EBR Transaction: Order Date

Allowable EBR Calling Period: 18 Months

Allowable EBR Calling Period from Inquiry: 1 Month

DNC Tracker

The DNC Tracker is used in conjunction with the ERT tracker to maintain all the vital information for our investigations. It is vital that the information contained in the DNC Tracker is kept within our team. Before being given access to the DNC Tracker an acknowledgement form must be signed.

You will be given a link to the DNC tracker; at that time the password to access the tracker will also be provided.

Upon accessing the tracker you will notice several buttons on the tracker. We will discuss these buttons in detail.

Agents	2.	TCPA	FACT ACT	Dupe SSN	Dupe CCN	5.	Total
ALVARO.NUNEZ		4	24	2			30
BONNIE.BACA	5	9	15	2			31
BRIAN.MAY		0	5	0			5
CAMBRIA.PHILLIPS		4	16	1			21
DAVID.GARRETT		4	13	1			18

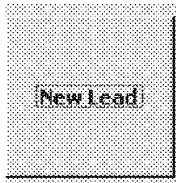
DNC Lead Assignment and Tracking				
Dupe CCN	Frozen Credit Files	TCPA Lead	TCPA Search	Quit-Leave-Exit-Done for the day
Dupe SSN		Brio Down Claims	Investigator's Tracker	
FACT Act				

1. New Lead – Used to import information from the Pre-Investigation Research –All the data is captured by the DNC tracker.
2. Brio Down Claims– Will track all calls in this section when you are unable to access Brio.

3. Investigator's Tracker – Here you will find all the information you tracked in the New Lead function of the tracker. You will also track the progress of an investigation here.
4. Quit-Leave-Exit-Done for the day – This is only button you can use to Exit the tracker.

Now we will look at each of these tools in greater detail.

New Lead



1. Upon clicking on the New Lead button you will see this screen.

TCPA : 464654 terowh. xx. xx 778988787

What you say:	Actions to take:	Data To Collect
<p>Opening script:</p> <p>I'm sorry to hear that you have been bothered by telemarketing calls. I know how frustrating they can be. In order to assist you further, I would like to check our Do Not Call registry, to see if you are on it. To do so, I will need your full name, your address, and the phone number at which you received the call.</p>	<p>Read script.</p> <p>Ask customer for information listed under "Data to Collect".</p> <p>Click the "Next" button.</p>	<p>Consumer Info Comments</p> <p>Consumer Name: <input type="text"/></p> <p>Phone number where the call was received: <input type="text"/></p> <p>Addy 1: <input type="text"/></p> <p>Addy 2: <input type="text"/></p> <p>City: <input type="text"/></p> <p>State: <input type="text"/> Zip: <input type="text"/></p> <p>Source of Lead: <input type="text"/></p>
<p>Nature of the Complaint select all that apply.</p> <p><input type="checkbox"/> Freq Calls? <input type="checkbox"/> Pude Behavior <input type="checkbox"/> Lewid/Obscene conduct</p> <p><input type="checkbox"/> Harassment/Malicious call pattern <input checked="" type="checkbox"/> None</p> <p><input type="checkbox"/> Solicitor hung up when asked for ID or to be added to DNC list.</p>		
<p>Finished filling out data consumer is willing to provide before clicking NEXT.</p> <p style="text-align: center;">NEXT</p>		

2. The Folder field will automatically populate to Vendor in Process. That is launch point of the investigation process.
3. In the Source field you will select where the issue was generated from. Your options will be.

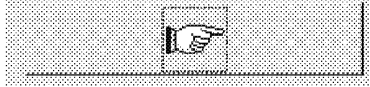
Source of Lead

DRT/DReT

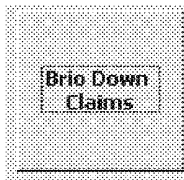
ERT

CSC

4. Select the appropriate Source for the lead.
 - a. DRT/DReT: email received from DRT
 - b. ERT: call transferred from an ERT agent
 - c. CSC: call transfer from the CSC
5. Follow the Actions to take to finish your lead in the tracker. Make sure all information is reported.
6. To save the lead select the below function to finish;



Brio is Down



1. This function is used when a new lead is investigated while the Brio tool is down
2. Selecting this function will allow you to capture the consumer's information. When Brio is up you will select the appropriate consumer and click on Brio is up as show below.

Welcome Investigator:

DAVID.LASLO

Customer Name	Customer Number	Current Status

Reopen Lead Brio is UP

Investigator's Tracker



1. When you click on the Investigator's Tracker button you will be taken to this screen.

DNC Sting

Man | Questionnaire

Record ID 147703 The Phone Number the consumer has been receiving the calls.

Source ERT Kimberley & Todd Garrett

Source ID 2528825 Consumer Name

Agent TIMOTHY LANOIE Kimberley & Todd Garrett

Date Open 1/15/2007 Consumers Preferred Contact Number

Current Step 5. Account set up 3035555512

Current Result Call List Consumer is on

Agent Notes National Yes State No Internal No None No

[1/17/2007 3:02:54 PM] Called customer gave sting info ~[1/15/2007 8:59:36 AM] Test ~

Date Closed Nature of the Complaint select all that apply.

Freq Calls? Yes

Rude Behavior No

Lewd/Obscene conduct No

Harassment/Malicious call pattern Yes

Caller hung up when asked for ID or to be added to DNC list No

Cust is using their own SSN ☐

Hyperion Reporting and Analytics (Formally End)

All Pop Ups Email Template: Select Write Letter

Record: 1 of 2

2. The information on the right side of the tracker is all the information that was imported from the source tracker.
3. The Current Step field is a drop down where you will select the current step of the investigation process you are on.
4. The Current Result field is where you will put the result for the current step you are on.
5. The Agent Notes field will auto-populate information entered into the tracker. You can also manually enter notes by double-clicking in the field.

Quit-Leave-Exit-Done for the Day

Quit-Leave-Exit-Done for the day

1. This will close the tracker when you are done for the day.

EXHIBIT 252

EXHIBIT 252

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DISH Outbound Operations - Summary of Processes and Procedures

1. Introduction

DISH's Outbound Operations team (OB Ops) supervises and monitors all of the company's outbound telephone calling enterprise-wide. In this role, OB Ops' primary objective is to maintain compliance with Federal and State law (including but not limited to the Telemarketing Sales Rule and the Telephone Consumer Protection Act), while managing DISH's applicable policies, processes, and initiatives so that they are consistent with business objectives and practices.

DISH conducts Outbound calling generally in the following ways:

- Calls using the Cisco/ONQ UCCE Outbound Dialer (the "Dialer")
- Calls using TOA/Mobile Worker/Smart Workforce Systems
- Calls using Manual Dialing (not from the Dialer)

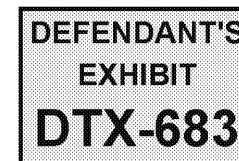
The OB Ops group maintains strict control of the Cisco/OnQ UCCE outbound dialer. No calling campaigns are loaded into the Dialer until after they have been vetted, approved and scrubbed (as appropriate) by OB Ops. As to the other categories, the group also oversees and closely monitors such calling for compliance as applicable to the type of call.

2. Campaigns and Campaign Types

The Outbound Operations team currently conducts and supports approximately 90 types of calling campaigns spanning the following seven business units:

- Direct Sales
- Loyalty-Retention
- PPV/Programming

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- In-Home Services
- Billing & Credit
- CSC & Customer Experience Teams
- Corporate Initiatives-Product Management

Each of the call types for the business units can be broadly classified into one of the three following categories and constitutes the following approximate percentage of total dialing across the company:

- Informational (Account Notifications) – 85%
- Telemarketing (Sales) – 10%
- Customer Satisfaction (Surveys & Follow up) --5%

In addition, OB Ops, with advice and counsel from legal counsel, controls access to its Dialer to ensure that the company and its third-party outbound calling vendors do not make the following types of calls:

- Cold Sales Calls
- Prerecorded Sales Calls
- Calls to Wireless/Cellular Numbers & Mobile Devices unless the company has the appropriate level of consent
- Calls to any number registered on an applicable Do Not Call List (e.g., National Do Not Call Registry, internal DNC list maintained by DISH, its third-party outbound calling vendors, and retailers authorized to telemarket and who share their internal DNC lists with DISH), absent an applicable legal exemption (such as an Established Business Relationship, express written consent, call is not telemarketing-related).

3. Processes and Call Flows

To maintain consistency for ease of campaign launch and to minimize any errors, all outbound campaign dialing follows the same general intake flow processes. However, different campaign types (Telemarketing, Informational, and Customer Satisfaction) have different restrictions applied during the processing of the calling list.

Overview of Campaign Initiation:

When a business unit identifies a need for a calling initiative, it is required to complete a three-part campaign approval process designed to 1) document the campaign concept, 2) ensure executive approval and that the campaign is consistent with DISH's business rules and will not negatively affect other business units, and 3) confirm regulatory compliance.

Each step requires documented approval before the next step begins.

Step 1 – Documenting the Campaign Concept. Each business unit must, for each separate campaign, submit an Outbound Campaign Request form that documents and conceptualizes the initiative, including the purpose, size, intended consumer base, and expected outcome of the campaign. That documentation also must include a draft of the anticipated scripting and/or talking points, and any disclosures associated with the call.

Step 2 – Executive Approval. The campaign documentation requires the written approval of a member of the executive staff (typically VP or above; Director in limited circumstances) of the requesting business unit. The business unit also will need to confirm the campaign will not negatively affect other business units by presenting the campaign concept in front of members of the Change Control Board, which is a group of approvers with members from each business unit within the company.

Step 3 – OB Ops Approval. Once executive approval is obtained, each campaign and corresponding script is reviewed by OB Ops, before final launch approval is granted to the business unit. If a campaign is new or different from pre-existing approved campaigns, OB Ops obtains legal review and advice as to the campaign.

If the campaign completes all the above steps and is approved, OB Ops will then request the calling list from the relevant team (e.g., business unit, or other responsible designee), construct the necessary dialer infrastructure to support the call, including building individual campaigns, recording and implementing call WAV file recordings, securing site location (internal or 3rd party), and identifying and training agent resources as necessary.

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During the campaign initiation process, if the campaign is identified as *Telemarketing & Sales*, then extended scrutiny is applied to ensure compliance with applicable legal requirements, and to ensure that any legal exemptions applied to such campaign are accurate and supported with appropriate documentation/data. DISH limits the audience of its telemarketing campaigns to:

- Existing customers, or
- Former customers, or
- Consumer Inquiries (aka warm sales leads)

Compliance with Existing Business Relationship/Inquiry Standards.¹ Each telemarketing campaign and associated calling list has compliance safeguards applied in four stages as the calling list progresses through the list processing and campaign dialing life cycle.

Stage One Scrubbing for Telemarketing (and Wireless) Compliance – Scrubbing by DISH Against DISH Internal, State, and National DNC Lists; Scrubbing by Possible Now Against Wireless, Cellular, or Mobile Number Identifier Lists

Each phone number on every call list is scrubbed by internal applications against the following do-not-call lists in the following order:

- The following Internal DNC lists:
 - The DISH entity-specific DNC list
 - The Third-Party-Partner-specific DNC list
 - The Retailer specific DNC list

¹ DISH does not call a consumer with whom it does not have an existing business relationship (as defined by applicable federal and state laws, including valid inquiries), without first obtaining express written consent.

- Restrictive states and individual state DNC lists (with applicable Existing Business Relationship and valid inquiry exceptions applied)
- National DNC list (with applicable Existing Business Relationship and valid inquiry exceptions applied)

In addition, each phone number is sent to our third party compliance vendor, Possible Now, and is scrubbed against the:

- Wireless, Cellular or Mobile Number Identifier lists

Stage Two Scrubbing – Additional Safeguard Scrubbing for Telemarketing (and Wireless) Compliance – Scrubbing by Possible Now Against DISH Internal, State, and National DNC Lists

If the campaign is classified as a *Telemarketing & Sales* campaign, as defined above, then in addition to the Stage One scrubbing process described above and before the call record is dialed, each calling list will undergo the Stage Two scrubbing process, in which Possible Now scrubs the list against:

- The following Internal DNC lists:
 - The DISH entity-specific DNC list
 - The Third-Party-Partner-specific DNC list
 - The Retailer-specific DNC list
- Individual state DNC lists (with applicable Existing Business Relationship and valid inquiry exceptions applied)
- National DNC list (with applicable Existing Business Relationship and valid inquiry exceptions applied)

All positive phone number matches from each stage are excluded from the final calling file before importation into the Cisco/OnQ campaign manager. As an additional quality control check to confirm the scrubbing process was accurately performed, the OB Ops team reviews the statistics from the scrubbing process to confirm that the scrubbing removed an appropriate percentage of phone numbers from the original calling list.

DISH entity-specific DNC lists are updated every Tuesday with additional adds/deletes based on a list of verified disconnected and reassigned telephone numbers provided by Possible Now, with a full version of the master list refreshed at the end of business every Friday via an encrypted automated file transfer between DISH and Possible Now. Additionally, Third-Party-Partner and Retailer-specific DNC lists are downloaded from Possible Now using the same process and timeline (including additional adds/deletes, based on verified data from Possible Now, on Tuesdays and full versions of the master list on Fridays) to ensure consistency across all versions.

Concurrently, state and national DNC lists are updated nightly with additional adds/deletes, also based on verified data of disconnected and reassigned telephone numbers from Possible Now, while a full refresh of each list is downloaded by file transfer from Possible Now on the first Sunday of every month. Each download is monitored with a “successful” completion or “failure” notification, and subsequent actions are taken as necessary the following business day to ensure all lists are compliant prior to implementation.

Stage Three Scrubbing – Scrubbing by DISH Against Time, Date, and Geographical Restrictions for all types of Campaigns

Every calling list, regardless of the campaign type (telemarketing, informational, etc.), when imported into the dialer campaign manager, is scrubbed for:

- Time of Day restrictions
- Day of Week restrictions
- Federal and State Holiday restrictions
- Geographical restrictions (State & Area code)

Stage Four Scrubbing – Scrubbing by DISH Against Dialer Suppression List

All calls, regardless of the campaign type (telemarketing, informational, etc.) or the prior application of scrub and compliance tactics, will be scrubbed for:

- Inclusion on the dialer suppression list

Scrubbing against the dialer suppression list results in the removal of any escalated phone number or number of a record that would have a higher than anticipated propensity to result in a complaint.

Informational & Customer Satisfaction:

Because DISH obtains consent from its customers, via its customer service agreements and disclosures, to contact them regarding their DISH account at the telephone numbers they provide to us, less restrictive calling-list processing procedures may be followed for non-telemarketing campaigns that are made for informational or customer satisfaction purposes. For example, a non-telemarketing calling list may not receive all scrubbing set forth in Stages One and Two above, but is scrubbed pursuant to Stages Three and Four. In addition, currently, all prerecorded informational and customer satisfaction account notification calls (with the exception of the opt-in technician installation appointment reminders and satisfaction surveys) undergo scrubbing by Possible Now against the wireless, cellular, and mobile Identifier lists, as well as the complete Stage Three and Stage Four scrubbing processes.

Manual Dialed Calls:

In rare instances, which are estimated to be less than 0.05% of total monthly call volume, DISH allows manual dialed calls for supporting customer initiated service calls and technical troubleshooting follow-up calls (i.e., these calls are not placed through the dialer). DISH ensures that the call is, in fact, manually dialed by using a standard issue corporate desk telephone system that is operated by an agent picking up the telephone handset and manually dialing “nine” to access an outside phone line, then a “one” to initiate a long distance telephone call, followed by the “ten” digit phone number to be dialed. DISH further confirms that it has the applicable type of consent before performing such calls, and that these campaigns do not include any telemarketing, sales, or product promotion. Due to the nature of the call, these calls do not go through the four-stage process previously outlined above.

Call Abandonment and Call Monitoring:

DISH employs technology and subsequent monitoring using its Cisco CUI reporting platform to ensure that the dialer allows each call placed to ring for at least fifteen (15) seconds or six (6) rings before disconnecting and abandons no more than 3% of calls answered by a person (measured per campaign if less than 30 calendars days, or, if longer, separately over each successive 30-day period that the campaign runs) in compliance with the TSR and TCPA.

Furthermore, when a representative is not available to speak with the called party within two (2) seconds after the party completes his or her greeting, DISH will provide a pre-recorded opt-out message that discloses the nature of the call (telemarketing versus informational), along with company contact information that allows the called party to be promptly placed on the DISH entity-specific do-not-call list by key press contained within the message, or later by a toll free number dedicated for such purposes allowing the consumer the option to speak with a customer service representative or auto-register within the DISH IVR system so that their number is placed on the appropriate do not contact list.

4. Business Processes and Training

In order to support adherence to compliance procedures and the development of an outbound operations skill set, each new outbound operations analyst is required to undergo on-the-job training by job shadowing with the most senior outbound analyst for a minimum of one month. During this time, new analysts learn outbound procedures and compliance in stages. OB Ops limits a new analyst's responsibilities to a select campaign subset at the outset to enable new analysts to focus on developing consistent habits for tracking the individual steps associated with each campaign. A new analyst's progress is monitored by the OB Ops team to determine when he or she is ready to be given additional responsibility.

The OB Ops analysts use list-processing checklists (aka punch sheets) to monitor appropriate completion of all list processing steps. Analysts also utilize a set of written standard operating procedures ("SOPs") designed specifically to address key features associated with specific campaigns and provide step-by-step list processing guidance for ensured accuracy.

Beyond the initial training, the OB Ops team completes more advanced training by attending sessions conducted on-site or by webinar held by industry compliance experts and legal firms with expertise in telemarketing and do-not-contact regulations.

Once fully trained, members of the OB Ops team attend business unit strategy sessions on future business plans and provide compliance feedback and insight on concepts or ideas discussed.

In addition, the OB Ops team manages processes to instruct and educate Frontline, Loyalty, and Office of the President representatives on how and when to honor the requests of any individuals, including existing customers, former customers, and non-customers, who communicate a Do Not Contact request. These Frontline, Loyalty and OOP representatives assist customers based on the knowledge that they acquired using tools, such as outbound dialer training in the DISH Echostar

Learning Management application (“ELM”), Do Not Contact instructions via Community (intranet web pages), and access to phone number registration tools via Dish Promo, Community, and dish.com. As part of its efforts, OB Ops has implemented enhanced quarterly Do Not Contact-related training for every agent, available in and tracked through ELM, so that each agent regardless of tenure and type receives regular reoccurring training and reminders of DISH’s do not contact processes and procedures.

The training titled “*Do Not Contact – CSC Training Ops*,” remains stored and accessible in each agents’ course catalog, upon login, as a reference guide for review when the agent has preassigned auxiliary training time, and is also readily available if the agent needs to reference the material at any other time.

Call Escalation Processes:

To support this extensive training, DISH employs processes to handle routine and escalated consumer complaints related to potential TSR, TCPA, and state telemarketing laws and regulations. Among these processes, DISH maintains an escalation plan available to all customer service representatives, whether employed in owned or outsourced service centers within the United States or abroad, via the company’s intranet web-pages, called Community, located at community.global.dish.com.

These Community web-pages contain detailed instructions on (1) how to direct callers to appropriate federal and state do-not-contact registration resources; and (2) how to register a caller on the do-not-contact list of authorized DISH retailers by using flows located at—*Community>Lists>Attributes>Preferences>Do Not Contact (DNC)* (see Figure 1).

Figure 1

Callers can request that DISH stop contacting them via phone, mail, and email

DNC List	DNC Type	Call	Mail	Email	Description	Who Can Add				How To Add
						Exception	Frontline	OOB	Customer	
DISH Sales	x	-	-	-	Stop sales/telemarketing calls from DISH	-	x	x	-	"Do Not Call" De-Escalation Portal flow
							-	-	x	(866) 668-8047 or dish.com/serviceagreements
DISH All	x	-	-	-	Stop all calls from DISH, including account notifications such as bill and account status updates	-	-	x	-	"Do Not Call" De-Escalation Portal flow
National	x	-	-	-	Limit sales/telemarketing calls from business	1	-	-	x	National Do Not Call Registry (see Rolodex)
State	x	-	-	-	Limit sales/telemarketing calls from business	1	-	-	x	Visit state website
Retailer	x	-	-	-	Stop sales/telemarketing calls from authorized DISH retailers	-	-	-	x	Speak with the authorized DISH retailer
Mail	-	x	-	-	Stop marketing mail from DISH	-	x	x	-	"Do Not Mail" De-Escalation Portal flow
Unsubscribe	-	-	-	x	Stop marketing emails from DISH	-	-	-	x	"Do Not Email" De-Escalation Portal flow
Unsubscribe All	-	-	-	x	Stop all emails from DISH, including account notifications such as bill and account status updates	-	x	x	-	"Do Not Email" De-Escalation Portal flow

1 - Does not apply to customers with an existing business relationship, varies by state

In addition, the pages contain instructions on (3) how to handle routine do-not-solicit requests, (4) step-by-step directions for resolving wrong number calls and disconnected accounts, and (5) any instance in which the consumer would like to "completely stop all calls to any phone number," by utilizing the flows located at—*Community>Tools>De-escalation Portal>Do Not Call* (see Figure 2).

Figure 2

This flow should be used to assist customers who request that DISH not call a specific phone number			
1	Determine if the Phone Number is on a DISH Account	Determine if the phone number is on a DISH account If so: Go to the next step If not: Go to step 2	
2	Determine if the Phone Number is on the Caller's DISH Account	Determine if the phone number is on the caller's own DISH account If so: Go to the next step If not: Go to step 3	
3	Check if "DISH - Sales" checkbox is checked	Check if the phone number is on the DISH - Sales Do Not Call List • https://my.dish.com • Search by phone number and click "Next" Determine if the "DISH - Sales" checkbox is checked If so: The customer is already on the DISH - Sales Do Not Call List; go to step 4 If not: Add the customer's phone number to the DISH - Sales Do Not Call List • Click "Add Number" and input phone number • Check the "DISH - Sales" checkbox • Click "Submit" Inform the customer: • It may take up to 30 days to process this request • Adding you to this list will stop all sales calls from DISH • DISH may still contact you for important account notifications such as technician visit reminders and account status updates If the customer would like a link to DISH's Do Not Call Policy, offer to email or DISH Promo or Helpful Links to Send - Link If the customer is satisfied: End the flow If the customer wants to stop all calls from DISH: Go to next step	CHECKED DISH - SALES DO NOT CALL LIST STATUS
4	Add Customer to DISH - Sales Do Not Call List	Inform the customer: • It may take up to 30 days to process this request • Adding you to this list will stop all sales calls from DISH • DISH may still contact you for important account notifications such as technician visit reminders and account status updates If the customer would like a link to DISH's Do Not Call Policy, offer to email or DISH Promo or Helpful Links to Send - Link If the customer is satisfied: End the flow If the customer wants to stop all calls from DISH: Go to next step	NUMBER ADDED TO DISH - SALES DO NOT CALL LIST
5	Exclude Customer on DISH - All Do Not Call List	Inform the customer: • I can completely stop all calls to this phone number so you will no longer receive any calls regarding your account • This includes all account notifications such as technician visit reminders and account status updates If the customer still wants to stop all calls: Go to step 6 If the customer does not want to stop all calls: End the flow	DISH - ALL DO NOT CALL LIST EDUCATION
6	Determine if the Account is Active	Determine if the account is active If so: Go to next step If not: Go to step 7	
7	Apply Verify Phone Tag: Link to Account	Identify the phone number requesting the call - Phone 1 or 2 and add the appropriate Verify Phone tag code to the account: DISH Promo or Promo Services or Services or Services or Verify Phone 1 or Verify Phone 2 Inform the customer: • I have marked your phone number as not to be called by this DISH account and there will be no more calls to this number and End the flow	VERIFY PHONE TAG ADDED TO ACCOUNT
8	Transfer to CSR	Warm transfer to CSR using the 888	
9	Submit Call Resolution Form	Warm transfer to CSR to call completion form	

Furthermore, should any employee have questions or concerns, or feel unsure about how to handle any issue related to do-not-contact requests, they may contact their team lead, team coach, or any manager, who can register any consumer's do-not-contact request by email to the following addresses:

- csc-outboundoperations@dish.com
- outboundoperations@dish.com
- outboundoperationsescalations@dish.com
- TCPA@dish.com

Any do-not-contact email to one of these email addresses will be handled by the OB Ops team to make sure that the consumer's do-not-contact request is properly processed.

EXHIBIT 253

EXHIBIT 253

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007646

TX 102-008061

Vendor is not found. What Next?

If a violation has taken place and you were not able to identify the vendor, what is the next step? Since Vendor inquiries was unable to identify the vendor or next option would be to offer the consumer an option to participate in our Sting program.

1. Definition:

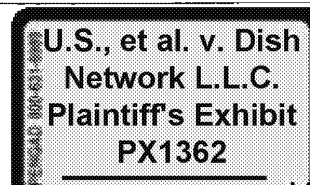
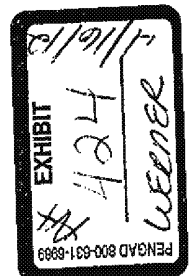
- a. *Sting*: Is a covert operation used to identify the party responsible for placing the call.

2. Partner:

- a. DISH Network has teamed up with Equifax in identifying illegal telemarketing calls. Equifax will be assisting DISH Network in this operation.

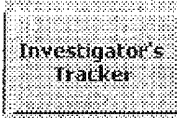
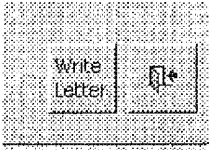
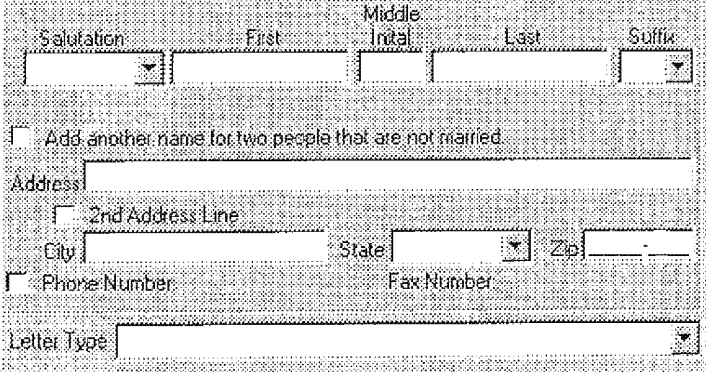
Sting Process

1.	Contact the consumer back once the email from Vendor Inquiries is received that they were unable to locate the vendor. Example of the email response: <i>Based upon the information provided, we are unable to identify the retailer at this time.</i>
2.	Explain to the customer that the information they provided (during the initial call) was not sufficient enough for us to identify the vendor.
3.	Offer the Sting <ol style="list-style-type: none">1. Explain to the consumer that we are working with Equifax to identify the party. How?2. A qualification must be ran or completed by the party. An actual account or work order to install service is not necessary.3. Once a qualification is ran we can contact Equifax to verify who requested the credit qualification!4. Advise the consumer that they must use there own Social Security Number. By doing so we are able to catch vendors who qualify in an external data base. (Outside network other than DISH Promo)5. The consumer would than wait to receive a call and consent to the sales patch and agree to set up service.6. They would offer there SSN to the vendor to complete the qualification. The customer also does not need to be approved for a certain promotion. Any decision returned from the bureau will allow us to identify the vendor. (Example of such; Approved, Declined, Fraud Alert, SSN Overuse)7. The customer would need to keep track of the Date and Time the qualification and contact you with that information
4.	Once the qualification was ran you will gather that information and forward it to David Laslo. Below is an example of the format needed: Name of Consumer: <ol style="list-style-type: none">1. Credit Score or Application Control ID:2. Date qualification was ran:3. Time qualification was ran: Place successful sting and the name of the consumer in the Subject line of the email. Subject: Successful Sting-David Laslo
5.	If a DISH Network account was created; cancel the work order and submit a refund for any funds that may have been charged.
6.	David Laslo will work with Equifax to verify which vendor qualified the consumer. Once



	known, Mr. Laslo will provide you with the vendor responsible.
7.	<p>Next you will send an email to Vendor Inquiries asking them to provide the Corporate Information of the vendor responsible for placing the calls. Provide Vendor Inquiries with the following:</p> <ol style="list-style-type: none"> 1. Consumer's First and Last Name 2. Phone Number 3. Address 4. Vendor Responsible <p>Label the email as Successful Sting</p> <p>Subject: Successful Sting-</p>
8.	Vendor Inquires will respond to this email with complete corporate information of the vendor. You will now draft the vendor found letter and send it to the consumer.













In the Tracker

1.	<p>Locate the consumer in the "Investigator's Tracker" section in the TCPA Tracker.</p>  <p>All complaints that were tracked as a violation will be found here.</p>
2.	<p>On the bottom right hand side select "Write Letter". (Located next to the close button)</p> 
3.	<p>Open "Write Letter" and a letter module tool will open. If the consumer's information was obtain during the initial call, the name and address of the consumer will appear. (Continue to Step 4) If not, please verify the information and update the record.</p> 
4.	Select "Letter Type" in the letter module. For this situation you will select "DNC – Retailer"

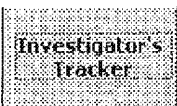

	<p>Found – ERT”</p> <p>Letter Type: DNC - Reteller Found - ERT</p>
5.	<p>Enter in the appropriate information.</p> <p>1. First Date (This is the date you first spoke to the consumer)</p> <p>1st Date: 1/16/2009 January 16, 2009</p> <p>2. Contact Type (How did you receive the complaint; by phone or by letter)</p> <p>Contact type: call on letter dated</p> <p>3. Now update the "Company Info"! This will be available from Vendor Inquiries email.</p> <div style="border: 1px solid black; padding: 5px;"> <p align="center">Company Info</p> <p>Name: <input type="text"/></p> <p>Address: <input type="text"/></p> <p><input type="checkbox"/> 2nd Address Line</p> <p>City: <input type="text"/> State: <input type="text"/> Zip: <input type="text"/></p> <p>Phone: <input type="text"/></p> </div> <p>4. When you have added all the appropriate information select "Submit Letter". This will send the letter to our editor who will proof read and print for you.</p> <p>Submit Letter</p>



Saving your Electronic File

1.	<p>From the initial call an email was generated and sent to the TCPA Inbox.</p> <div style="border: 1px solid black; padding: 5px;"> <p>Mailbox - TCPA</p> <p>Deleted Items</p> <p>Drafts</p> <p>Inbox (3)</p> </div> <p>This email has all the initial data entered when you first tracked the call.</p>
2.	<p>Change the subject line of the email to match the following: Record # – Your Name – Account # or Not a Customer – Consumer Last Name (The record number is found in the body of the email, located in the top left corner)</p>
3.	<p>Attach a copy of the Brio Report to the email. (Either as an attachment or by coping and pasting the report)</p>
4.	<p>Move the email out of the TCPA inbox and to your "Pending Vendor Inquiries" folder.</p> <div style="border: 1px solid black; padding: 5px;"> <p>02.David Lasio [3]</p> <p>Pending Vendor Inquiries [5]</p> </div>
5.	<p>Add the email response from Vendor Inquiries to your Electronic File. (Email Chain)</p>

	<p>From: Vendor Inquiries To: Teger, Richard; Vendor Inquiries Cc: TCPA Subject: RE: TCPA - TCPA - 3259429636</p> <p>Based upon the information provided, we are unable to identify the retailer at this t</p> <p>Thank you, Serena Snyder Retail Services Compliance Echostar Satellite LLC 9601 S. Meridian Blvd Englewood, CO 80112 720-514-5742 (tel) 720-514-8288 (fax)</p>
6.	<p>Add your Sting offer to the Electronic file.</p> <ol style="list-style-type: none"> 1. If the customer declines the sting, move file to the Investigation Completed folder in the TCPA Inbox <p>  Mailbox - TCPA  Deleted Items  Drafts  Inbox (2)  001 Suppression Requests  01 Investigation Completed (3) </p> <ol style="list-style-type: none"> 2. If the customer accepts, notate the file and continue on.
7.	<p>If the sting is successful; add the email request sent to David Laslo. (This will be the request that is sent to Equifax)</p>
8.	<p>Add David Laslo's response to your email to the Electronic File.</p>
9.	<p>Add the email to Vendor Inquiries to the Electronic File. (This is the email requesting the corporate information of the Vendor)</p>
10.	<p>Add the response back from Vendor Inquiries and tie the electronic copy of the letter that is generated from the tracker when your letter is printed.</p>
11.	<p>Once this is all completed move the entire email chain to the Investigation Completed Folder in the TCPA Inbox.</p> <p>  Mailbox - TCPA  Deleted Items  Drafts  Inbox (2)  001 Suppression Requests  01 Investigation Completed (3) </p>

Closing the Record Number

1.	<p>The final step would be to close your issue. You will need to access the record number in your "Investigator Tracker" within the TCPA Tracker.</p> <p></p>
2.	<p>Locate the record. Select "Achieve (done)" under the current step section:</p> <p>Current Step: </p>

3.	Under "Current Result" select (closed). 
4.	After this close out of this record by selecting the finish button. 

Congratulations you have successfully managed the Sting Operation for TCPA purposes. The issue has been tracked and saved appropriately.

EXHIBIT 254

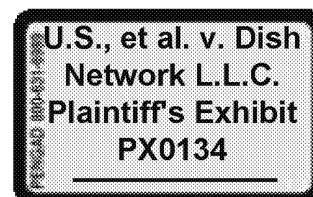
EXHIBIT 254

JA008805
007652

TX 102-008067

Sting Flow

- Agent determines if customer is a good candidate for sting based on the following criteria:
 - Customer has been contacted frequently by the telemarketer
 - No contact information for telemarketer provided by the customer or Vendor inquiries
-
- If the customer is identified as a sting candidate, the agent explains the sting and asks the customer if they want to participate.
 - If customer agrees, Sting Flow continues
 - If customer disagrees, Sting Flow end and customer is sent a standard response letter. Letter includes TCPA policy and brio report. Vendor Inquires is carbon copied.
 - Copy of response letter and brio record are electronically archived in 'TCPA – Sting file archive'.
- If the customer agrees to participate:
 - Sting process is explained in detail by the agent
 - Agent mails/faxes/emails 'sting form' to customer
 - Agent makes arrangements to contact the customer by phone after the customer has received the 'sting form'.
 - Upon making contact with the customer, the agent and the customer review the 'sting form' and how to use it. Agent provides CC info and advises the customer to use last four of their own SSN.
 - If customer is uncomfortable using last four of SSN, the agent will provide a 'dummy' SSN to the customer.
- Agent takes no further action until the customer calls back indicating sting has been completed.
 - If sting successful, Sting Flow continues
 - If sting unsuccessful, standard letter is sent to customer. Letter includes TCPA policy and brio report. Vendor Inquires is carbon copied.
 - Copy of response letter and brio record are electronically archived in 'TCPA – Sting file archive'.
- If the sting is successful, the customer provides/confirms CC#, PH#, SSN#, and ACC# (if available) used to activate/attempt to activate account.
- The customer faxes/mails completed 'sting form' in to agent
- Agent notifies Vendor Inquiries that sting was successful.
 - If account successfully built, work order is cancelled.
- Generate standard letter with updated retailer information. Letter includes TCPA policy and brio report. Vendor Inquiries is carbon copied.
 - Copy of response letter, completed sting form, and brio record are electronically archived in 'TCPA – Sting file archive'.



PX0134-001

JA008806

CONFIDENTIAL

007653
DISH9-0006078
SLC_ DNC_Investigation_0012255
TX 102-008068

EXHIBIT 255

EXHIBIT 255

JA008807
007654

TX 102-008069

JSR

Retailer JSR Enterprises: Timeline

11/2006 LINDA CHESLEY STING

Investigation shows the call was made by a third-party that was **"no longer affiliate"**

11/2006 JOHN FOARD COMPLAINT

Investigation shows that it was **another company that made the call**

10/2006 MELISSA WALLACE COMPLAINT

Investigation shows the **"complaint was erroneous"**

9/2006 HANNAH KLEIN STING

Investigation shows that it was placed by an affiliate after a **"corrupted DNC download"**

12/2006

DISH discovers that JSR is using an undisclosed third-party call center in the Philippines

JSR tells DISH it is deactivating Philippines third-party call center

Defendant's
Exhibit
DTX-1025

12/2006

R. Musso states that affiliate issue appears to be a one-time problem and she thinks DISH can **"trust [JSR] from this point forward."**

1/2007 LOUISIANA AG COMPLAINTS

Investigation continues regarding complaints

R. Musso identifies JSR's voice in connection with investigation

2/2007

R. Musso circulates press release about Missouri injunction

DISH releases press release on termination of JSR

2006

2007

2,349,031 VIOLATIONS

4/2006

JSR becomes
DISH retailer

8/2006

JSR becomes
an OE retailer

2/2007

DISH terminates JSR due
to telemarketing violations

PX 238; PX 243; PX 246; PX 510; PX 420; PX 247; PX 513; DTX 750; DTX 737; DTX 751; PX 248; PX 249; PX 344 at 1,4,7; PX 250; PX 1096; PX 1099; DTX 753; PX 255; PX 253; PX 254; PX 1113; PX 256; PX 252; DTX 827; DTX 674

JA008808
007655

24

SLC_DNC_Investigation_0011579
TX 102-008070

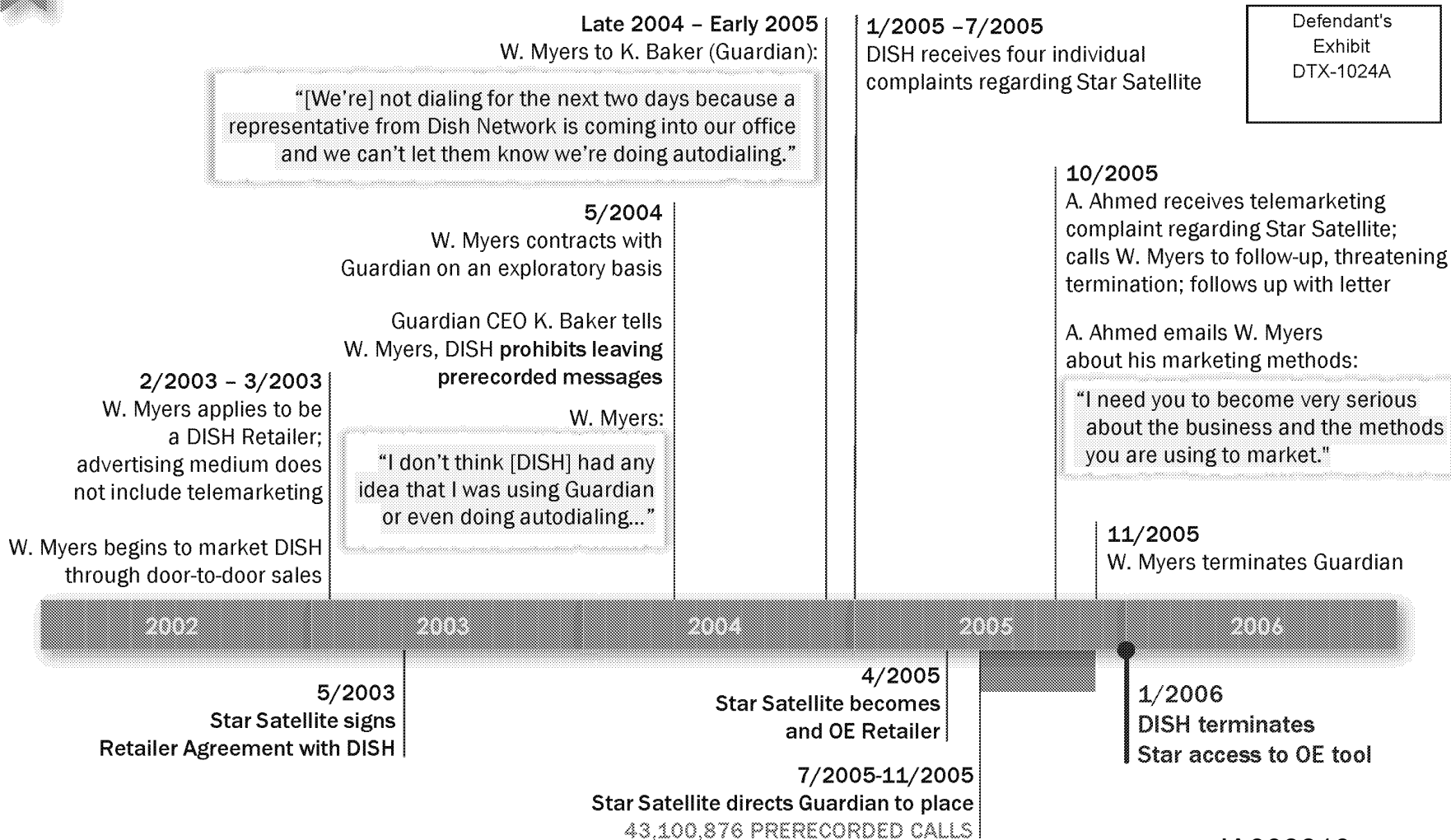
EXHIBIT 256

EXHIBIT 256

JA008809
007656

TX 102-008071

Retailer Star Satellite: Timeline



DTX 335; Myers Tr. at 80:17-19; PX 200; Myers Tr. at 76:3-7; Baker Tr. at 48:17-49:2; Baker Tr. at 70:4-70:17; Myers Tr. at 183:7-9; Baker Tr. at 71:23-72:5; PX 202 ¶15; PX 203 ¶15; PX 204, PX 205, PX 209; PX 211; Ahmed Testimony, PX 212; Mills Testimony, PX 202 ¶23; Mills Testimony

JA008810
007657

EXHIBIT 257

EXHIBIT 257

JA008811
007658

TX 102-008073

Retailer SSN: Timeline

Defendant's
Exhibit
DTX-1027

2/2007

R. Musso notes that SSN has **"righted the wrongs"** after Fisher and Mitchell stings

1/2007

DISH implicates SSN in Mitchell sting

12/2006

DISH implicates SSN in Fisher sting

7/2006

DISH notifies SSN it will begin monitoring calls as part of its quality assurance program

Late 2004 – 2005

DISH receives complaints about SSN's telemarketing practices and works with SSN to resolve

2007 – 2009

DISH receives a few complaints about SSN
DISH investigates each; SSN provides responses

2008

SSN informs R. Musso that it signed up with PossibleNOW and uses PossibleNOW to scrub its internal lists

3/2008

FSDR begins monitoring calls on-site at SSN

11/2008

SSN informs R. Musso it completed training with PossibleNOW

5/2009

DISH informs SSN that Thomas Krakauer sting was traced to SSN; SSN responds that it has deleted Mr. Krakauer from its database

5/2010

R. Musso reminds SSN to re-scrub leads even if it believes it has an EBR

2001

3/2001

SSN becomes a DISH Retailer

2004

12/2004

SSN becomes an OE retailer

2005

2006

2007

2008

2009

2010

2011

381,811 VIOLATIONS

JA008812
007659

FILED

NOV 28 2018

Alvin L. Blum
CLERK OF COURT

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13 *Corporation*

14 DISTRICT COURT

15 CLARK COUNTY, NEVADA

FUS

16 PLUMBERS LOCAL UNION NO. 519 PENSION
17 TRUST FUND and CITY OF STERLING
18 HEIGHTS POLICE AND FIRE RETIREMENT
19 SYSTEM, derivatively on behalf of nominal
20 defendant DISH NETWORK CORPORATION,

Plaintiffs,

v.

21 CHARLES W. ERGEN; JAMES DEFRANCO;
22 CANTEY M. ERGEN; STEVEN R.
23 GOODBARN; DAVID MOSKOWITZ; TOM A.
24 ORTOLF; CARL E. VOGEL; GEORGE R.
25 BROKAW; JOSEPH P. CLAYTON; and GARY
26 S. HOWARD,

Defendants,

27 DISH NETWORK CORPORATION, a Nevada
28 corporation,

Nominal Defendant

CASE NO.: A-17-763397-B
DEPT. NO.: XI

VOLUME 11 OF APPENDIX TO
THE REPORT OF THE SPECIAL
LITIGATION COMMITTEE OF
DISH NETWORK

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<u>Ex.</u>	<u>Date</u>	<u>Description</u>	<u>Page No.</u>
258	01/15/2003	Letter from T. Welch to B. Zook	7660
259	02/11/2003	Email from E. Allwein to S. Cartwright, et al.	7690
260	02/11/2003	IT's Project List	7693
261	02/25/2003	Email from M. Davidson to J. DeFranco	7708
262	04/02/2003	Email from A. McCallin to J. Fetlman, et al.	7711
263	04/16/2003	Email from S. Novak to D. Moskowitz and C. Kuelling	7714
264	04/24/2003	EchoStar Minutes of Regular Audit Committee Meeting	7717
265	04/29/2003	Email from S. Novak to D. Moskowitz, et al.	7729
266	05/00/2003	Consent Judgement, <i>State of Oklahoma, et al. v. EchoStar Satellite Corporation</i> (Case No. CJ-2003-01346)	7731
267		Intentionally Omitted	7736
268	05/06/2003	Amended and Restated Charter of EchoStar Audit Committee	7738
269	06/16/2003	Email from J. DeFranco to L. Hess	7740
270	06/23/2003	Email from S. Novak to M. Oberbillig, et al.	7745
271	08/11/2003	EchoStar Minutes of Regular Audit Committee Meeting	7751
272	09/05/2003	Email from J. Spreitzer to J. DeFranco, et al.	7761
273	03/09/2004	Email from R. Kondilas to J. DeFranco	7764
274	03/17/2004	Email from M. Cohen to J. DeFranco	7766
275	04/14/2004	Email from S. McElroy to S. Novak, et al.	7768
276	12/02/2004	Certificate of the Assistant Secretary	7772
277	12/31/2004	EchoStar Retailer Agreement with Donald King dba Digital Satellite Connections	7774
278	03/07/2005	Email from N. Jessen to A. Ahmed, et al.	7807
279	03/11/2005	Email from R. Origer to D. Anderson	7810
280	08/02/2005	Email from M. Oberbillig to A. Ahmed, et. al	7814

DATED this 28th day of November 2018.

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CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of November 2018, a true and correct copy of the foregoing **VOLUME 11 OF APPENDIX TO THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK** 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:

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By:



An Employee of Holland & Hart, LLP

EXHIBIT 258

EXHIBIT 258

January 15, 2003

Mr. Brian Zook
KPMG
707 17th Street, Suite 2700
Denver, Colorado 80202
(303) 382-7034
bzook@kpmg.com

Dear Mr. Zook:

This firm represents EchoStar Communications Corporation and its subsidiaries (collectively "EchoStar") in various litigation matters. This letter is written in response to a request for the following information.

I. The significant matters in which we are currently involved for EchoStar are:

Civil Action 01 Civ. 5673; *TV Globo LTDA., and Globo International Company LTD. v. Kelly Broadcasting Systems, Inc. and EchoStar Communications Corporation*, United States District Court Southern District of New York.

On or about mid June 2001, TV Globo LTDA., and Globo International Company LTD. (ATV Globo@) filed suit against Kelly Broadcasting Systems, Inc., (AKBS@), a company that was acquired by EchoStar Communications Corporation in early 2000.

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
KBS has filed an answer and a counterclaim
REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT TV

Globo has filed a Motion for Partial Summary Judgment

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
KBS has responded and the Court has not yet ruled. TV Globo moved for a Temporary Restraining Order which was denied. However, the Court did allow TV Globo to amend its Complaint to add EchoStar Communications Corporation as a party and REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT The case is currently in discovery. There are no hearings scheduled. The Court has not scheduled a discovery deadline or trial date. The parties are currently discussing settlement and a dismissal. The parties have stipulated to a stay while the settlement is negotiated. Pursuant to the settlement, a new Affiliation Agreement between EchoStar and TV Globo was signed. EchoStar will pay approximately \$850,000 in back programming fees stretched over some period of time.

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

Mr. Brian Zook
January 15, 2003
Page 2

Case Number: 1:02cv03293; *Telewizja Polska v. Echostar Satellite Corporation*, In the United States District Court for the Northern District of Illinois, Eastern Division.

Telewizja Polska USA, Inc. ("Polska") sued EchoStar Satellite Corporation ("EchoStar")

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

Polska seeks a preliminary and permanent injunction against EchoStar's

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

EchoStar moved to dismiss Polska's claim

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

EchoStar's Motion to Dismiss was granted in its entirety and the case terminated on December 12, 2002 and final judgment was entered on December 13, 2002. Polska noticed its appeal on December 24, 2002. EchoStar is in the meet and confer process regarding attorneys fees as provided for in the contract.

The Docketing of the Appeal was on December 26, 2002. ESC received Polska's Transcript Information Sheet on January 9, 2003 which lists the items requested for consideration on appeal. And, ESC received Polska's Local Rule 26.1 Disclosure Statement on January 9, 2003. ESC will file its Local Rule 26.1 Disclosure Statement on or before January 16, 2003. Polska filed its Motion for Stay of Post-Judgment Proceedings on January 13, 2003 and the hearing on same is currently set for January 16, 2003. Polska's Brief is due on February 4, 2003, ESC's Response Brief will be due within thirty (30) days after Polska's brief is served on ESC, and Polska's Reply Brief will be due within fourteen (14) days after ESC's brief is served on Polska, but it must be filed at least three (3) days before oral argument, unless the court, for good cause, allows a later filing.

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

Mr. Brian Zook
January 15, 2003
Page 3

Polska has subpoenaed CSG in Colorado for the names of all subscribers that ordered Polska. The United States District Court for the District of Colorado recently granted EchoStar's Motion for Protective Order regarding the protection of CSG data. The Colorado Court ordered the parties to submit a status report concerning discovery on December 16, 2002. The Colorado Court rules that discovery disputes should be handled by the Illinois court first.

Polska is seeking approximately \$1.15 million in unpaid fees but are seeking a total of \$5 million in damages plus attorneys fees. There have been no meaningful settlement negotiations. The initial written discovery cutoff is set for December 30, 2002. Supplemental written discovery will close March 31, 2003. All fact discovery will close on April 30, 2003. The cut off date for designation of plaintiff's trial witnesses as provided in Fed. R. Civ. P. 26(a)(2) is June 30, 2003. The cut off date for designation of defendant's trial expert witnesses is August 31, 2003. Depositions of all expert witnesses shall be concluded by October 30, 2003. Motions for Summary Judgment shall be presented with a proposed agreed briefing schedule by November 30, 2003. The trial date will be set at a later date.

Cause No. H-02-0136; *Johnson Broadcasting, Inc. and Johnson Broadcasting of Dallas, Inc. v. DirecTV, Inc. and EchoStar Communications Corporation*, In the United States District Court for the Southern District of Texas, Houston Division.

On January 15, 2002, Johnson Broadcasting, Inc., et al. ("Johnson") filed suit against DirecTV and EchoStar Communications Corporation

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

EchoStar filed a motion to dismiss and Plaintiffs filed a Motion for Summary Judgment. The Court granted EchoStar's motion to dismiss the antitrust claims but gave plaintiff leave to replead. The Court denied the remainder of EchoStar's motion to dismiss and denied plaintiff's motion for summary judgment. The case is currently in discovery. The Court has scheduled a discovery deadline for November 1, 2002. Plaintiffs have not offered a damage calculation. This case

Mr. Brian Zook
January 15, 2003
Page 4

is in settlement discussions and the parties have moved to extend discovery deadlines to March 3, 2003 to accommodate settlement negotiations. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

Civil Action No. 01-B-2111, *EchoStar Satellite Corporation and EchoStar Technologies Corporation v. WebTV Networks, Inc.*, in the United States District Court for the District of Colorado.

This action was filed on October 25, 2001 by EchoStar Satellite Corporation ("EchoStar") against Web TV Networks, Inc. ("WNI") REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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WNI counterclaimed, joining Microsoft Corporation as a third-party plaintiff, for breach of REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT Microsoft Corporation has also served a third party claim against EchoStar REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT This week Microsoft committed to dismissing all of its trademark claims. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT
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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT those claims will be dismissed. The parties are in settlement negotiations. The case has been put on hold pending settlement. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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Case No. BC211110; *Consumer Advocates and David Pritikin v. EchoStar Satellite Corporation, Dish Network, EchoStar Communications Corporation, Echosphere Corporation, and Does 1 to 100*, in the Superior Court of the State of California, County of Los Angeles, Central Judicial District.

This class action was filed on May 28, 1999, by Consumer Advocates, a nonprofit, unincorporated association on behalf of the People of the State of California, and by David Pritikin, acting on behalf of himself, the People of the State of California, and a class of similarly situated persons. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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EchoStar filed a Motion for Summary Judgment. Plaintiffs filed their Motion for Class Certification and EchoStar responded. After a hearing on the Motion for Class Certification and EchoStar's Motion for Summary Judgment, the judge granted EchoStar's Motion for Summary Judgment and denied class certification as moot. The Plaintiffs noticed their appeal of the Court's ruling and we have filed a cross-appeal on the issue of the award of

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attorney's fees and costs. An appellate briefing schedule has been entered by the Court as follows: Opening Briefs are due January 23, 2003; Respondents' Briefs are due February 24, 2003; and Reply Briefs are due March 17, 2003.

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Case No. 3:02CV-188C; *Charles Gayhart, et al. v. EchoStar Satellite Corporation, et al.*, In the United States District Court, Western District of Kentucky at Louisville.

On or about March 7, 2002, Charles Gayhart ("Gayhart") and Felisa Muniz sued Dish Network, Inc., The Satellite Source, and The CBE Group ("CBE")

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On or about April 4, 2002, CBE removed the case to the Federal District Court for the Western District of Kentucky. On or about April 14, 2002, plaintiffs filed an Amended Complaint, removing Dish Network, Inc. and substituting EchoStar Satellite Corporation ("EchoStar").

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EchoStar was served with the Complaint and filed a Motion to Dismiss. The Court dismissed Plaintiffs' Complaint with leave to file an amended complaint. The Court also dismissed The Satellite Source because of that entity's pending bankruptcy. Plaintiffs filed an Amended Complaint and EchoStar filed a Motion to Dismiss. The Court has granted EchoStar's Motion to Dismiss in part, and Plaintiffs filed a Third Amended Complaint. EchoStar filed another Motion to Dismiss in part.

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Case No. 00CV2596; *Mel R. Eskanos v. EchoStar Communications Corporation, EchoStar Satellite Broadcasting Corporation, EchoStar DBS Corporation, and Dish, Ltd.*, in the District Court of the State of Colorado, County of El Paso.

This case was filed on October 26, 2000, by Plaintiff Mel R. Eskanos.

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EchoStar Satellite Broadcasting Corporation and Dish, Ltd. have been dismissed as Defendants, but EchoStar Satellite Corporation has been added as a Defendant. Defendant ECC and EchoStar DBS Corporation **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT** have filed an Answer to the Complaint, along with numerous affirmative defenses. Defendant ESC has filed an Answer and Counterclaim. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT EchoStar has filed a Motion for Summary Judgment and Plaintiff has recently filed his Response Brief. Our Reply is due within ten days of response. Trial is currently set for March 3, 2003 and March 4, 2003. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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Civil Action 2001-34; *Ezell Sharp and Percy McGee v. TLP Leasing Programs, Inc., et al.*; Circuit Court of Claiborne County, Mississippi.

On February 13, 2001, Ezell Sharp and Percy McGee ("Plaintiffs") filed suit against TLP Leasing Programs, Inc., EchoStar Communications Corporation (aka Dish Network), Jim Sharon and _____ Sharon (the Plaintiff did not know the first name), Sharon Electronics, Herb, and Delta Satellite. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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The case was dismissed as to EchoStar Communications Corporation and re-filed against Dish Network Credit Corporation ("DNCC"). On July 8, 2002, DNCC filed its Motion to Dismiss and Answer. This case has been settled and the parties are in the process of finalizing settlement paperwork and dismissal forms. The case will be dismissed with prejudice.

Civil Action No. CV2002-001834; *Randolph G. Bachrach v. EchoStar Communications Corp., d/b/a EchoStar Satellite Corp.*, In the Superior Court of Maricopa County, Arizona.

Mr. Bachrach filed suit on January 31, 2002 against EchoStar Communications Corporation d/b/a EchoStar Satellite Corporation ("EchoStar")

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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT



EchoStar has filed a Motion to Dismiss.

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On November 26, 2002, EchoStar's Motion to Set Aside Default was granted.

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EchoStar has recently filed its Supplemental Motion to Dismiss and its Reply to Plaintiff's Response to EchoStar's Supplemental Motion to Dismiss. A hearing date on EchoStar's Supplemental Motion to Dismiss has not yet been set. Plaintiff has also filed an "Affidavit and Return of Service" with the Court. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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There is currently no trial setting. Originally, Mr. Bachrach made a demand of settlement in this matter of \$2,500 which was increased to \$5,000 after EchoStar filed its Motion to Dismiss and Motion to Set Aside Default. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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Civil Action No. 02-1-2305-09, *Esmina Roberts, individually and on behalf of all current and former DISH Network Subscribers v. EchoStar Satellite Corporation; EchoStar Communications Corporation; John Does 1-10 etc.*, in the Circuit Court of the First Circuit, State of Hawaii.

This action was filed on September 30, 2002 by former DISH Network subscriber Esmina Roberts. Ms. Roberts, a Hawaiian resident, **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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EchoStar has filed a Motion to Dismiss which is set for hearing on January 28, 2003. Plaintiff has not responded. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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Case No. 00 CV 313; *Air Communication & Satellite, Inc., Joe Kelley d/b/a Kel-Tronics, John DeJong d/b/a Nexwave, and other similarly situated v. EchoStar Satellite Corporation*, In the District Court, Arapahoe County, Colorado.

Plaintiff Air Communication & Satellite, Inc. filed this lawsuit on October 6, 2000 as a class action. Plaintiff is attempting to certify a nationwide class allegedly brought on behalf of retailers of EchoStar products. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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The case is currently in discovery. However, Plaintiff has filed a Motion for Class Certification to which EchoStar responded. EchoStar has filed a Motion for Summary Judgment and Plaintiffs are seeking additional discovery before they respond. Plaintiff filed a Third Amended Complaint, adding plaintiffs from a related case styled, *John DeJong, d/b/a ANexwave, @ and Joe Kelley, d/b/a AKel-tronics, @ and Jaguar Technologies, Inc.*, United States District Court, District of Colorado which has been stayed by Court order pending the outcome of this case, and alleging an unlawful conspiracy between EchoStar and its distributors. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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Case No. 00-CV-1989; *John DeJong, d/b/a ANexwave, @ and Joe Kelley, d/b/a AKel-tronics, @ and Jaguar Technologies, Inc.*, United States District Court, District of Colorado.

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Plaintiffs John DeJong, et al., filed this lawsuit on October 6, 2000, on behalf of themselves and a class of persons similarly situated. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT The Court recently stayed the case so that all retailers could adjudicate their claims against EchoStar in state court.

Case No. 500CV268; *Satellite Dealers Supply, Inc. v. EchoStar Communications Corp.*, United States District Court, Eastern District of Texas.

Plaintiff Satellite Dealers Supply, Inc. filed this lawsuit on September 25, 2000, on behalf of itself and a class of persons similarly situated. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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Plaintiff has filed its Motion for Class Certification and EchoStar has responded. On September 18, 2001, the Court granted ECC=s Motion to Dismiss for lack of personal jurisdiction. The Court subsequently denied Plaintiff Satellite Dealers Supply's Motion for Reconsideration of the Court=s order dismissing the case. Satellite Dealers Supply has noticed an appeal of the Court's denial of its Motion for Reconsideration. ECC timely filed a notice of appeal regarding the Order denying its Rule 11 and 28 U.S.C. ' 1927 motions for sanctions. Both appeals are now being briefed before the Fifth Circuit. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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Civil Action No. 00-N-2310; *EchoStar Satellite Corporation v. Sky Cable of Pennsylvania, Inc., d/b/a Sky Cable, d/b/s Sky Marketing, d/b/a Summit Brand Source; SkyMarketing, Inc.*, in the United States District Court for the District of Colorado.

On November 22, 2000, EchoStar Satellite Corporation (AEchoStar®) sued Sky Cable of Pennsylvania, Inc., d/b/a Sky Cable, d/b/s Sky Marketing, d/b/a Summit Brand Source, and

the 1990s, the number of people in the United States who are 65 years of age or older has increased by 50 percent, and the number of people 75 years of age or older has increased by 75 percent. The number of people 85 years of age or older has increased by 150 percent. The number of people 95 years of age or older has increased by 300 percent. The number of people 100 years of age or older has increased by 500 percent. The number of people 105 years of age or older has increased by 1,000 percent. The number of people 110 years of age or older has increased by 2,000 percent. The number of people 115 years of age or older has increased by 4,000 percent. The number of people 120 years of age or older has increased by 8,000 percent. The number of people 125 years of age or older has increased by 16,000 percent. The number of people 130 years of age or older has increased by 32,000 percent. The number of people 135 years of age or older has increased by 64,000 percent. The number of people 140 years of age or older has increased by 128,000 percent. The number of people 145 years of age or older has increased by 256,000 percent. The number of people 150 years of age or older has increased by 512,000 percent. The number of people 155 years of age or older has increased by 1,024,000 percent. The number of people 160 years of age or older has increased by 2,048,000 percent. The number of people 165 years of age or older has increased by 4,096,000 percent. The number of people 170 years of age or older has increased by 8,192,000 percent. The number of people 175 years of age or older has increased by 16,384,000 percent. The number of people 180 years of age or older has increased by 32,768,000 percent. The number of people 185 years of age or older has increased by 65,536,000 percent. The number of people 190 years of age or older has increased by 131,072,000 percent. The number of people 195 years of age or older has increased by 262,144,000 percent. The number of people 200 years of age or older has increased by 524,288,000 percent. The number of people 205 years of age or older has increased by 1,048,576,000 percent. The number of people 210 years of age or older has increased by 2,097,152,000 percent. The number of people 215 years of age or older has increased by 4,194,304,000 percent. The number of people 220 years of age or older has increased by 8,388,608,000 percent. The number of people 225 years of age or older has increased by 16,777,216,000 percent. The number of people 230 years of age or older has increased by 33,554,432,000 percent. The number of people 235 years of age or older has increased by 67,108,864,000 percent. The number of people 240 years of age or older has increased by 134,217,728,000 percent. The number of people 245 years of age or older has increased by 268,435,456,000 percent. The number of people 250 years of age or older has increased by 536,870,912,000 percent. The number of people 255 years of age or older has increased by 1,073,741,824,000 percent. The number of people 260 years of age or older has increased by 2,147,483,648,000 percent. The number of people 265 years of age or older has increased by 4,294,967,296,000 percent. The number of people 270 years of age or older has increased by 8,589,934,592,000 percent. The number of people 275 years of age or older has increased by 17,179,869,184,000 percent. The number of people 280 years of age or older has increased by 34,359,738,368,000 percent. The number of people 285 years of age or older has increased by 68,719,476,736,000 percent. The number of people 290 years of age or older has increased by 137,438,953,472,000 percent. The number of people 295 years of age or older has increased by 274,877,906,944,000 percent. The number of people 300 years of age or older has increased by 549,755,813,888,000 percent. The number of people 305 years of age or older has increased by 1,099,511,627,776,000 percent. The number of people 310 years of age or older has increased by 2,199,023,255,552,000 percent. The number of people 315 years of age or older has increased by 4,398,046,511,104,000 percent. The number of people 320 years of age or older has increased by 8,796,093,022,208,000 percent. The number of people 325 years of age or older has increased by 17,592,186,044,416,000 percent. The number of people 330 years of age or older has increased by 35,184,372,088,832,000 percent. The number of people 335 years of age or older has increased by 70,368,744,177,664,000 percent. The number of people 340 years of age or older has increased by 140,737,488,355,328,000 percent. The number of people 345 years of age or older has increased by 281,474,976,710,656,000 percent. The number of people 350 years of age or older has increased by 562,949,953,421,312,000 percent. The number of people 355 years of age or older has increased by 1,125,899,906,842,624,000 percent. The number of people 360 years of age or older has increased by 2,251,799,813,685,248,000 percent. The number of people 365 years of age or older has increased by 4,503,599,627,370,496,000 percent. The number of people 370 years of age or older has increased by 9,007,199,254,740,992,000 percent. The number of people 375 years of age or older has increased by 18,014,398,509,481,984,000 percent. The number of people 380 years of age or older has increased by 36,028,797,018,963,968,000 percent. The number of people 385 years of age or older has increased by 72,057,594,037,927,936,000 percent. The number of people 390 years of age or older has increased by 144,115,188,075,855,872,000 percent. The number of people 395 years of age or older has increased by 288,230,376,151,711,744,000 percent. The number of people 400 years of age or older has increased by 576,460,752,303,423,488,000 percent. The number of people 405 years of age or older has increased by 1,152,921,504,606,846,976,000 percent. The number of people 410 years of age or older has increased by 2,305,843,009,213,693,952,000 percent. The number of people 415 years of age or older has increased by 4,611,686,018,427,387,904,000 percent. The number of people 420 years of age or older has increased by 9,223,372,036,854,775,808,000 percent. The number of people 425 years of age or older has increased by 18,446,744,073,709,551,616,000 percent. The number of people 430 years of age or older has increased by 36,893,488,147,419,103,232,000 percent. The number of people 435 years of age or older has increased by 73,786,976,294,838,206,464,000 percent. The number of people 440 years of age or older has increased by 147,573,952,589,676,412,928,000 percent. The number of people 445 years of age or older has increased by 295,147,905,179,352,825,856,000 percent. The number of people 450 years of age or older has increased by 590,295,810,358,705,651,712,000 percent. The number of people 455 years of age or older has increased by 1,180,591,620,717,411,303,424,000 percent. The number of people 460 years of age or older has increased by 2,361,183,241,434,822,606,848,000 percent. The number of people 465 years of age or older has increased by 4,722,366,482,869,645,213,696,000 percent. The number of people 470 years of age or older has increased by 9,444,732,965,739,290,427,392,000 percent. The number of people 475 years of age or older has increased by 18,889,465,931,478,580,854,784,000 percent. The number of people 480 years of age or older has increased by 37,778,931,862,957,161,709,568,000 percent. The number of people 485 years of age or older has increased by 75,557,863,725,914,323,419,136,000 percent. The number of people 490 years of age or older has increased by 151,115,727,451,828,646,838,272,000 percent. The number of people 495 years of age or older has increased by 302,231,454,903,657,293,676,544,000 percent. The number of people 500 years of age or older has increased by 604,462,909,807,314,587,353,088,000 percent. The number of people 505 years of age or older has increased by 1,208,925,819,614,629,174,706,176,000 percent. The number of people 510 years of age or older has increased by 2,417,851,639,229,258,349,412,352,000 percent. The number of people 515 years of age or older has increased by 4,835,703,278,458,516,698,824,704,000 percent. The number of people 520 years of age or older has increased by 9,671,406,556,917,033,397,649,408,000 percent. The number of people 525 years of age or older has increased by 19,342,813,113,834,066,795,298,816,000 percent. The number of people 530 years of age or older has increased by 38,685,626,227,668,133,590,597,632,000 percent. The number of people 535 years of age or older has increased by 77,371,252,455,336,267,181,195,264,000 percent. The number of people 540 years of age or older has increased by 154,742,504,910,672,534,362,390,528,000 percent. The number of people 545 years of age or older has increased by 309,485,009,821,345,068,724,781,056,000 percent. The number of people 550 years of age or older has increased by 618,970,019,642,690,137,449,562,112,000 percent. The number of people 555 years of age or older has increased by 1,237,940,039,285,380,274,899,124,224,000 percent. The number of people 560 years of age or older has increased by 2,475,880,078,570,760,549,798,248,448,000 percent. The number of people 565 years of age or older has increased by 4,951,760,157,141,521,099,596,496,896,000 percent. The number of people 570 years of age or older has increased by 9,903,520,314,283,042,199,193,993,792,000 percent. The number of people 575 years of age or older has increased by 19,807,040,

Both parties

No. 77 181 00031 2 SUBR; *EchoStar Satellite Corporation and EchoStar Communications Corporation v. BigFatWow*, in the American Arbitration Association, Case.

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and the parties are proceeding in the American Arbitration Association. A panel of three arbitrators has been selected and the hearing is set for the week of January 27, 2003.

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Civil Action No. 2002-2687; *Elizabeth Hernandez v. Echosphere Corporation, EchoStar Satellite Corporation and EchoStar Communications Corporation*, In the 120th Judicial District Court of El Paso County, Texas.

On July 11, 2002, Elizabeth Hernandez ("Hernandez") filed suit against the above-styled Defendants ("EchoStar") pursuant to Texas Labor Code Sec. 21.001 *et seq.*

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EchoStar has filed an Answer, along with numerous affirmative defenses, to the Petition.

Both parties have responded to written discovery. The Court has not scheduled a discovery cut-off date and there are no current motions pending, nor any upcoming hearings. There is also currently no trial setting.

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Civil Action No. 2002-5622; *Beatrice Flores-Ochoa v. Echosphere Corp.*; In the 34th Judicial District Court of El Paso County, Texas.

On December 12, 2002, Ms. Flores-Ochoa filed suit against Echosphere Corp ("EchoStar") pursuant to Texas Labor Code Sec. 21.001 *et seq.*

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Civil Action No. 2002-2995; *Angie Varela v. EchoStar*; In the 346th Judicial District Court of El Paso County, Texas.

Ms. Varela filed suit on July 31, 2002 against EchoStar ("EchoStar") for Texas Workers' Compensation Retaliation **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

EchoStar **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT** has filed an Answer, along with numerous affirmative defenses.

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Cause No. 065762; *Assured Civil Process Agency v. EchoStar Communications Corporation*; in the Pct. 5 Justice of the Peace Court, Travis County, Texas.

On July 24, 2001, Plaintiff Assured Civil Process Agency, filed suit against EchoStar Communications Corporation (AEchoStar@) for **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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the Plaintiff.

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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT The case is currently in discovery.

There is no discovery cut-off date currently scheduled and no trial date has been set.

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Cause No. 008689; *Mark R. Lee v. EchoStar Communications Corporation*, In the Small Claims Court of Travis County, Texas, Precinct One.

On August 2, 2001, Mark Lee ("Plaintiff Lee") filed suit against EchoStar Communications Corporation ("EchoStar") **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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The case is currently in discovery. There is no trial setting and no discovery cut-off date. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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Civil Action No. CV 2002-437; *Fair Contracting Company, Inc. v. EchoStar Communications Corporation*, in the Circuit Court of Tuscaloosa County, Alabama.

On or about March 27, 2002, Plaintiff Fair Contracting Company, Inc. ("Fair Contracting") on behalf of itself and others similarly situated, filed a class action suit against EchoStar Corporation ("ECC") **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

("TCPA"). **REDACTED-ATTORNEY CLIENT**

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REDACTED-ATTORNEY CLIENT There is no trial setting or discovery cut-off date. Plaintiff dismissed ECC and added EchoStar Satellite Corporation as a Defendant. Several motions were heard at a hearing on September 5, 2002. The Court denied ESC's Motion to Dismiss which asserts that the TCPA is unconstitutional, but left us with the ability to refile as a summary judgment. The Court denied ESC's Motion for Summary Judgment (asserting that the retailer is not an agent) on a procedural technicality with the ability to re-file. ESC's Motion to Strike or Dismiss Class Allegations was held in abeyance until a hearing on the motion for class certification. ESC's Motion to Dismiss for Lack of Subject Matter Jurisdiction asserting that

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there is no private right of action under the federal statute in Alabama state court was denied. Plaintiff's cross-motion for summary judgment that the retailer is ECC's agent was denied because fact issues exist. **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY C Briefing on class certification is June 2 – June 23, 2003. The Class certification hearing is July 2, 2003. EchoStar's Motion to Dismiss for failure to state a claim is pending.

Cause No. C200100259; *J. Greg Coontz v. Dish Network Service Corporation, Echosphere Corporation, EchoStar Technologies Corporation and EchoStar Communications Corporation*; in the 249th District Court, Johnson County, Texas.

On July 18, 2001, Plaintiff J. Greg Coontz ("Plaintiff Coontz"), on behalf of himself and on behalf of an alleged class of persons and/or entities similarly situated, sued Defendants Dish Network Service Corporation, Echosphere Corporation, EchoStar Technologies Corporation, and EchoStar Communications Corporation ("EchoStar"), **REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT**

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The case is currently in discovery and there is currently no discovery cut-off date scheduled. There are still several depositions to be taken, by both the Plaintiff and Defendants. EchoStar filed two Motions for Summary Judgment—both were denied. The hearing on Plaintiff's Second Motion to Compel and Plaintiff's Motion for Sanctions for Violation of Rule 11 Agreement is currently set for January 30, 2003.

Case No. 2001 CV 45139; *Corey D. Holzer, et al. v. EchoStar Communications Corporation (d/b/a DISH Network)*, in the Superior Court of Fulton County, Georgia.

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Plaintiff Corey Holzer sued EchoStar Communications Corporation (AEchoStar@) d/b/a DISH Network for alleged violations of the Telephone Consumers Protection Act (ATCPA@).

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Trial is set for May 2003.

EchoStar filed a Motion for Summary Judgment

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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT The case is now in settlement negotiations involving the retailer paying \$15,000 to the Plaintiff and half of EchoStar's attorneys' fees. In early 2003 the Court will hold a hearing on EchoStar's Motion for Summary Judgment.

Case No. 02-CH-1760; *Steven Plato Troy v. EchoStar Communications Corporation*, In the Circuit of Cook County, Illinois County Department, Chancery Division.

On or about September 26, 2002, Steven Plato Troy ("Troy") filed this lawsuit against EchoStar Communications Corporation ("ECC")

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There is no

ECC filed a Motion to Dismiss for Lack of Personal Jurisdiction. A deposition on that Motion must occur, if at all, by January 31, 2003.

All other issues have been abated pending a ruling on that motion.

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Adversary Proceeding No. 02-1391, *Classic Communications, Inc. v. EchoStar Communications Corporation (In re Classic Communications, Inc.)*, United States Bankruptcy Court, District of Delaware.

Classic Communications ("Classic") filed this action on January 14, 2002 against EchoStar Communications Corporation ("EchoStar")

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The Court has not ruled on EchoStar's Motion to Dismiss for Lack of Personal Jurisdiction.

There are no dates scheduled for discovery or trial.

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This case is currently on hold pending the Court's ruling on

EchoStar's Motion to Dismiss.

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Case No. CV801155; *Sunup Design Systems, Inc v. EchoStar Satellite Corporation, a Colorado corporation, and DOES 1 through 20 inclusive*; In the Superior Court of the State of California in and for the County of Santa Clara.

On August 31, 2001, SunUp Design Systems, Inc. (ASunUp@) filed a civil suit against EchoStar Satellite Corporation (AEchoStar@) concerning the sale of computer software.

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The Court granted EchoStar's 12(b)(6) Motion to Dismiss. However, the Court granted Plaintiff leave to amend its Complaint which Plaintiff has subsequently amended, and to which EchoStar has filed a Motion to Dismiss. On July 10, 2002, the Court dismissed Plaintiff's Complaint again, granting leave to amend only its promissory fraud claim. Plaintiff re-filed its third amended complaint alleging one cause of action for promissory fraud. In response, EchoStar filed a motion to dismiss pursuant to Rule 12(b)(6) that is pending. The hearing on EchoStar's motion to dismiss was held on October 21, 2002 and the Court denied EchoStar's motion to dismiss. The case is now in the beginning stages of discovery. SunUp is in the process of getting a new attorney, so discovery dates are likely to be pushed back.

The trial date has been rescheduled for May 19, 2003. The parties have attended one court ordered mediation that was unsuccessful.

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Case No. SC-01-25181-RD; *DNBC Investment, LLC, et al. v. Dish Network Service Corporation*; pending in the County Court of the Fifteenth Judicial Circuit in and for Palm Beach County, Florida.

On or about November 1, 2001, DNBC Investment LLC, 3890 DNBC, LLC, Sammons DNBC, LLC, and Neuwirth DNBC, LLC d/b/a Delray North Business Center (ADNBC@) filed a civil suit against Dish Network Service Corporation (ADNSC@).

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REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT This case is presently in discovery and was being defended by a Florida law firm prior to being referred to T. Wade Welch & Associates. Plaintiffs have filed an Amended Complaint

The trial is set for sometime between the 4 week docket beginning on February 18, 2003. EchoStar has filed a Motion for Continuance. DNSC has tendered approximately \$50,000 into the registry of the Court; however, an order was recently entered preventing DNSC from being required to tender any more rent into the registry of the Court.

REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT Formal settlement negotiations have taken place and are on-going. Mediation was held on December 10, 2002.

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Civil Action No. 01-1200-B; *Presidential Financial Corporation of Massachusetts v. Shadow Hill Enterprises, Inc., Moonwalk Associates, Inc., R&R Satellite Enterprises, Inc., Allen Balboni, Riccardo Day, Pegasus Satellite Television of Texas, Inc., and EchoStar Satellite Corporation*, Commonwealth of Massachusetts, Superior Court Department, Civil Business.

On or about June 8, 2001, Presidential Financial Corporation of Massachusetts ("Presidential@) filed suit against the above-styled Defendants, including EchoStar Satellite Corporation (AEchoStar@).

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EchoStar [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] has filed an Answer to the Complaint, along with numerous affirmative defenses.

There are no current motions pending, nor any upcoming hearings. There is also currently no trial setting; however, a trial setting during the middle portion of 2003 is expected. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

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Case No. 0100069; *Alexander P. Ross and Terri Johnson v. EchoStar Communications Corporation and Dish Network*, in the Superior Court of the State of California, County of Los Angeles, North Valley District -- Newhall Court.

On or about March 23, 2001 Plaintiffs filed this suit against EchoStar Communications Corporation and Dish Network ("EchoStar") alleging causes of action for: (1) breach of contract, (2) misrepresentation, and (3) fraud. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] On or about May 25, 2001, Plaintiffs filed a proof of service of Summons and Complaint on Defendants and requested an entry of default judgment against Defendants. On or about June 20, 2001, EchoStar's in-house counsel filed a Notice of Motion to Vacate Default Judgment and Points and Authorities in support thereof. On or about July 25, 2001, the Court ruled that Defendants lacked standing to file the Motion to Vacate Default Judgment and struck that motion. On or about February 22, 2002, Plaintiffs' default judgment was entered as a final judgment in Plaintiffs' favor in the principal amount of \$16,043.00 with \$121.00 awarded in costs. The principal amount includes \$5,000.00 in principal damages and \$10,000.00 in punitive damages.

Upon receipt of this case, on or about April 22, 2002, T. Wade Welch & Associates noticed EchoStar's appeal of this case. The appellate brief has been filed. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

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On November 12, 2002 the Appellate court sent a letter inquiring into the timeliness of Appellants' filing of its Notice of Appeal. According to the court, Appellants' Notice was not filed within the time period set forth in the California rules. The Court provided Appellant's 30 days to respond to its inquiry. On December 13, 2002 Appellants filed their response to this filing inquiry.

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On January 9, 2003 the Court dismissed Appellants' appeal.

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Civil Action No. I 2002-235; *Millennium Funding, LLC v. Global Entertainment & Technology, Inc., Garry Choy and EchoStar Satellite Corporation*; In the State of New York, County of Erie.

On January 7, 2002, Millennium Funding, LLC ("Millennium") filed suit against the above-styled Defendants, including EchoStar Satellite Corporation ("EchoStar").

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EchoStar [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] has filed an Answer to the Complaint, along with numerous affirmative defenses. Both parties have responded to written discovery. Millennium has also requested to take the depositions of EchoStar representatives Mary Davidson and Thad Larsen. The Court has not scheduled a discovery cut-off date. There are neither current motions pending nor any upcoming hearings. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] There is currently no trial setting. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

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Cause No. 02-4094; *Linda Scott-Tate v. EchoStar Satellite Corporation and Dillard Department Stores, Inc. d/b/a Dillard's*, In the District Court, Dallas County, M-298th Judicial District.

On May 3, 2002, Linda Scott-Tate ("Tate") filed suit against Dillard's and EchoStar Communications Corporation ("ECC"). Tate subsequently filed an amended petition substituting EchoStar Satellite Corporation ("ESC") for ECC. Tate has also added Dish Network Service Corporation ("DNSC") as a defendant. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] Trial is set on the jury docket in Dallas County, Texas for February 2003. EchoStar and now DNSC have filed answers. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

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Case No. 02cc06577, *Florette Delaby v. EchoStar Dish Installation Network*, Superior Court of the State of California for the County of Orange.

On May 6, 2002, Florette Delaby ("Delaby") filed suit against EchoStar Dish Installation Network. [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] On June 14, 2002, Delaby amended her complaint to substitute Dish Network Service Corporation for EchoStar Dish Installation Network. EchoStar has filed an Answer and the case is currently in discovery. The trial was set last week for April 21, 2003 in Orange County, California. [REDACTED]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] [REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT]

[REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT] We are engaged in settlement negotiations at this time.

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Case No. 99-39228 (RG) (Jointly Administered), Adv. Proc. No. 00-3341, *EchoStar Satellite Corporation v. SkyView Media, LLC, Russian Television Network, Inc., SkyView Media Group, Inc., and Orlando Skelton as Chapter 11 Trustee for Debtors*, United States Bankruptcy Court, District of New Jersey.

EchoStar Satellite Corporation ("EchoStar") initiated this adversary proceeding against Defendants SkyView World, RTN, and SkyView Media ("Debtors")

Defendants are debtors in Chapter 11 bankruptcy proceedings.

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Defendants filed an answer and asserted counterclaims alleging,

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The case is currently in discovery. The trustee has filed a motion to file and amended answer and counterclaim and Fleet National Bank has filed a motion to intervene as a party defendant. Both motions were granted and the trustee has filed an amended answer and counterclaim against EchoStar Satellite Corporation, EchoStar Technologies Corporation, and EchoStar Communications Corporation. A scheduling order has been entered and the parties will begin discovery.

Civil Action No. 01-K-0739; *Echo Satellite Corporation, et al. v. Ultraview Satellite, Inc., et al.*; in United States District Court, District of Colorado.

On April 20, 2001, EchoStar Satellite Corporation, EchoStar Communications Corporation, and Echosphere Corporation ("EchoStar"), filed a civil action against Ultraview Satellite, Inc., Wayne J. Wickline d/b/a Prime Satellite Service Co., Alvin Bush d/b/a Prime Satellite and Prime Satellite Service Co., and Darrell Hayes d/b/a Prime Satellite and Prime Satellite, Inc. ("Defendants"), which is currently pending in the United States District Court in the District of Colorado.

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Defendants Wickline and Ultraview have filed an answer and asserted various affirmative defenses. A trial date has not yet been set. An Entry of Default has been granted by the Court as to Defendant Alvin Bush. A scheduling conference is set for January 17, 2003. There are presently no pending deadlines and no pending motions.

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Case No. 02 CV 4890; *EchoStar Satellite Corporation v. TV Azteca S.A. de C.V.*, in the United States District Court for the Southern District of New York.

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The case is currently in discovery. No date has been set for the permanent injunction hearing.

Case No. 02-CV-964; *EchoStar Satellite Corporation v. Caribbean Media Corporation*, In the United States District Court for the District of New Jersey.

On March 5, 2002, ESC filed this action against Foreign Defendant Caribbean Media Corporation ("CMC").

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[REDACTED]

On September 9, 2002 the Court dismissed ESC's complaint resulting from the inability to achieve service on Defendant CMC. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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On September 19, 2002, ESC filed a Motion to Reinstate its Complaint

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ESC's Motion to Reinstate was rejected. ESC has refiled this suit against CMC. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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An extension of time to answer was granted for CMC to answer the complaint. REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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Case No. C-02-01178; *Groupe Canal + S.A., et al v. NDS Group PLC, et al*, In the United States District Court, Northern District of California.

On September 27, 2002, EchoStar Communications Corporation, EchoStar Satellite Corporation, EchoStar Technologies Corporation ("EchoStar") and NagraStar, LLC filed a Motion to Intervene and to Prevent Spoliation of Evidence as Intervenor of a case between Groupe Canal+ S.A., Canal+ Technologies, S.A., and Canal+ Technologies, Inc. ("Plaintiffs") and NDS Group PLC and NDS Americas, Inc. ("Defendants"). REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

NDS Defendants REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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EchoStar and

NagraStar have moved to intervene in the lawsuit REDACTED-ATTORNEY CLIENT PRIVILEGED/WORK PRODUCT

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NDS and Canal+ have stipulated to a stay of proceedings. EchoStar and NagraStar have objected. EchoStar is waiting for a ruling on its objections and a ruling on its motions to intervene and to shorten time for a hearing.

Case No. 19853NC; *FS Parallel Fund L.P., FS Employee Investors LLC, Furman Selz Investors II L.P., ING Furman Selz Investors III L.P., ING Barings Global Leveraged Equity Plan Ltd. And ING Barings U.S. Leveraged Equity Plan LLC v. Charles W. Ergen, David Moskowitz, Steve Schaver, Mark Jackson, EchoStar Communications Corporation and EchoBand Corporation*; In the Court of Chancery of the State of Delaware in and for New Castle County.

On August 20, 2002, Plaintiffs -- who consist of a group of investors and investment advisors -- commenced this action against Defendants

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Defendants have until October 28, 2002 to file their answer or pre-answer motions.

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Case No. A458232; *Robert Busch, Derivatively on Behalf of EchoStar Communications v. Michael T. Dugan, Jean-Marie Messier, Peter A. Dea, Cantey Ergen, David K. Moskowitz, O. Nolan Daines, Raymond L. Friedlob, Charles W. Ergen, James DeFranco, Does 1-25, and EchoStar Communications, a Nevada Corporation*; In the District Court of Clark County, Nevada, Department No. III.

On October 24, 2002, Plaintiff, an alleged shareholder of EchoStar Communications Corporation, commenced this shareholders' derivative action against Defendants

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On January 9, 2003 the parties entered into a stipulation to grant an open extension of time for Defendants to respond to the complaint subject to 30 days' notice. On January 13, 2003 Plaintiff's attorney notified us that he will voluntarily dismiss the case and seek an award of attorneys' fees.

Civil Action No. _____; *Riyad Alshuaibi v. Michael Kelly, Kelly Broadcasting Systems, Inc. and EchoStar Communications Corporation*; In the United States District Court, District of New Jersey.

Mr. Alshuaibi filed suit on December 23, 2002 against Michael Kelly ("Kelly"), Kelly Broadcasting Systems, Inc. ("KBS"), and EchoStar Communications Corporation ("ECC").

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This firm has undertaken the representation of ECC and KBS in the above-referenced matter. Kelly is proceeding through separate counsel. Neither ECC nor KS have been served.

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II. There are no outstanding attorneys' fees owed for the year 2002. We are not aware of any unasserted claims or assessments, other than as described in this letter. This representation is made in lieu of the following assertion as we are unfamiliar with the rules surrounding financial statement disclosure and the applicable requirements of Statement of Financial Accounting Standards No. 5:

We confirm that whenever, in the course of performing legal services for the Company with respect to a matter recognized to involve an unasserted possible claim or assessment that may call for financial statement disclosure, if we have formed a professional conclusion that the Company must disclose or consider disclosure concerning such possible claim or assessment, as a matter of professional responsibility to the Company, we will so advise the Company and will consult with the Company concerning the question of such disclosure and the applicable requirements of Statement of Financial Accounting Standards No. 5.

This letter speaks only as of its date and, in the absence of further express request, I disclaim any undertaking to advise you of changes which hereafter may be brought to my attention or to the attention of the lawyers over whom I exercise general legal supervision.

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Unless otherwise stated herein, this letter is furnished solely for your information to assist you in connection with your examination of, and report with respect to, the financial condition of the Companies. This letter is provided subject to the attorney/client, accountant/client and work product privileges, is not to be quoted in whole or in part or otherwise referred to in any financial statement of any of the Companies or related documents, nor it is to be filed with or furnished to any governmental agency or other person, without my prior written consent. Notwithstanding the above limitations, this response can properly be furnished to others in compliance with court process or when necessary in order for you to defend against a challenge of the audit by the Companies or a regulatory agency, provided that I am given written notice of the circumstances at least twenty (20) days before the response is to be furnished to others, or as long as in advance as possible if the situation does not permit such period of notice.

If you have any questions do not hesitate to contact me.

Sincerely,

T. WADE WELCH & ASSOCIATES

T. Wade Welch

EXHIBIT 259

EXHIBIT 259

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Message

From: Allwein, Edward [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=EDWARD.ALLWEIN]
Sent: 2/11/2003 4:34:28 PM
To: Cartwright, Soraya [soraya.cartwright@echostar.com]; DeFranco, Jim [jim.defranco@echostar.com]; Larson, Scott [scott.larson@echostar.com]; Kummer, Dave [dave.kummer@echostar.com]; Orban, Paul [paul.orban@echostar.com]; Frank, Karen [karen.frank@echostar.com]; Mohr, Douglas [douglas.mohr@echostar.com]; Beall, Suzanne [suzanne.beall@echostar.com]; Stingley, Tom [tom.stingley@echostar.com]; Ahmed, Amir [amir.ahmed@echostar.com]; Clark, Chris [chris.clark@echostar.com]; Gilpin, Mark [mark.gilpin@echostar.com]; Arnold, Susank [susan.grillo@echostar.com]; Borrillo, Angela [angela.borrillo@echostar.com]; LaRocque, Jim [jim.larocque@echostar.com]; Miller, Steve (Inverness) [steve.miller@echostar.com]; Schwimmer, Michael [michael.schwimmer@echostar.com]; Schaver, Steve [steve.schaver@echostar.com]; Jackson, Mark (Denver) [mark.jackson@echostar.com]; Bair, David [david.bair@echostar.com]; Gale, Brent [brent.gale@echostar.com]; McDonnell, Michael [michael.mcdonnell@echostar.com]; Moskowitz, David [david.moskowitz@echostar.com]; Lowery, Shirley [shirley.lowery@echostar.com]; Gomez, Mark [mark.gomez@echostar.com]; Burden, Scott [scott.burden@echostar.com]; Davidson, Mary (Dir - Retail Svcs) [mary.davidson@echostar.com]; Witt, Jack [jack.witt@echostar.com]; Tran, Yume [yume.tran@echostar.com]; Taylor, Tom [tom.taylor@echostar.com]; Dawkins, Polly [polly.dawkins@echostar.com]; Rossetti, Nick [nick.rossetti@echostar.com]; Elsell, Rojai [rojai.ellsell@echostar.com]; Fuchs, Robert [robert.fuchs@echostar.com]; Gonzalez, Melissa [melissa.gonzalez@echostar.com]; Povenmire, Rex [rex.povenmire@echostar.com]; Carlson, Erik [erik.carlson@echostar.com]; Hoecher, Chris [chris.hoecher@echostar.com]; Price, Doug [doug.price@echostar.com]; McGary, Doug [doug.mcgary@echostar.com]; Kelly, Tim [tim.kelly@echostar.com]; Mally, Steve [steve.mally@echostar.com]; Meyers, Nick [nick.meyers@echostar.com]; Leone, Thomas [thomas.leone@echostar.com]; Higgins, Scott [scott.higgins@echostar.com]; Langenderfer, Martin [martin.langenderfer@echostar.com]; Weyforth, PJ [pj.veyforth@echostar.com]; Schelling, Amy [amy.schelling@echostar.com]; McKown, Mary Anne [mary.mckown@echostar.com]; Matus, Scott [scott.matus@echostar.com]; Binns, Todd [todd.binns@echostar.com]; Sayeedi, Nick [nick.sayeedi@echostar.com]; Cain, Teresa [teresa.cain@echostar.com]; Scarborough, John [john.scarborough@echostar.com]
CC: Dugan, Mike [mike.dugan@echostar.com]; Whitton, Tim [tim.whitton@echostar.com]; Langford, Linda [linda.langford@echostar.com]; Pennington, Anthony [anthony.pennington@echostar.com]; Piper, Scott [scott.piper@echostar.com]; Schaefer, Germar [schager@echostar.com]; Tran, Yume [yume.tran@echostar.com]
Subject: IT Project Priority meeting
Attachments: Project List - 11 Feb 03.xls

This year's IT project list contains a large number of complex and interdependent projects including the Oracle 11i upgrade (affecting tax, asset management, and inventory), Service (Clarify) replacement, MobileForce, and significant CSC CRM enhancements. Many of our deliverables later in the year rely on deploying earlier items in a specific sequence, and our resources are fully consumed on budgeted projects.

Since our flexibility is quite limited in the near term, we have limited ability to react to significant changes in priority. As such, we will be suspending the company-wide IT priority meetings (such as tomorrow's) until we have a fair number of our commitments well underway.

Please keep your BI representatives informed of changes in your business that require priority reassessment. Any reprioritization will be accomplished by first discussing it with me for its impact on committed deliverables, and then with the executive team if it requires additional funding (or if you disagree with where we're prioritizing your projects).

I've attached the current list of our priorities. Note that:

- items not listed are probably not budgeted. If you need additional projects done, you will need an estimate from IT on the expected project cost, and we will have to obtain funding from the executive team prior to IT's contributing any significant resources. In some cases, additional funding may in itself be insufficient because the project requires specialized internal resources that are working on higher priorities, and you may have to argue to displace an active project.
- items at the top of the list are generally very near completion or have a legal mandate, and are unlikely to be easily changed. Items below, say, 35 are not firmly fixed in priority and can move as appropriate resources become available.
- items considered as "minor enhancements" to existing capabilities are not listed; these are prioritized on an ad hoc basis and their schedules may be changed to fit the needs of the larger project efforts
- "Planned Deployment Date" is our best guess based on current resource loading. As will inevitably be the case, these

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dates will move as resources (yours and ours) change or other projects get inserted ahead of them. We have every motivation to meet these dates, and will vigorously constrain scope creep where possible.



Project List - 11
Feb 03.xls

Edward Allwein
Chief Information Officer
EchoStar Communications Corporation
5701 South Santa Fe Drive
Littleton, CO 80120
phone: (303) 723-1105
fax: (303) 723-2199

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EXHIBIT 260

EXHIBIT 260

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Prioritized Projects List

Year	Priority	Project Name	Project Description	Project Sponsor	ROI	CAPEX cost	G&A Cost	Internal Man-Weeks	Planned Deployment Date	Dependent DN	Funded By	ERP	Intranet	Siebel	MW & Java	Web	DM	INFR A	Corporate Goal Statement to Impact	Project Code	Project Phase - SubPhases	PM	BA Name
2002	1.0	Do Not Call Compliance -Phase II	Conform to legal compliance with DNC list.	Legal	n/a - Legal Requirement				01-30-03											DNSLST	Post-Deployment	Michelle F	Chad R
2003	2.0	Waiver Re-design	Legal requirements within the processing of waiver requirements for customers.	Rex Povenmire	n/a - Legal Requirement	\$188,000	\$0.00	205	(08-15-03)				X		X		X			WAVRRD	Construction	Judy A	Rich W
2003	3.0	NQ - Non-Flag Ship Distant	Ability to sell non-flagship distant, needs changes in CSG, DishPromo, CSA and R*Connect.	Rex Povenmire				Share NQ bucket of 125 Man Weeks.	(06-30-03)				X		X		X				Inception	Michelle F	Rich W
2003	4.0	NQ - Netqual NBC	Project for the continued support and compliancy to legal requests and changes associated with Network qualifications.	Rex Povenmire	n/a - Legal Requirement			Share NQ bucket of 125 Man Weeks.	(05-15-03)				X		X		X				Inception	Michelle F	Lu T
2003	5.0	Q12003 Promotion	Promotion bundling and price increase configuration, adjustment engine and passers	Soraya			\$0.00	350	01-31-03											Q12003	Post-Deployment	Jim E	
2003	6.0	Netqual - PBS (Legally due by 03/27/03)	Project for the continued support and compliancy to legal requests and changes associated with Network qualifications.	Rex Povenmire	n/a - Legal Requirement			Share NQ bucket of 125 Man Weeks.	03-27-03				X		X		X				Elaboration	Michelle F	
2003	7.0	CSG Bundle - March 2003	Multiple minor enhancements the business has paid for with CSG.	Soraya					03-02-03	SAT line up with DP Phase I			X		X					CSGFEB	Construction	Jim E	Julie F
2003	8.0	PPV Self-Service Re-Design	General improvements and architectural changes in the PPV applications.	Schwimmer																			
2003	9.0	Pre-Paid PPV Card	Dugan directive to deploy a pre-paid PPV process/card for consumer use.	Schwimmer																			
2002	10.0	Smart Card Swap - POC	Account piracy and packing	Dugan	Must-do for Dugan				(04-17-03)	PSUB - PRESWAP Schema	Not in any funding	X	X		X		X			SMRTCS	Elaboration	Norm M	Chris M
2002	11.0	IVR Telemedia Redesign - CTI	Ability to call transfer and capture all call statistics through the call flow processes via CTI.	Soraya	Must-do				02-04-03	CSC Metrics Reporting			X		X					IVRTRD	Transition	Tim P	Chad R
2003	12.0	CSC Metrics Reporting	Ability to provide detailed call reduction metrics reporting leveraging CTI.	Dugan	\$MM 24 Month return												X				Inception	Tim P	Chad R
2002	13.0	E*Compensation - Phase I	Upgrade the retailer Commissions system to increase it's reliability and capacity.	Mary Davidson	This is a strategic initiative.				02-16-03						X					SCRE02	Transition	Amy G & Michael A	Michael S
2002	14.0	Sales Tax Filing Exemption Audit Support	Provide the ability to capture and report on sales tax data to avoid tax assessments from audits.	McDonnell		\$2,300,000			02-21-03								X			STFEAS	Transition	Michelle F	Chad R
2002	15.0	DP to RA - reports for Phase I	Completed - Reporting required to support DP-to-RA.	Soraya					02-07-03								X				Transition	Amy G	Kathy T & James St
2003	16.0	Security Model - e-sales r2.2	Purchase and implement LDAP to be used for SFA 2.2 eSales.	Curtis Elswick	Base infra needs				04-01-03					X	X						Inception	Michelle G	
2002	17.0	SFA R2.2 - E*Sales	Provide web based ordering tool for the retailers. Provide Account, Contact and Opportunity Management capabilities for the sales force.	Erik Carlson					03-03-03	Security Model - 4 wks after go-live		X		X		X		X		SFA004	Transition	Michelle G	Mary M & Gary B
2003	18.0	Retailer Referrals - phase I for TC and NC	Support a consistent process for delegating trouble calls to the retailer who owns the customer servicing responsibility. Support a consistent process for allocating Direct Sales new connects to a select set of Summit Retailers.	Keily					(04-15-03)	PSUB - SUB schema	Retailer Segmentation	X		X		X					Inception	Amy G & Michelle G	Gary B

Highlighted projects will be discussed on Friday Project Review

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Prioritized Projects List

Year	Priority	Project Name	Project Description	Project Sponsor	ROI	CAPEX cost	G&A Cost	Internal Man-Weeks	Planned Deployment Date	Dependent DN	Funded By	ERP	Intranet	Siebel	MW & Java	Web	DM	INFR A	Corporate Goal Statement to Impact	Project Code	Project Phase - SubPhases	PM	BA Name
2003	19.0	DSL Partner Phase I	Verizon interface (Thincient) investment is loaded under CSC 13 DP Quote, this project is for dual lines of business, bundled billing and all back end processes needed for the bundled DSL offer from Verizon. Multiple phases of DSL to include an OE tool, open API development and DP.	Rex Povenmire	1Billion per Jim Nearson	\$500,000			(06-15-03)	includes OE Partnership Tool			X		X	X	X						
2003	20.0	DNSC WFM - Phase I Mobile Force (Includes Retailer Segmentation Phase I & DNSC Scheduling)	Need new system to enable improvement in efficiency and increase the volume of work handled	Nick Rossetti	Annual benefit at 2002 job volume = \$21,535,160	\$3,146,000	\$0.00	176	(9-30-03)	CIT/Ticketing, DNSC DW on Terradata, Retailer			X		X	X	X	X				Amy G	Harold B & Sandra A
2002	21.0	DNSC Data Warehouse - Group I	Select and utilize a reporting tool with the ability to report on work orders progressing through the work order life cycle. Users need to be able to analyze the data using a tool that allows for drilling up/down and view various dimensions of the data. Both internal and external users shall be provided the option to view summary reports, or detail reports.	Nick Rossetti					(02-14-03)								X			OLAPR2	Construction	Amy G	Helene D
2002	22.0	DNSC Data Warehouse - Group II	Same as for DNSC Data Warehouse - Group I	Nick Rossetti					(03-09-03)								X				Construction	Amy G	Helene D
2003	23.0	Move DNSC DW to TerraData	Move selected E*Connect DNSC DW tables to NCR Infrastructure.	Nick Rossetti					(07-30-03)	After Grp I and Grp II reports.	DNSC WFM						X				Inception	Amy G	Helene D
2003	24.0	CIT/Ticketing/LDAPSecurity (includes Retailer Complaints)	Ability to open service tickets by an agent and ability to gather all CIT touchpoints by customer. Support a consistent process for communicating and tracking retailer complaints, along with other key events, to insure action and resolution.	Soraya	Part of CRM desktop total of \$3MM				(06-02-03)				X		X	X					Inception	Tim P	Chris M
2003	25.0	Siebel CRM for CSC - Discovery/POC/AD	Discovery for the replacement of DP on the CSC Desktop	Soraya	Part of CRM desktop total of \$3MM									X	X			X					
2003	26.0	R111 - Re-implementation	R111 - Upgrade of core Oracle Financials applications to support needed business modules like FA, QA, Sales/Use taxes and to remain current with Oracle support which is critical to the necessary uptime.	Aliwein/McDonnell/Jackson		\$4,050,000	\$0.00	600	(11-30-03)			X						X			Inception	Norm M & Kathy K	Rob D & Kellie H
2003		R111 - Service Implementation	We need to stabilize our service application as well as providing much needed new functionalities to increase service team's efficiency.	Jim LaRoque	Savings to Service per year: 4,073,944	\$4,150,000	\$572,000.00	420	(03-31-04)													Norm M	
2003		R111 - Free Dish/Free Install in 111	To ensure our company does not have audit exposure due to ongoing promotions offering free receivers. We owe sales tax on this	Michael McDonnell	At current rate of activations under promotions which offer free equipment we have an audit exposure of 38 million dollars	\$2,739,510			(02-01-04)	Oracle 11i Sales and Use Tax?		X											

Highlighted projects will be discussed on Friday Project Review

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Prioritized Projects List

Year	Project Name	Project Description	Project Sponsor	ROI	CAPEX cost	G&A Cost	Internal Man-Weeks	Planned Deployment Date	Dependent DN	Funded By	ERP	Intranet	Siebel	MW & Java	Web	DM	INFR A	Corporate Goal Statement to Impact	Project Code	Project Phase - SubPhases	PJM	BA Name
2003	R111 - Fixed Asset Tracking in 111	FA - We need to associate the fixed assets accounting records in Oracle to the physical assets. This creates exposure that assets are incorrectly accounted for in Oracle.	Michael McDonnell	As a result of heightened accounting exposures due to the current market conditions, fixed assets has become an area considered to have higher risk. Therefore, the Company needs to reevaluate our fixed asset policies and the business processes that fixed assets impact in order to mitigate our exposure for fixed asset accounting.	\$1,350,000	\$0.00	78	(02-01-04)			X					X					Norm M	
2003	R111 - eInvoice/EDI/Sales and Use Tax	Enables Accounts Payable to Import invoices via the web or by EDI.	Michael McDonnell	\$170,000 Annually	\$12,000	\$0.00	38	(02-01-04)	Oracle Suppliers and Oracle		X											
2003	27.0DP - Adjustment	Ability to pull into DP the ability for an agent to perform adjustments while enforcing all adjustment business rules.	Soraya	2 MM	10K			03-31-03	Part of Phase II DP Bundle?			X								Construction	Marc V	Stephanie & Fatim
2003	28.0DP - Additional Outlets	Ability to determine the appropriate placement and number of A/O codes on an account through DP.	Soraya	Must do				03-31-03	Part of Phase II DP Bundle?			X								Elaboration	Marc V	Stephanie & Fatim
2003	29.0DP - PPV	Ability to pull all ACSR PPV functionality into DP to reduce the CSR dependency on ACSR.	Soraya	800K	10K			(04-30-03)				X								Elaboration	Jim E	Stephanie B
2003	30.0DHP Capital Reporting - Phase II - Cost and Commercial	To provide timely and accurate month end reporting to support the month end close relating to DHP Capital Asset reporting.	Paul Orban	n/a - Legal Requirement				(03-30-03)								X				Inception	Cathy K	Kellie H
2003	31.0DHP Capital Reporting - Phase IV	Identify and correct the systemic data irregularities that pollute our capital asset reporting.	Paul Orban					(08-31-03)	PSUB - SUB and INV TRK Schemas		X	X		X	X	X					Cathy K	Kellie H
2003	32.0Credit Authorization - Phase II	Enhance the current sales process to provide all eligible promotions if a customer fails to qualify for the promotion they have requested.	Soraya		\$1,300,000	\$0.00	620	(9-29-03)	Promotion Component Model (PECO)	DP Quote Team 2		X		X		X			CAPH52	Elaboration	Marc V	Stephanie B & Dante D
2003	33.0Adherence Data Availability (IEX Completion)		Soraya					(08-01-03)	Needs HR data	CSR Sales Register	X									Elaboration	Michelle F	Holly K
2003	34.0Retailer Segmentations - Phase I	We need to segment our retailer point of sales opportunities across multiple metrics to appropriately reward or penalize outside of our current CRP rating.	Ahmir Ahmed		\$2,700,000	\$0.00	95	(08-30-03)	Retailer Referrals in E*Connect, CIT/Ticketing		X	X			X	X	X					
2003	35.0Customer Geocode	The company has audit exposure related to complying with sales, use and property tax remittances. The problem is sourced to incorrect assignments of Vertex geocodes ("Geocodes") to customers' addresses at the customer billing level.	Michael McDonnell	Thus, anticipated labor savings are 1,250 hours of labor in preparing data for property tax compliance.	\$230,000	\$0.00	99	(11-30-03)	CSG will do the work	Free Dish Use Tax												
2002	36.0DW Conversion to Teradata and Subscriber Activity Reporting - VV Production	Move selected Virtual Vantage tables to NCR Infrastructure.						Jan								X	X		TRADAT	Construction	Tim B	
2003	37.0Ecare	E-Mail, Chat, Co-Browse, FAQ, Knowledge repository and nature language selection through the desktop and web presence.	Soraya	Part of CRM desktop total of 63MM	\$0	\$0.00	295	(09-30-03)												Inception	Jim E	Laura F
2003	38.0Harlingen Call Center (CSC9)	500 seat domestic call center for standard CSC usage - all call types	Soraya	Strategic expansion	\$3,732,000	\$75,000.00	82	(05-01-03)									X		CSC009	Inception	Tim P	

Highlighted projects will be discussed on Friday Project Review

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Prioritized Projects List

Year	Priority	Project Name	Project Description	Project Sponsor	ROI	CAPEX cost	G&A Cost	Internal Man-Weeks	Planned Deployment Date	Dependent DN	Funded By	ERP	Intranet	Siebel	MW & Java	Web	DM	INFR	Corporate Goal Statement to Impact	Project Code	Project Phase - SubPhases	PM	BA Name
2003	39.0	Dialer for CSC9	Movement of dialers tied to the CSC9 opening for cost savings	Soraya	130K annual	Share \$ with Harlingen Call Center (CSC9)			(04-01-03)	Move dialers and 2			X					X			Inception	Tim P	
2003	40.0	Clustering of Unix DB's and applications		Altwein	IT Infrastructure				Jan - April									X			Construction	Tim P	Pat M
2003	41.0	HSM/KVS (DVD and Storage Management)	This hardware makes our Unix file server redundant. If we lose the file server we lose the ability to run some applications and access directories that are needed for production and development.	Scott Piper	IT Infrastructure	\$150,000												X			New	Wayne M	
2003	42.0	Document Imaging for Accounting	The storage and retrieval of documents for the purpose of supporting the business is inefficient and very costly. The loss of a single document requested in support of a sales/use tax audit could result in significant tax assessments.	Michael McDonnell	LABOR SAVINGS \$100,000 annually BUSINESS RISK \$10,000,000 annually	\$1,546,920			(09-01-03)									X					
2003	43.0	Veritas Quick I/O	We can gain up to 30% I/O performance gains by using the product. If we don't do this, we will spend more on server and I/O upgrades which can be much more costly.	Scott Piper	IT Infrastructure	\$250,000	\$0.00??		(04-30-03)									X					
2003	44.0	TSM/OSD Tools	Replace our current service desk software and also to add functionalities that will enable IT to do change, configuration, asset, problem and other ITIL processes. We need to increase our efficiency in managing our ever-expanding IT structure	Scott Piper	IT Infrastructure	\$250,000	\$0.00??		(07-30-03)									X					
2003	45.0	Disaster Recovery Phase I	Create based DR structure (HW, DB, network, applications) for Enterprise IT and have 6 enterprise applications able to be available in the event of a disaster.	Scott Piper	IT Infrastructure	\$500,000	\$0.00???		(09-30-03)									X					
2003	46.0	Application Monitoring	A tool is needed to monitor and measure applications for troubleshooting, metrics and capacity planning.	Scott Piper	IT Infrastructure	\$100,000	\$0.00???		(09-30-03)									X					
2002	47.0	Time Tracking							(04-01-03)							X				TMETRK	Construction	Lisa R	Lisa R.
2003	48.0	AARS - Phase II - Performance tuning	Improve the response and performance of our Automated Appraisal System.	Fuchs					(06-30-03)						X							Kathy K	
2002	49.0	Agile Sourcing		Jackson	\$400K/yr				02-16-03											AGLSRC	Construction	Norm M	Trish M
2003	50.0	DP - UI Redesign	Human Factors design analysis and implementation to improve the flow and AHT for agents.	Soraya	1.2 MM Annual	49K total			(09-29-03)				X										
2002	51.0	BPA to Gemini - Sites deployment	More fully exploit material scanning functionality to bring significant productivity improvements by reducing manual data entry, reducing errors, and reducing system support costs by implementing an off the shelf package with few customizations.						Jan-Feb, 10 sites									X		BPAGUP	Transition	Norm	Trish M
2003	52.0	Smart Card Swap	Full implementation of POC	Dugan					(07-30-03)	Production Release			X		X		X						

Highlighted projects will be discussed on Friday Project Review

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Prioritized Projects List

Year	Priority	Project Name	Project Description	Project Sponsor	ROI	CAPEX cost	G&A Cost	Internal Man-Weeks	Planned Deployment Date	Dependent DN	Funded By	ERP	Intranet	Siebel	MW & Java	Web	DM	INFR A	Corporate Goal Statement to Impact	Project Code	Project Phase - SubPhases	PM	BA Name
2003	99.0	Intelligent Shipping	The Argo shipping application has not kept up with the growth of the company. The business is in need of additional functionality including the ability to add additional carriers and ship methods.	Jim LaRoque		\$241,560	\$2,250.00	54															
2003	99.0	KVM for IT Console Room	To allow for a consistent reliable scalable solution for console control of all servers in the Riverfront Server Room. This will lead to total replacement of old equipment with new technology. If we do not do: End of life of current equipment. Lack of ability to get to consoles and have ip connectivity.	Scott Piper	IT Infrastructure	\$147,000																	
2003	99.0	Q2Promotion	To be defined.	Soraya		\$24,000			(06-01-03)														
2003	99.0	SFA R3.0 - Commercial Specialized Dist	Field sales needs visibility to retailer performance by territory including, but not limited to: gross/net activations, promotional mix, churn, co-op advertising incentives earned, expiring and used.	Erik Carlson		\$1,380,000			(08-15-03)			X		X	X						Inception	Amy G & Michelle G	Gary B
2003	99.0	SFA R3.1 - Retailer Services Desktop	To enable field sales to have visibility to retailer performance by territory including but not limited to gross/net activations, promotional mix, churn, co-op advertising incentives earned, expiring and used	Erik Carlson		Share \$ from SFA R3.0	\$0.00	103	(08-30-03)	SFA R3.0				X	X						Inception	Amy G & Michelle G	Gary B
2003	99.0	CSR Cash Register	Agent performance metrics on the desktop for competitive environment	Soraya	Part of CRM desktop total of 63MM	Share \$ from CRM Predictive	\$0.00	Share resources from CRM	(11-30-03)		DP Quote Team 1		X		X		X				Inception	Michelle F	Laura K
2003	99.0	Reverse Append	Ability to append the complete address on activation without additional entry via the phone number key. Ability to append address data, and phone data both on the desktop as well as to outbound mail campaigns to reduce return mail and increase take rate.	Soraya	Part of CRM desktop total of 63MM	\$100,000	\$0.00	570	(08-01-03)		DP Quote Team 3		X		X		X						
2003	99.0	DNSC Sites - Buildout new offices	In 2003 DNSC will need to open approximately 40 new offices in order to support increased installation activity. It is unknown at this time what sizes of offices will be opened.	Keily		\$161,200		116															
2003	99.0	Customer Segmentation Phase I	Ability to segment all 8+MM customers and provide specific offers and routing.	Soraya		Share \$ from CRM Predictive	\$0.00	Share resources from CRM	(06-30-03)	CRM Analytics Segmentation	Parked-Depend						X						
2003	99.1	CRM Predictive Modeling - Phase I	Needed for the segmentation of all customers.	Soraya		\$360,000	\$0.00	595	(02-02-04)	Customer Segmentation	DP Quote team 1						X						
2003	99.2	CRM Predictive Modeling - Phase II	Predictive nature of segmentation offers needed for segmentation.	Soraya		Share \$ from CRM Predictive	\$0.00	Share resources from CRM	(03-15-04)		DP Quote team 1						X						
		Total Resources Required																					

Highlighted projects will be discussed on Friday Project Review

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Prioritized Projects List

Total IT Resources used for Projects	
Project	Resources
Project A	10
Project B	15
Project C	20
Project D	25
Project E	30
Project F	35
Project G	40
Project H	45
Project I	50
Project J	55
Project K	60
Project L	65
Project M	70
Project N	75
Project O	80
Project P	85
Project Q	90
Project R	95
Project S	100
Project T	105
Project U	110
Project V	115
Project W	120
Project X	125
Project Y	130
Project Z	135
Project AA	140
Project AB	145
Project AC	150
Project AD	155
Project AE	160
Project AF	165
Project AG	170
Project AH	175
Project AI	180
Project AJ	185
Project AK	190
Project AL	195
Project AM	200
Project AN	205
Project AO	210
Project AP	215
Project AQ	220
Project AR	225
Project AS	230
Project AT	235
Project AU	240
Project AV	245
Project AW	250
Project AX	255
Project AY	260
Project AZ	265
Project BA	270
Project BB	275
Project BC	280
Project BD	285
Project BE	290
Project BF	295
Project BG	300
Project BH	305
Project BI	310
Project BJ	315
Project BK	320
Project BL	325
Project BM	330
Project BN	335
Project BO	340
Project BP	345
Project BQ	350
Project BR	355
Project BS	360
Project BT	365
Project BU	370
Project BV	375
Project BW	380
Project BX	385
Project BY	390
Project BZ	395
Project CA	400
Project CB	405
Project CC	410
Project CD	415
Project CE	420
Project CF	425
Project CG	430
Project CH	435
Project CI	440
Project CJ	445
Project CK	450
Project CL	455
Project CM	460
Project CN	465
Project CO	470
Project CP	475
Project CQ	480
Project CR	485
Project CS	490
Project CT	495
Project CU	500
Project CV	505
Project CW	510
Project CX	515
Project CY	520
Project CZ	525
Project DA	530
Project DB	535
Project DC	540
Project DD	545
Project DE	550
Project DF	555
Project DG	560
Project DH	565
Project DI	570
Project DJ	575
Project DK	580
Project DL	585
Project DM	590
Project DN	595
Project DO	600
Project DP	605
Project DQ	610
Project DR	615
Project DS	620
Project DT	625
Project DU	630
Project DV	635
Project DW	640
Project DX	645
Project DY	650
Project DZ	655
Project EA	660
Project EB	665
Project EC	670
Project ED	675
Project EE	680
Project EF	685
Project EG	690
Project EH	695
Project EI	700
Project EJ	705
Project EK	710
Project EL	715
Project EM	720
Project EN	725
Project EO	730
Project EP	735
Project EQ	740
Project ER	745
Project ES	750
Project ET	755
Project EU	760
Project EV	765
Project EW	770
Project EX	775
Project EY	780
Project EZ	785
Project FA	790
Project FB	795
Project FC	800
Project FD	805
Project FE	810
Project FF	815
Project FG	820
Project FH	825
Project FI	830
Project FJ	835
Project FK	840
Project FL	845
Project FM	850

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Area	Bucket	Funded Amount	Funded Projects	Will cover for	Note	
Accounting	Fixed Asset	\$1,350,000.00	Fixed Asset	DHP Capital Reporting		
	DHP Capital Reporting	\$0.00				
	Document Imaging	\$1,500,000.00	Document Imaging			
	Free Dish Use Tax	\$2,700,000.00	Free Dish Use Tax	DHP Capital Reporting		
				Customer Geocode		
DNSC						
	Mobileforce	\$3,100,000.00	MobileForce	Retailer Referrals in MobileForce		
	DNSC Sites Build Out	\$1,600,000.00	DNSC Sites Build Out			
ETC						
	Intelligent Shipping	\$242,000.00	Intelligent Shipping			
	Service 11i	\$4,100,000.00	Service R11i			
HR						
	Employee Recruitment and Retention	\$0.00			Part of R11i budget?	
RS						
	E*Comp Phase I	\$0.00			G&A	
Sales						
	SFA Phase III	\$1,300,000.00				
	Retailer Segmentation	\$2,700,000.00	Retailer Segmentation	Retailer Referrals in e*Connect		
CSC-13						
	DP Quote Team 1	\$560,000.00	Customer Segmentation		Cancelled: Disconnect Tracking 1/15/03	
			CSR Sales Register			
			CRM Predictive Modeling			
	DP Quote Team 2	\$1,300,000.00	Credit Auth			
			Integration to MobileForce		Cancelled: Lead Tracking 1/15/03	
			Call Typing			
	DP Quote Team 3	\$100,000.00	ACSR Replacements	PPV		

				Adjustment		
				A/O		
				DP UI Redesign		
	DP Quote Tream 4	\$0.00	E*Care		Cancelled - Winpop Replacement 1/15/03	
	DP Web Client Quote Team 5	\$0.00	Thin Client OE Tool		Cancelled - OE Integration with DP	
	CSC Projects Infra Upgrade	\$2,350,000.00	Unified CSC Desktop			
CSC-11C						
	CSC 9 Construction	\$3,700,000.00	Dialer			
Strategic Office						
	DSL - Verizon	\$500,000.00	Thin Client - DSL partners interface or OE tool			
	Waiver Redesign	\$188,000.00	Waiver Redesign			
	Continued Netqual/Compliance projects	\$0.00	Netqual projects		Use G&A	
Marketing/PPV/Programming						
	Quarterly Promotion	\$24,000.00	Quartely promotion			
	CRM Analytic Phase I	\$0.00			Use G&A as needed	
Infrastructure Projects - I						
	Disaster Recovery Phase I	\$500,000.00	Testing environment			
	ITSM/OSD Tools	\$250,000.00				
	Application Monitoring	\$100,000.00				
NT						
	KVM	\$100,000.00				
UNIX						
	Veritas Quick I/O	\$250,000.00				
	Net app core filer	\$100,000.00				
RS-ITC						
	RF Cooling Unit	\$60,000.00				
	RF PDU	\$55,000.00				
	RF UPS Expansion	\$250,000.00				
	RF Genorator upgrade	\$188,000.00				

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		10.1 Load Balancing - 2002			13-Feb-02		MS02LB	Closed - Open new one for 2003	On-going	Tim P			0.25
	21.0	PPV Interactive - Phase I		8.3M net revenue/year	4/10/2002		PPVITR	Post-deployment	Dec	Jim E	Patty G	0.5	0.1
		20.2 Little Cousin			8-Aug-02			Closed 1/14/03		Tim P			
	1.0	Network Qualifications - ABC		Must do	6/5/2002 - Got reqmnt Aug 12		NETQAL	Post-Deployment	Jan	Amy G	Richard	0.25	
	3.0	DHP Capital Reporting - Unit report		Must-do - Legal	Moved up 8/19/02		DHPCR2	Post-Deployment	Jan	Cathy K.	Diane G	0.5	
	5.0	DSL Partnership - Earthlink		Strategic	2/13/2002 - Moved up 8/19/02		DSLEAR	Post-Deployment	Jan	Marc V	Todd/Michael S	0.5	
		5.1 DSL Partnership - SBC/Third Party Call		Strategic	1-Aug-02		DSLSBC	Post-Deployment	Jan	Marc V		0.5	
		11.1 CRM Analytics - Phase I			15-Nov-02		CRMANL	Post-Deployment	Jan	Michelle F	Laura K	1	
	12.0	DP to RA Interface - Phase I			Moved up from 17 on 6/12/2002		DPTORA	Post-Deployment	Nov	Amy G.	Kathy T/James St	0.5	
	14.0	ERP Data Warehouse - Phase II		Needed to support Sales,			ERPDW2	Post-Deployment	Dec	Cathy K	Trish Diane G	0.25	
		14.1 ERP Data Warehouse -					ERPDW3	Post-Deployment	Dec	Cathy K	Lisa R. Lisa S.	0.25	
	20.0	DNSC Depot			4/10/2002		DNSSTG	Construction- various deployment	Jan-Dec	Tim P			
	22.0	Self-Service HR - Limited Functionality			4/10/2002		ORHRSS	Transition	Nov	Cathy K	Lisa R.		
	23.0	AARS - Cheyenne to Corp -		Must-do	4/10/2002		AARSCC	Post-Deployment	Oct	Cathy K	Lisa R.	0.25	
	10.0	Enterprise Data Back-up			7/19/2002		EDBUPP	Post-Deployment	Dec	Lili			0.75

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TX 102-008120

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		10.1 EchoDBS/C ert table			Dec-01		ECODBS	Post- Deployment	Jan	Michele G	Julie H	0.5	0.5
		3.0 IVR Telemedia Redesign - Voice Reg		Must-do	6/12/2002 - Moved up 8/19/02		IVRTRD	Closed out for Voice Reg 1/29/03	Jan	Tim P	Chad		1
2002		9.0 DP to RA Interface - Phase I			Moved up from 17 on 6/12/2002		DPTORA	Post- Deployment	Nov	Amy G.	Kathy T/James St		
2002		13.0 BPA to Gemini Upgrade		\$3.8Mil	12-Jun-02		BPAGUP	SW deployed in Jan	Jan-Feb, 10 sites	Norm	Trish M		
2002		22.0 Events Registration			Q1			EVNTRG	Construction				

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						0.25							
	0.3	0.3					1	0.5					
	0	0	0										
	1	2											
		0.1		0.5	0.5	0.1	0.5			0.5			
				0.5									
	1												
					0.5	0.15			0.50		0.25		
									0.50				

						0.25				0.5			
1					1	0.5	0.5						2

		0.25	0.25			0.5		
						0.3		
0.75						0.25		
	0.1				0.1	0.25		
	0.1					0.5		
						1		
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	0.25						This project encompasses the provision of a	Marty
						0.25		
								Robert F
								Robert F
		0.5	0.75					

	0.1					0.5		
	0.5		1			1		

EXHIBIT 261

EXHIBIT 261

JA008864
007708

TX 102-008126

To: DeFranco, Jim[o=echostar communications corp/ou=echostar/cn=recipients/cn=jim defranco]
From: Davidson, Mary (Dir - Retail Svcs)
Sent: Tue 2/25/2003 2:08:43 PM
Subject: FW: TELEMARKETING

We are unable to determine who this retailer is.

-----Original Message-----

From: Bright, Thomas
Sent: Friday, February 21, 2003 8:21 AM
To: Davidson, Mary (Dir - Retail Svcs)
Subject: RE: TELEMARKETING

Not currently. We have a couple of leads. When they answer the phone they answer as AET Marketing, however, there is no such retailer in our database.

Thank you,

*Thomas Bright
Supervisor Retailer Escalation Team
Administrative Assistant to:
Mary Davidson Director Retail Services
Bruce Peckham Sr. Operations Manager Retail Services*

-----Original Message-----

From: Davidson, Mary (Dir - Retail Svcs)
Sent: Thursday, February 20, 2003 10:49 PM
To: Bright, Thomas
Subject: FW: TELEMARKETING

Any luck figuring out who this is?

-----Original Message-----

From: DeFranco, Jim
Sent: Wednesday, February 19, 2003 12:39 PM
To: Davidson, Mary (Dir - Retail Svcs)
Cc: Carlson, Erik
Subject: FW: TELEMARKETING

Not much here to go on but please investigate.

-----Original Message-----

From: Ergen, Charlie
Sent: Wednesday, February 19, 2003 10:16 AM
To: 'Videtek@aol.com'
Cc: DeFranco, Jim
Subject: RE: TELEMARKETING

ok...dont know if what you have on answering machine is against policy or not but we will check it out
thanks
c

-----Original Message-----

From: Videtek@aol.com [mailto:Videtek@aol.com]
Sent: Tuesday, February 18, 2003 6:24 PM
To: Ergen, Charlie
Subject: TELEMARKETING

CHARLIE,
REMEMBER THAT SITUATION WHERE SOME RETAILERS WERE DOING SOME UNAUTHORIZED
TELEMARKETING? WELL, I HAD A MESSAGE ON MY RESIDENTIAL ANSWERING MACHINE. THE
NUMBER TO CALL IS 1-888-799-8344 IF YOU WANT TO CHECK IT OUT.

THANKS,

JERRY

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007709

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TX 102-008127

JA008866
007710

EXHIBIT 262

EXHIBIT 262

CONFIDENTIAL

Message

From: Andrew McCallin [andrew.mccallin@state.co.us]
Sent: 4/2/2003 11:27:38 AM
To: JFELTMAN@atg.state.il.us; Albert.Shelden@doj.ca.gov; david.hart@doj.state.or.us; Kuelling, Chris [chris.kuelling@echostar.com]; andrew.mccallin@state.co.us; Donald.Heeman@state.mn.us
CC: Moskowitz, David [david.moskowitz@echostar.com]; rlanger@wiggin.com
Subject: Re: AVC Negotiations

Dear David and Chris,

Throughout these negotiations we have accommodated EchoStar's positions whenever we could do so without jeopardizing ultimate approval of the settlement by the entire multistate group. Thus, we are willing to make the concessions outlined below. However, in return, we expect EchoStar to reciprocate on those issues we have identified as potentially volatile for the multistate group.

All of these concessions are pending final agreement, and will depend on the progress made during today's call. Thus, they cannot be accepted without making some progress on the other remaining issues.

1. Release (para. 30): We will agree to include the reference to parent companies and to incorporate the last phrase proposed by EchoStar that expands the scope of the release to include our inquiries. It is also our understanding that EchoStar will delete references to other laws in the release.

This leaves open for discussion whether the release will be limited to practices about which the States had knowledge at the time of execution. As we discussed, other States may react negatively to deleting this knowledge requirement, because it is commonly included in other settlements, and will be noticed if it is absent here.

2. Equipment Advertising (para. 19): The Negotiating Committee is willing to accept EchoStar's changes to this paragraph. As you suggested we are amenable to including a reference to paragraph 19 in paragraphs 11 and 26.

3. Disclaimer of Retailer Liability (para. 26): The Negotiating Committee is willing to accept EchoStar's changes to this paragraph, with the bracketed sentence deleted.

4. Remedies for Failure to Provide Presale Disclosures (para 10): As a result of our discussions, it is our understanding that EchoStar is willing to revise the last clause of the introductory paragraph to read as follows:

"... resolve the dispute, EchoStar shall request that the customer submit the dispute in writing with reasonable detail, and upon the receipt of the writing in reasonable detail, the following procedures and remedies shall apply:"

The Negotiating Committee will agree to this revision so long as we also add language to this paragraph that indicates to the customer that the writing is a requirement for having the dispute registered, not something that can be done at the customer's discretion. In addition, we would like to add language also that indicates that the dispute is registered at the time the customer calls, not when the writing is later received. We suspect that this is the intent of EchoStar, and, if so, we just wanted to make it unambiguous in the Assurance.

That leaves for our further discussions the issues that we flagged briefly in paragraphs 5, 8(c)(5), 27 and 35. Please also consider giving thought to deleting the phrase "to the extent not already in place" throughout the Assurance in exchange for inserting a statement in EchoStar's position statement that captures this concept.

We hope that EchoStar will look favorably on these concessions and that it will make corresponding efforts to bring this matter to a swift

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resolution. We look forward to speaking with you at 3:30 today,
Wednesday April 2, 2003.

The Negotiating Committee:

Al Sheldon--CA
Andy McCallin--CO
Jeff Feltman--IL
Don Heeman--MN
David Hart--OR

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TX 102-008131

EXHIBIT 263

EXHIBIT 263

CONFIDENTIAL

Message

From: Novak, Scott [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=SCOTT.NOVAK]
Sent: 4/16/2003 1:04:35 AM
To: Moskowitz, David [david.moskowitz@echostar.com]
CC: Kuelling, Chris [chris.kuelling@echostar.com]
Subject: RE: Do Not Call update

David, Soraya pre-approved our settling the Oklahoma Do Not Call matter, as long as we believe it is reasonable. Oklahoma's statutory maximum is \$10,000 per call, and their "guidelines" call for \$1,000 per call. [REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]

We got them down to \$7,500 [REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT] In fact, they have all-
but told me that they'd be happy to test their new DNC statute, [REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]
[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]
[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]

With that background, do we have your OK to settle Oklahoma for the \$7,500 ?

Attorney Client Privileged and Confidential

-----Original Message-----

From: Moskowitz, David
Sent: Thursday, March 13, 2003 7:08 AM
To: Kuelling, Chris; Cartwright, Soraya
Cc: Novak, Scott
Subject: Re: Do Not Call update

[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT], then I am O.k., but has Soraya signed off? It hits her budget.
David K. Moskowitz

-----Original Message-----

From: Kuelling, Chris <Chris.Kuelling@echostar.com>
To: Moskowitz, David <David.Moskowitz@echostar.com>
CC: Novak, Scott <Scott.Novak@echostar.com>
Sent: Thu Mar 13 06:49:35 2003
Subject: FW: Do Not Call update

[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT] OK is less reasonable and has filed
a complaint against us, although not yet served. They faxed a copy to Scott. [REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]
[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT] [REDACTED-ATTORNEY-CLIENT]
[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT] [REDACTED-ATTORNEY-CLIENT]

-----Original Message-----

From: Novak, Scott
Sent: Wednesday, March 12, 2003 8:04 PM
To: Moskowitz, David
Cc: Kuelling, Chris
Subject: Do Not Call update

David,

Chris and I have been working on two Do Not Call settlements; [REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]
[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]

(A) The Indiana settlement is fully negotiated, and ready for your final review:

1. We pay \$1,500 for the calls we actually placed, or \$300 per call. (explicitly excluding calls from independent retailers). 2. We stipulate to a \$900 penalty for any subsequent calls we actually make in violation of the DNC list for the next 18 months. 3. We agree to be generally helpful when given leads on retailers who may have committed violations. 4. EchoStar denies liability and receives general amnesty for any violations through March 12, 2003.

I will print a copy of this for you first thing tomorrow morning.

[REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT]

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REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

Oklahoma's AGs have offered to settle all complaints (known and unknown) for \$7500 based on my representation that this was a new list/old list screw up, we have not had any complaints since 2/4/03, we're really helpful people, etc. They believe there are 12 calls and have offered to settle for \$7,500, or \$625 per call. REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT and they are willing to settle now for "any-and-all" including unknown complaints.

Oklahoma's initial offer was \$1,000 a call when we thought there were just three so we have worked this down quite a bit. REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT (The maximum fine is 10,000 per call.)

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT FYI, we also filed our formal response with Texas PUC. Thanks in advance.

Scott Novak
Associate Counsel
(303) 723-1616

SUBJECT TO ATTORNEY/CLIENT AND WORK PRODUCT PRIVILEGES. DO NOT DISCLOSE TO ANY OTHERS WITHOUT THE PRIOR WRITTEN CONSENT OF THE GENERAL COUNSEL

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007716

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TX 102-008134

EXHIBIT 264

EXHIBIT 264

**MINUTES OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
ECHOSTAR COMMUNICATIONS CORPORATION**

April 24, 2003

A quarterly meeting of the Audit Committee of the Board of Directors (the "Audit Committee") of EchoStar Communications Corporation (the "Corporation") was held on April 24, 2003, at 8:00 a.m., Mountain Time. The following members of the Audit Committee participated in person:

Raymond L. Friedlob, Chairman

Peter A. Dea

Steven R. Goodbarn

Also participating at the invitation of the Chairman of the Audit Committee were David K. Moskowitz, Senior Vice President, General Counsel, Secretary and a Member of the Board of Directors of the Corporation; Michael R. McDonnell, Senior Vice President and Chief Financial Officer of the Corporation; Paul W. Orban, Vice President and Controller of the Corporation; R. Stanton Dodge, Legal Director and Assistant Secretary of the Corporation; Kim Swindle, Director of Internal Audit of the Corporation; Mark Carleton (*via teleconference*), EchoStar Engagement Partner, KPMG LLP ("KPMG"), independent auditors for the Corporation; Brian Zook, EchoStar Engagement Manager, KPMG, and Steve Faggella, Tax Partner, KPMG.

The meeting was called to order by Mr. Friedlob, who served as Chairman and presided. Mr. Dodge acted as Assistant Secretary of the Meeting.

Mr. Friedlob advised that, as each member of the Audit Committee had waived any and all notices that may have been required to be given with respect to a regular meeting of the Audit Committee and a quorum was present, the meeting was properly convened.

Review of Form 10-Q, Officer Certifications and First Quarter Financial Performance

The first item of business was a report presented by Mr. McDonnell, regarding the unaudited financial statements for the quarter ended March 31, 2003 (the "Financial Statements"), and the Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (the "Form 10-Q"), draft copies of which were provided to the members of the Audit Committee prior to the meeting. Mr. McDonnell distributed a written summary of his report to the members of the Audit Committee prior to the meeting. As part of his report, Mr. McDonnell reviewed certain financial highlights, including among other things net subscriber additions, churn, ARPU/revenue, SAC, EBITDA, net income and free cash flow from operations for the first quarter, and discussed certain financing strategies, including among other things the possibility of issuing bank debt.

Mr. McDonnell also reviewed certain key accounting items with the members of the Audit Committee, including among other things amortization of programming launch support, the smartcard replacement accrual, the redemption of approximately \$375M of high yield bonds in February 2003, the SES Americom transaction and certain P&L reclassifications. Mr. Carleton noted that he did not believe that the SEC would require a re-audit as a result of such P&L reclassifications.

Mr. McDonnell explained to the Audit Committee and the representatives of KPMG that, based on their most recent evaluation, Mr. McDonnell and Mr. Charles W. Ergen (the principal

executive officer of the Corporation) do not believe that there (i) are any significant deficiencies in the design or operation of internal controls that could adversely affect the Corporation's ability to record, process, summarize and report financial data; (ii) are any material weaknesses in internal controls; or (iii) is any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

The members of the Audit Committee reviewed and discussed the Financial Statements and the Form 10-Q with Mr. McDonnell and the other members of management present at the meeting.

Housekeeping Matters

The second item of business was a discussion led by Mr. Friedlob regarding two housekeeping matters. Mr. Friedlob asked that management provide the members of the Audit Committee with copies of all presentations made to analysts and investors. Mr. Friedlob then led a discussion regarding use of the Corporation's fractional ownership interest in an airplane. Mr. Friedlob asked for a copy of the Corporation's policy regarding use of that asset, and for such a policy to be drafted if one does not presently exist, and reported that he would distribute it to the other members of the Audit Committee.

Approval of Minutes

The third item of business was approval of the minutes of (i) the Special Meeting of the Audit Committee held on January 17, 2003, and (ii) the Regular Meeting of the Audit Committee held on March 3, 2003. After discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Special Meeting of the Audit Committee of the Board of Directors of EchoStar

Communications Corporation held on January 17, 2003, in substantially the form attached as Exhibit 1A to the board book for the meeting and as modified to incorporate the change requested by Mr. McDonnell at the meeting, be, and they hereby are, approved; and further

RESOLVED, that the minutes of the Regular Meeting of the Audit Committee of the Board of Directors of EchoStar Communications Corporation held on March 3, 2003, in substantially the form attached as Exhibit 1B to the board book for the meeting and as modified to incorporate the change requested by Mr. Goodbarn at the meeting, be, and they hereby are, approved.

Designation of the Chairman of the Audit Committee

The fourth item of business was the designation of the Chairman of the Audit Committee for the fiscal year ending December 31, 2003. It was noted that Mr. Friedlob has served as the Chairman of the Audit Committee since its inception in October 1995. After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that Raymond L. Friedlob is hereby designated as the Chairman of the Audit Committee of the Board of Directors of EchoStar Communications Corporation for the fiscal year ending December 31, 2003.

Discussion of Quarterly Review Procedures

The fifth item of business was a report presented by Mr. Carleton and Mr. Zook, regarding KPMG's review of the Financial Statements and Form 10-Q. KPMG distributed a written summary of their report to the members of the Audit Committee prior to the meeting. The members of the Audit Committee reviewed and discussed the Financial Statements and Form 10-Q with Mr. Carleton and Mr. Zook.

The discussions with the independent auditors included, among other things: (a) significant review matters, accounting policies and management estimates, including among other things programming agreements, the smart card replacement accrual (which KPMG noted

they review each quarter), DHP equipment tracking (which KPMG also noted that this is an item to which they pay particular attention), the SES Americom transaction (which KPMG noted is being handled with the assistance of their national office, as it involves multiple elements), and FIN 46 (with respect to which, KPMG noted the Corporation was ahead of the curve), (b) required auditor communications, including among other things KPMG's responsibilities under GAAS, audit adjustments (with respect to which, KPMG noted that were not any audit adjustments that were not booked), and the annual independence letter; (c) an update on the Sarbanes-Oxley Act of 2002 (hereinafter "Sarbanes-Oxley"), including among other things Section 404 – Management Assessment of Internal Controls; (d) recent accounting developments, including among other things EITF 02-16 – Payment Received from Suppliers, and expensing of stock options; and (e) the engagement letter, including among other things the inclusion of additional fees for required extended fraud investigation, and that additional fees will need to be assessed for KPMG's required audit of the Corporation's Section 404 certification.

Mr. Friedlob presented a signed original of the engagement letter to Mr. McDonnell and directed Mr. McDonnell to place the original in the Corporation's records and provide a copy to KPMG.

Approval of Form and Filing of Quarterly Report on Form 10-Q

The sixth item of business was the approval of the form and filing of the quarterly report on Form 10-Q. After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by May 15, 2003, a Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (the "Form 10-Q");

WHEREAS, a draft of the Form 10-Q proposed to be filed with the Commission has previously been distributed to the members of the Audit Committee via e-mail on April 16, 2003 (the "Draft Form 10-Q");

WHEREAS, the Draft Form 10-Q contains quarter-end financial statements of the Corporation, which were reviewed by KPMG; and

WHEREAS, management has recommended that the Audit Committee approve (i) as to form the Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine;

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby (i) approves, ratifies and confirms the recommendation of management concerning the approval (a) as to form of the Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (b) of the filing with the Commission of the Form 10-Q (with any such changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and (ii) based on the review and discussions with management and the independent auditors referred to above, recommends to the Board of Directors of the Corporation that (a) the unaudited financial statements for the quarter ended March 31, 2003 be included in the Form 10-Q, and (b) the Board of Directors of the Corporation approve as to form the Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and the filing with the Commission of the Form 10-Q (with any such changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine.

Discussion of FOIA Request Regarding Form S-4 for Hughes/Echostar Merger

The seventh item of business was a discussion led by Mr. McDonnell regarding the Freedom of Information Act (FOIA) request that was recently received by the Corporation regarding the Form S-4 filed with the Securities and Exchange Commission in connection with

the proposed EchoStar/Hughes merger. Mr. Moskowitz noted that such requests are fairly commonplace.

Litigation Report

The eighth item of business was a report presented by Mr. Moskowitz, in his capacity as General Counsel of the Corporation, regarding the significant patent and other litigation in which the Corporation and/or its subsidiaries is involved, including among other things the Miami network litigation, New York satellite insurance arbitration regarding EchoStar IV, the Busch shareholder derivative action pending in Nevada, and the investigation of certain of the Corporation's customer service practices by several state attorneys general. Mr. Moskowitz responded to several questions from the members of the Audit Committee regarding the Miami network litigation. Mr. Moskowitz explained that his report and any ensuing discussions were subject to the attorney/client and work product privileges.

Update on Action Items from Previous Meeting

The ninth item of business was an update on certain action items from the previous meeting of the Audit Committee.

Mr. Orban led a discussion regarding the progress that has been made since the last Audit Committee meeting with respect to determining the cost to retain a third-party consultant to analyze the Corporation's retained risk accruals. Mr. Orban explained that he had received bids from three consultants and that he was working with KPMG to determine how to proceed. Mr. Carleton explained that KPMG is comfortable with how the Corporation is accounting for its retained risk accruals and that KPMG is therefore not recommending that the Corporation retain the services of a third-party consultant.

Mr. McDonnell, Mr. Orban and Ms. Swindle presented a report on the progress that has been made since the last Audit Committee meeting with respect to devising a plan for compliance with the Sarbanes-Oxley requirements for internal controls. Mr. Friedlob directed Mr. Orban to keep a list of weaknesses discovered in the Corporation's internal controls discovered and the remedial action taken with respect to each weakness identified. Mr. Friedlob further directed Mr. Orban to present a status report at the next Audit Committee meeting regarding the implementation of the plan for compliance with the Sarbanes-Oxley requirements for internal controls. Mr. McDonnell, Mr. Orban and Ms. Swindle responded to several questions posed by Mr. Friedlob.

Update on Corporate Ethics Code

The tenth item of business was an update on the Corporation's Ethics Code. Mr. McDonnell noted among other things that the Corporation was required to have an ethics code in place by the end of 2003, that the Corporation has a rough working draft of an ethics code, and that the Corporation will be compliant by the end of 2003.

Annual Review of Audit Committee Charter

The eleventh item of business was the annual review of the Amended and Restated Charter of the Audit Committee. Mr. Friedlob led the discussion and noted that a draft with proposed changes to the Amended and Restated Charter was attached as Exhibit 10A to the board book for the meeting. After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby recommends that the Amended and Restated Charter of the Audit Committee, in substantially the form attached as Exhibit 9A to the board book for the meeting, be approved, ratified and adopted by the Board of Directors in all respects.

Mr. Friedlob directed Mr. McDonnell and the Legal Department to review Audit Committee charters of other corporations on an ongoing basis. Mr. Carleton noted that KPMG has an audit committee think tank whose services may be helpful in that regard.

Ratification of Engagement of KPMG to Provide Consent in Connection with the Filing of Form S-8 for 401(K) Profit Sharing Contribution (Non-Audit Services)

The twelfth item of business was a report presented by Mr. McDonnell regarding the proposed retention on KPMG for the performance of non-audit services to provide its consent in connection with the filing of a Form S-8 with the Securities and Exchange Commission in connection with the 2003 discretionary nonelective 401(k) plan profit sharing contribution. For the reasons set forth in the e-mails previously distributed to the members of the Audit Committee on this topic, management recommends that the Corporation retain KPMG to provide these non-audit services.

After discussion, upon motion duly made and seconded, the following resolutions were unanimously adopted:

NOW, THEREFORE, BE IT, RESOLVED, that the retention of KPMG for the performance of non-audit services to provide its consent in connection with the filing of a Form S-8 with the Securities and Exchange Commission in connection with the 2003 discretionary nonelective 401(k) plan profit sharing contribution be, and it hereby is, approved, ratified and confirmed in all respects; and further

RESOLVED, that the proper officers of the Corporation be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them

may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers within the terms of the foregoing resolution be, and the same hereby is, ratified, and confirmed in all respects.

Private Discussions with Management (KPMG excused)


The thirteenth item of business was a private discussion between the members of the Audit Committee and management. Mr. McDonnell presented a report regarding KPMG's proposed audit fees for 2003. Mr. McDonnell also explained that he believes that Corporation has some opportunities to become more efficient with respect to the payment of state income taxes. Mr. McDonnell led a discussion regarding the progress that has been made since the last Audit Committee meeting with respect to exploring the possibility of implementing a "not-to-exceed" limit for non-audit services to be performed by KPMG during 2003. Mr. Friedlob indicated that Audit Committee would like to continue to approve all non-audit services to be performed by KPMG on a case-by-case basis, until such time as the rules regarding the same have become more settled. Mr. Friedlob asked Mr. McDonnell to document for later presentation to the Audit Committee all amounts to be saved by the Corporation in connection with the DBS sales taxes that certain states are attempting to pass.

Private Discussions with KPMG (Management excused)

The fourteenth item of business was a private discussion between the members of the Audit Committee and KPMG.

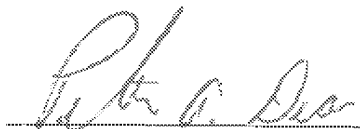
Adjournment

There being no further business to come before the Audit Committee, upon motion duly made, seconded and unanimously approved, the meeting was adjourned at 10:15 a.m., Mountain Time.

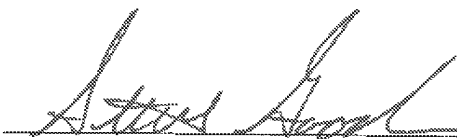


Raymond L. Friedlob
Chairman of the Audit Committee

We, the undersigned, who together with Mr. Friedlob constitute all of the members of the Audit Committee, hereby waive any and all formal notice of the above meeting and hereby ratify and approve the foregoing minutes.



Peter A. Dea



Steven R. Goodbarn

EXHIBIT 265

EXHIBIT 265

JA008885
007729

TX 102-008147

Message

From: Novak, Scott [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=SCOTT.NOVAK]
Sent: 4/29/2003 9:01:03 PM
To: Moskowitz, David [david.moskowitz@echostar.com]
CC: Kuelling, Chris [chris.kuelling@echostar.com]
Subject: OK DNC consent judgment.doc
Attachments: OK DNC consent judgment.doc



OK DNC consent
judgment.doc

David, here is a copy of what you just signed.

Attorney Client Privileged and Confidential

JA008886
007730

SLC_ DNC_ Investigation_0005051
TX 102-008148

EXHIBIT 266

EXHIBIT 266

JA008887
007731

TX 102-008149

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

STATE OF OKLAHOMA, ex rel.,)
W.A. DREW EDMONDSON,)
ATTORNEY GENERAL OF OKLAHOMA,)

Plaintiff,)

vs.)

Case No. CJ-2003-01346

ECHOSTAR SATELLITE CORPORATION,)
d/b/a DISH NETWORK,)

Defendant.)

CONSENT JUDGMENT

COMES NOW for hearing this _____ day of April, 2003, the Petition of the State of Oklahoma, *ex rel* Attorney General W.A. Drew Edmondson (the Plaintiff), hereafter, "Attorney General," against EchoStar Satellite Corporation. d/b/a Dish Network, a Colorado corporation (Defendant) hereafter "EchoStar." Having been advised that the parties have reached an agreement for the purposes of settling all claims and disputes set forth in the Attorney General's Petition, the Court hereby finds and orders as follows:

1. That this action is brought by the Attorney General under 15 O.S. Supp. 2002 §775B.6 of the Telemarketer Restriction Act (the "Do Not Call Law").
2. That standing of the Attorney General to commence this action is conferred by 15 O.S. §756.1.
3. That EchoStar is a Colorado corporation engaged in, among other things, the sale of satellite television services and equipment.

JA008888
007732

4. That this Court is the proper venue for this action.
5. That the Attorney General alleges that EchoStar, through its employees, placed telemarketing calls to persons in Oklahoma who have indicated their desire not to receive such calls by registering their telephone numbers on the Attorney General's "Do Not Call" list.
6. That EchoStar expressly denies that it placed telemarketing calls in violation of the Do Not Call Law, and enters into this Consent Judgment solely to avoid the burden and expense of further proceedings, and the uncertainty of further litigation.
7. EchoStar hereby represents that substantial efforts have been made to comply with the Do Not Call Law, that EchoStar has thoroughly reviewed its practices and procedures, and has taken reasonable measures to comply with the Do Not Call Law and rules.
8. In full and final settlement of any and all consumer complaints, whether known or unknown to the parties, for violations of the Do Not Call Law occurring between February 1, 2003 and the date of this Order, EchoStar shall within twenty (20) days of the date EchoStar receives this Order (including delivery by fax), deliver a check payable to the Attorney General in the amount of SEVEN THOUSAND AND FIVE HUNDRED DOLLARS (\$7,500) to the following address:

Oklahoma Attorney General's Office
Consumer Protection Division
Attn: Debra Collins Paz
4545 North Lincoln Boulevard, Suite 260
Oklahoma City, OK 73105
9. For reasons described earlier, the Attorney General believes this Consent Judgment is in the public interest.
10. By entering into this Consent Judgment, the Attorney General expressly waives and

releases EchoStar from any and all claims or liability arising out of the allegations at issue in this matter, and any and all complaints based on violations of the Do Not Call Law that occurred or allegedly occurred prior to the date of this Consent Judgment.

11. Without regard to EchoStar's past efforts to comply, Echostar shall henceforth use its best efforts to comply with the Do Not Call Law and rules.

12. The terms and provisions of this Consent Judgment apply solely to and are binding only in the context of this Consent Judgment and to the parties hereto. None of the terms and provisions of this Consent Judgment, and none of the positions taken herein by any party may be referred to, cited or relied upon by any other party in any fashion as precedent in any other proceeding or before any court of law.

13. The provisions of this Consent Judgment are not severable. It is understood that this Consent Judgment represents a negotiated resolution of numerous issues by parties with diverse interests. Each provision of this Consent Judgment is in consideration and support of all of the other provisions herein, and is expressly conditioned upon acceptance and approval of all other provisions by the Attorney General.

IT IS SO ORDERED on this _____ day of May, 2003.

SHARRON BUBENIK
DISTRICT JUDGE

Approved as to form:

**W.A. DREW EDMONDSON
ATTORNEY GENERAL**

By: DEBRA COLLINS PAZ, OBA NO. 16353
ASSISTANT ATTORNEY GENERAL
4545 N. Lincoln Blvd., Suite 260
Oklahoma City, Oklahoma 73105
Phone: (405) 522-0071
ATTORNEY FOR PLAINTIFF

ECHOSTAR SATELLITE CORPORATION

By: David K. Moskowitz*
Senior Vice President and General Counsel
EchoStar Satellite Corporation
5701 S. Santa Fe Drive
Littleton, CO 80120
*Not licensed to practice law in Oklahoma

EXHIBIT 267

EXHIBIT 267

JA008892
007736

TX 102-008154

INTENTIONALLY OMITTED

JA008893
007737

TX 102-008155

EXHIBIT 268

EXHIBIT 268

JA008894
007738

TX 102-008156

INTENTIONALLY OMITTED

JA008895
007739

TX 102-008157

EXHIBIT 269

EXHIBIT 269

To: lhess@hesstronics.com[lhess@hesstronics.com]
Cc: retailerescallation[retailerescallations@echostar.com]; Burden, Scott[Scott.Burden@echostar.com]
From: DeFranco, Jim
Sent: Mon 6/16/2003 4:18:25 PM
Subject: RE: Telemarketing campaign ATTN: Scott Burton

CONFIDENTIAL

Leonard,
Thanks for the info. I have copied Scott Burden, Director of Retail Services. He will have his team research and take appropriate action.
Thanks for the feedback, concern and continued support.
Jim

-----Original Message-----

From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 2:37 PM
To: retailerescallation
Cc: DeFranco, Jim; Ergen, Charlie; Walker, Tyler
Subject: Telemarketing campaign ATTN: Scott Burton

I'm forwarding an interesting email thread of a dialogue I've been having with a fellow by the name of Michael Montes. I've gotten frequent requests to work with these people but have mostly ignored it until today. My question is: If there are rules in place to prevent this kind of thing from going on, are they being enforced? If other retailers are using this kind of telemarketing in my sales area it just creates problems with the customers. We see and hear about it every day.

It is not fair to retailers like myself for these other more unscrupulous retailers to be getting away with bending or breaking the rules; thereby, stealing business from us.

Scroll to bottom and read back up. I started with the email I received from Dominion Sales and Marketing this morning.

Leonard M. Hess
President
HESStronics, Inc.
dba Sandpoint Satellite
503 Cedar St.
Sandpoint, ID 83864
208.265.5928
208.263.1132 fax
www.sandpointsatellite.com

-----Original Message-----

From: michael montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 1:14 PM
To: lhess@hesstronics.com
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

Yes and our dealers don't care because at the end of the day, none of them have gotten into trouble because the message is from the "Satellite Awards Center" or something like that and the cost per acquisition is so good it isn't an issue....

-----Original Message-----

From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 1:09 PM
To: 'michael montes'
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

I'm pretty certain that Dish Network and DirecTV both have rules against 3rd party telemarketers leaving prerecorded messages on people's

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JA008897
007741

Confidential

SLC_ DNC_Investigation_0009621

TX 102-008159

answering machines. Have heard any feed back on this from any of your retailer customers?

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Leonard M. Hess
President
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208.265.5928
208.263.1132 fax
www.sandpointsatellite.com

-----Original Message-----

From: michael montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 11:47 AM
To: lhess@hesstronics.com
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

We do talk to them with our automated pre recording....We give them the option to press 1 to speak to your company or they can hang up....

-----Original Message-----

From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 11:40 AM
To: 'michael montes'
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

So why don't you just talk to them when they pick up?

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www.sandpointsatellite.com

-----Original Message-----

From: michael montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 11:10 AM
To: lhess@hesstronics.com
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

We either hang up on them or play a short message giving them the option to press 1 to speak to a representative...If they don't want to , they can simply hang up...

-----Original Message-----

From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 11:04 AM
To: 'Michael Montes'
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

So what if the person is home and they pick up the phone?

CONFIDENTIAL

JA008898
007742

Confidential,

SLC_ DNC_Investigation_0009622
TX 102-008160

Leonard M. Hess
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208.263.1132 fax
www.sandpointsatellite.com

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-----Original Message-----

From: Michael Montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 6:45 AM
To: lhess@hesstronics.com
Subject: Re: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

I completely agree...This is why our system is so popular...We leave a message on the answering machine letting the consumer know that you have a free satellite system for them and to call back if they are interested..By using this method and calling between 9 a.m. and 5 p.m., we find that we don't bother people by forcing them to speak to a telemarketer during their dinner time...The can hear the message at their leisure and call you back if they are interested or simply hit delete without ever having to speak to a live telemarketer.....This way, you get the benefit of telemarketing without the annoying part of it....

Let me know if you are interested..Thanks so much...MM

----- Original Message -----

From: <lhess@hesstronics.com>
To: "michael montes" <mikem@soundmediagroup.com>
Sent: Wednesday, June 11, 2003 10:32 AM
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

> Hi Michael,
>
> I don't like someone knocking on my door attempting to sell me
> something so I don't do door to door sales. I don't like junk mail so

> I don't do direct mail. I don't like telemarketers calling me at home

> so I don't telemarket.
>
> Leonard M. Hess
> President
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> dba Sandpoint Satellite
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> Sandpoint, ID 83864
> 208.265.5928
> 208.263.1132 fax
> www.sandpointsatellite.com

> -----Original Message-----

> From: michael montes [mailto:mikem@soundmediagroup.com]
> Sent: Tuesday, June 10, 2003 10:56 AM
> To: mikem@soundmediagroup.com
> Subject: If you're looking for a great way to capture new DMA's as
> fast as possible, we've got it....

>
> **CONFIDENTIAL**

JA008899
007743

Confidential/

SLC_ DNC_Investigation_0009623
TX 102-008161

CONFIDENTIAL

>
> When your satellite provider issues a new area, you want to be the
> first in there right?!? Or perhaps you are looking for acquisition in
> all areas....
>
> With our Automated Voice Broadcast system, you can deliver your
> message about the new service to all the consumers in that area the
> day it comes available...
>
> If you are doing direct mail, this is a great way to increase the
> response rate to your mail by calling all the recipients prior to the
> mail going out to let them know the mail is coming and it is important

> they read it.
>
> With our technology, you can generate hundreds to thousands of calls
> to your sales staff each and every day.
>
> For more information, just respond to this e mail with your:
>
> Name:
> Phone:
> Address:
> E mail:
> Number of sales staff:
> Number of sales per month you would like to make:
>
> And a representative will get back to you.
>
> Thank you.
> Dominion Sales & Marketing
> "The advertising solution to the satellite industry"
>
>
>
>
>
>

CONFIDENTIAL

JA008900
007744

Confidential/

SLC_ DNC_Investigation_0009624
TX 102-008162

EXHIBIT 270

EXHIBIT 270

CONFIDENTIAL

Message

From: Novak, Scott [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=SCOTT.NOVAK]
Sent: 6/23/2003 11:07:09 PM
To: Oberbillig, Mike [mike.oberbillig@echostar.com]; Ahmed, Amir [amir.ahmed@echostar.com]; Spreitzer, Jim [jim.spreitzer@echostar.com]
CC: Burden, Scott [scott.burden@echostar.com]; Carlson, Erik [erik.carlson@echostar.com]; Neylon, Brian [brian.neylon@echostar.com]
Subject: RE: Telemarketing campaign ATTN: Scott Burton

C&D is out today by fed ex with a Friday deadline.

Funny, their email box does not accept email, it is "full"

Attorney Client Privileged and Confidential

-----Original Message-----

From: Oberbillig, Mike
Sent: Monday, June 23, 2003 5:50 PM
To: Ahmed, Amir; Spreitzer, Jim
Cc: Novak, Scott; Burden, Scott; Carlson, Erik; Neylon, Brian
Subject: RE: Telemarketing campaign ATTN: Scott Burton

Amir,

This is not a retailer. They have been on the radar since the beginning of the year. Attached is an e-mail from Mary Davidson on her efforts to have legal involved.

Thanks
MJO

-----Original Message-----

From: Ahmed, Amir
Sent: Monday, June 23, 2003 1:01 PM
To: Spreitzer, Jim; Oberbillig, Mike
Cc: Novak, Scott; Burden, Scott; Carlson, Erik; Neylon, Brian
Subject: FW: Telemarketing campaign ATTN: Scott Burton

Who is this company? They are based out of Irvine, CA. Are they a retailer or a 3rd party telemarketer?

-----Original Message-----

From: Novak, Scott
Sent: Monday, June 23, 2003 1:51 PM
To: Carlson, Erik; Ahmed, Amir
Cc: Bright, Thomas; Burden, Scott
Subject: FW: Telemarketing campaign ATTN: Scott Burton

Amir and Erik:

Attached is an email string wherein Sound Media Group (www.soundmediagroup.com) solicits a retailer to engage in telemarketing advertising. Charlie and DeFranco are copied on retailer's email to us.

The fun wrinkle is that they identify themselves as either DISH Network or the "Satellite Awards Center" so it is (nearly) impossible to track their Do Not Call complaints. I have heard of the Satellite Awards Center from various State AG's.

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

Attorney Client Privileged and Confidential

-----Original Message-----

From: Bright, Thomas
Sent: Wednesday, June 11, 2003 3:31 PM
To: Novak, Scott

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JA008902
007746

SLC_DNC_Investigation_0005920
TX 102-008164

CONFIDENTIAL

Subject: FW: Telemarketing campaign ATTN: Scott Burton

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

this hit Charlie and Jim. Can you assist?

Thank you,

Thomas Bright
Retailer Escalation Supervisor
Administrative Assistant Retail Services
303-723-1700

-----Original Message-----

From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 2:37 PM
To: retailerescalation
Cc: DeFranco, Jim; Ergen, Charlie; Walker, Tyler
Subject: Telemarketing campaign ATTN: Scott Burton

I'm forwarding an interesting email thread of a dialogue I've been having with a fellow by the name of Michael Montes. I've gotten frequent requests to work with these people but have mostly ignored it until today. My question is: If there are rules in place to prevent this kind of thing from going on, are they being enforced? If other retailers are using this kind of telemarketing in my sales area it just creates problems with the customers. We see and hear about it every day. It is not fair to retailers like myself for these other more unscrupulous retailers to be getting away with bending or breaking the rules; thereby, stealing business from us.

Scroll to bottom and read back up. I started with the email I received from Dominion Sales and Marketing this morning.

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-----Original Message-----

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Sent: Wednesday, June 11, 2003 1:14 PM
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Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

Yes and our dealers don't care because at the end of the day, none of them have gotten into trouble because the message is from the "Satellite Awards Center" or something like that and the cost per acquisition is so good it isn't an issue....

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CONFIDENTIAL

JA008903
007747

SLC_DNC_Investigation_0005921

TX 102-008165

CONFIDENTIAL

www.sandpointsatellite.com

-----Original Message-----

From: michael montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 11:47 AM
To: lhess@hesstronics.com
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

We do talk to them with our automated pre recording....We give them the option to press 1 to speak to your company or they can hang up....

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Sent: Wednesday, June 11, 2003 11:40 AM
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-----Original Message-----

From: michael montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 11:10 AM
To: lhess@hesstronics.com
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From: lhess@hesstronics.com [mailto:lhess@hesstronics.com]
Sent: Wednesday, June 11, 2003 11:04 AM
To: 'Michael Montes'
Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

So what if the person is home and they pick up the phone?

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-----Original Message-----

From: Michael Montes [mailto:mikem@soundmediagroup.com]
Sent: Wednesday, June 11, 2003 6:45 AM
To: lhess@hesstronics.com
Subject: Re: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

I completely agree...This is why our system is so popular...We leave a message on the answering machine letting the consumer know that you have a free satellite system for them and to call back if they are

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007748

SLC_ DNC_Investigation_0005922

TX 102-008166

CONFIDENTIAL

interested..By using this method and calling between 9 a.m. and 5 p.m., we find that we don't bother people by forcing them to speak to a telemarketer during their dinner time...The can hear the message at their leisure and call you back if they are interested or simply hit delete without ever having to speak to a live telemarketer.....This way, you get the benefit of telemarketing without the annoying part of it....

Let me know if you are interested..Thanks so much...MM

----- Original Message -----

From: <lhess@hesstronics.com>

To: "'michael montes'" <mikem@soundmediagroup.com>

Sent: Wednesday, June 11, 2003 10:32 AM

Subject: RE: If you're looking for a great way to capture new DMA's as fast as possible, we've got it....

> Hi Michael,

>

> I don't like someone knocking on my door attempting to sell me
> something so I don't do door to door sales. I don't like junk mail so

> I don't do direct mail. I don't like telemarketers calling me at home

> so I don't telemarket.

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> Leonard M. Hess

> President

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> 208.263.1132 fax

> www.sandpointsatellite.com

>

>

>

> -----Original Message-----

> From: michael montes [mailto:mikem@soundmediagroup.com]

> Sent: Tuesday, June 10, 2003 10:56 AM

> To: mikem@soundmediagroup.com

> Subject: If you're looking for a great way to capture new DMA's as
> fast as possible, we've got it....

>

>

>

> When your satellite provider issues a new area, you want to be the
> first in there right?!? Or perhaps you are looking for acquisition in
> all areas....

>

> With our Automated Voice Broadcast system, you can deliver your
> message about the new service to all the consumers in that area the
> day it comes available...

>

> If you are doing direct mail, this is a great way to increase the
> response rate to your mail by calling all the recipients prior to the
> mail going out to let them know the mail is coming and it is important

> they read it.

>

> With our technology, you can generate hundreds to thousands of calls
> to your sales staff each and every day.

>

> For more information, just respond to this e mail with your:

>

> Name:

> Phone:

> Address:

> E mail:

> Number of sales staff:

> Number of sales per month you would like to make:

>

> And a representative will get back to you.

>

> Thank you.

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JA008905
007749

SLC_DNC_Investigation_0005923
TX 102-008167

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- > Dominion Sales & Marketing
- > "The advertising solution to the satellite industry"
- >
- >
- >
- >
- >
- >

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JA008906
007750

SLC_ DNC_Investigation_0005924
TX 102-008168

EXHIBIT 271

EXHIBIT 271

**MINUTES OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
ECHOSTAR COMMUNICATIONS CORPORATION**

August 11, 2003

A regular meeting of the Audit Committee of the Board of Directors (the "Audit Committee") of EchoStar Communications Corporation, a Nevada corporation (the "Corporation") was held on August 11, 2003, at 8:00 a.m., Mountain Time, at the law office of Friedlob Sanderson Paulson & Tourtillott, LLC, located at 1775 Sherman Street, 21st Floor, Denver, Colorado 80203. The following members of the Audit Committee participated:

Raymond L. Friedlob, Chairman

Peter A. Dea

Steven R. Goodbarn

Also participating at the invitation of the Chairman of the Audit Committee were David K. Moskowitz (*via teleconference*), Senior Vice President, General Counsel, Secretary and a Member of the Board of Directors of the Corporation; Michael R. McDonnell, Senior Vice President and Chief Financial Officer of the Corporation; O. Nolan Daines, Senior Vice President of the Corporation; Paul Orban, Vice President and Controller of the Corporation; R. Stanton Dodge, Legal Director and Assistant Secretary of the Corporation; Kim Swindle, Director of Internal Audit of the Corporation; Rick Connor, EchoStar Concurring Partner, KPMG LLP ("KPMG"), independent auditors for the Corporation; Steve Fagella, Tax Partner, KPMG; and Jason Waldron, KPMG LLP.

The meeting was called to order by Mr. Friedlob, who served as Chairman and presided. Mr. Dodge acted as Assistant Secretary of the Meeting.

Mr. Friedlob, advised that, as each member of the Audit Committee had waived any and all notices that may have been required to be given with respect to a regular meeting of the Audit Committee and a quorum was present, the meeting was properly convened.

Approval of Minutes and Signing of Consents

The first item of business was the approval of the minutes of the Annual Meeting of the Audit Committee held on April 24, 2003, and the signing of (i) the Unanimous Written Consent as of April 29, 2003, regarding certain non-audit tax services to be provided by KPMG in the United Kingdom; (ii) the Unanimous Written Consent as of May 2, 2003, regarding certain non-audit services to be provided by KPMG with respect to an SEC comment letter; (iii) the Unanimous Written Consent as of May 6, 2003, regarding certain non-audit tax services to be provided by KPMG with respect to the assessment of certain investment losses; (iv) the Unanimous Written Consent as of May 20, 2003, regarding certain non-audit research services to be provided by KPMG with respect to the DHP promotion; (v) the Unanimous Written Consent as of June 23, 2003, regarding certain non-audit services to be provided by KPMG with respect to the Form S-8 to be filed in connection with the registration of certain shares under one of the Corporation's stock option plans; (vi) the Unanimous Written Consent as of July 15, 2003, regarding certain non-audit research services to be provided by KPMG with respect to a recent FASB pronouncement; and (vii) the Unanimous Written Consent as of July 23, 2003, regarding certain non-audit research services to be provided by KPMG in connection with a proposed transaction with SBC.

Mr. Friedlob explained that draft minutes of the Annual Meeting of the Audit Committee held on April 24, 2003, were attached as ~~Exhibit 1A to the Board Book~~ for the Meeting. After

discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Annual Meeting of the Audit Committee of the Board of Directors of EchoStar Communications Corporation held on April 24, 2003, in substantially the form attached as Exhibit 1A to the Board Book for the Meeting and as modified to incorporate one comment from Mr. Friedlob, be, and they hereby are, approved, ratified and confirmed in all respects.

Mr. Friedlob then reviewed with the members of the Board of Directors the resolutions set forth in the above-listed Unanimous Written Consents (copies of which were attached as Exhibits 1B through 1H to the Board Book for the Meeting). After brief discussion, each member of the Audit Committee in attendance at the Meeting signed the consents.

Review of Form 10-Q, Officer Certifications and Second Quarter Financial Performance

The second item of business was a report presented by Mr. McDonnell, regarding the unaudited financial statements for the quarter ended June 30, 2003 (the "Financial Statements"), and the Quarterly Report of Form 10-Q for the quarter ended June 30, 2003 (the "Form 10-Q"), draft copies of which were provided to the members of the Audit Committee prior to the meeting. Mr. McDonnell distributed a written summary of his report to the members of the Audit Committee prior to the meeting. As part of his report, Mr. McDonnell reviewed certain financial highlights for the quarter ended June 30, 2003, including among other things, net subscriber additions, churn, ARPU/Revenue, SAC, net income, free cash flow from operations, the SBC transaction, the recent bond redemption, and the recent procurement of the EchoStar X spacecraft.

Mr. McDonnell also reviewed ~~certain~~ key accounting items with the members of the Audit Committee, including among other things, royalty accruals, smart card accrual, deferred tax asset valuation allowance, and marketable securities.

Mr. McDonnell explained to the Audit Committee and the representatives of KPMG that, based on their most recent evaluation, Mr. McDonnell and Mr. Charles W. Ergen (the principal executive officer of the Corporation) do not believe that there (i) are any significant deficiencies in the design or operation of internal controls that could adversely affect the Corporation's ability to record, process, summarize and report financial data; (ii) are any material weaknesses in internal controls; or (iii) is any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

The members of the Audit Committee reviewed and discussed the Financial Statements and the Form 10-Q with Mr. McDonnell and the other members of management present at the meeting.

Discussion of Quarterly Review Procedures

The third item of business was a report presented by Rick Connor, regarding KPMG's review of the Financial Statements and Form 10-Q. KPMG distributed a written summary of their report to the members of the Audit Committee prior to the meeting. The members of the Audit committee reviewed and discussed the Financial Statements and Form 10-Q with Mr. Connor.

The discussion with the independent auditors included, among other things: (i) *significant review matters, accounting policies and management estimates*, including among other things: (a) royalty accruals; (b) smart card accrual; (d) FIN 46; (e) EITF 00-21; and (f) the SBC transaction; (ii) *other required auditor communications*, including among other things (a) KPMG's standard of review for interim financial statements, (b) there we no proposed and recorded audit adjustments and no proposed but not recorded audit adjustments; (c) relationships with management; and (d) KPMG was not aware of the Corporation's consultation with any

other accountants; and (iii) *certain recent accounting developments*, including among other things: (a) SEC frequently asked questions on non-GAAP measures; and (b) NYSE and NASDAQ requirements for shareholder approval for equity compensation plans.

Mr. Friedlob requested that a piracy update be presented at the next Audit Committee meeting as part of the smart card accrual discussion.

Approval of Form and Filing of Form 10-Q

The fourth item of business was the approval of the form and filing of the quarterly report on Form 10-Q. After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by August 15, 2003, a Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (the "Form 10-Q");

WHEREAS, a draft of the Form 10-Q proposed to be filed with the Commission has previously been distributed to the members of the Audit Committee;

WHEREAS, the Draft Form 10-Q contains quarter-end financial statements of the Corporation, which were reviewed by KPMG; and

WHEREAS, management has recommended that the Audit Committee approve (i) as to form the Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine;

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby (i) approves, ratifies and confirms the recommendation of management concerning the approval (a) as to form of the Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (b) of the filing with the Commission of the Form 10-Q (with any such changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and (ii) based on the review and discussions with management and the independent auditors referred to above, recommends to the Board of Directors of the Corporation that (a) the unaudited financial statements for the quarter ended June 30, 2003 be included in the Form 10-Q, and (b) the Board of Directors of the Corporation approve as to form the

Draft Form 10-Q, with such changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and the filing with the Commission of the Form 10-Q (with any such changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine.

Discussion of Proposed Loral Transaction

The fifth item of business was a discussion led by Mr. Moskowitz regarding the proposed acquisition by the Corporation of some or all of the assets Loral Space & Communications, Ltd. The discussion included among other things a status of Loral's bankruptcy proceedings and a description of the "stalking-horse" bid for Loral's North American satellite assets.

At the conclusion of the discussion of the proposed Loral transaction, Mr. Dea left the meeting.

Internal Audit Update (all except Ms. Swindle and Mr. Daines were excused)

The sixth item of business was an update presented by Ms. Swindle regarding the activities of the Internal Audit Department.

Update on Michael Schroeder

The seventh item of business was an update presented by Mr. Moskowitz regarding the proposal for Michael Schroeder to join the Board of Directors and the Audit Committee and Executive Compensation Committee.

Litigation Update

The eighth item of business was an update presented by Mr. Moskowitz, in his capacity as General Counsel of the Corporation, regarding the significant patent and other litigation in which the Corporation and/or its subsidiaries is involved, including among other things, the Busch derivative action, the ING litigation, the Miami network litigation, the AG settlement, and

the AXA sanctions dispute. Mr. Moskowitz advised that his report and any ensuing discussions were subject to the attorney/client and work privileges.

Housekeeping Matter

The ninth item of business was a discussion led by Mr. Friedlob regarding the form recently distributed by the GAO asking whether it was advisable for corporations to be required to periodically switch their independent auditors. Mr. Friedlob indicated that he independently decided it was not a good idea, and indicated that Mr. Goodbarn and Mr. McDonnell concurred with his decision.

Update on 401(k) Plan

The tenth item of business was an update presented by Mr. McDonnell regarding the Corporation's 401(k) plan. Mr. McDonnell discussed among other things: (i) 401(k) plan demographics; (ii) plan basics; (iii) 401(k) plan assets as of June 30, 2003; (iv) 401(k) plan investment options and returns as of June 30, 2003; (v) the guaranteed long-term account (GLT); and (vi) plan administration. Mr. McDonnell noted that, generally speaking, employees are able to sell EchoStar stock held in their 401(k) plan account at any time. Mr. McDonnell further noted that the Corporation would be changing the plan administrator from CIGNA (as they are selling that portion of their business), and that KPMG will audit the 401(k) plan for 2003.

Discussion of FOIA Requests Regarding Form S-4 for Hughes/EchoStar Merger

The eleventh item of business was a discussion led by Mr. McDonnell regarding the Freedom of Information Act (FOIA) request that was received by the Corporation regarding the Form S-4 filed with the Securities and Exchange Commission in connection with the proposed EchoStar/Hughes merger.

Non-Audit Service Fees

The twelfth item of business was the presentation by Mr. McDonnell of a summary of non-audit service fees paid to KPMG year to date, and a summary of audit service fees paid to KPMG year to date.

Update on Accounting for SBC Transaction and Programming Contracts

The thirteenth item of business was an update presented by Mr. Orban regarding certain accounting for the SBC transaction (including among other things the 3% convertible subordinate note and the commercial agreement) and programming contracts (including among other things the treatment of certain payments received from programmers).

Private discussion with Management (KPMG excused)

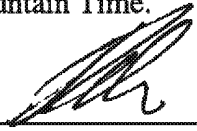
The fourteenth item of business was a private discussion between the members of the Audit Committee and management.

Other Business

Mr. Friedlob asked the Director if Internal Audit to examine the Human Resources department in light of a recent article indicating that Human Resources is fast becoming a huge expense

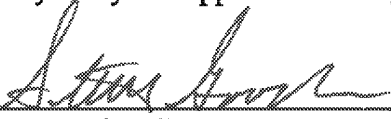
Adjournment

There being no further business to come before the Audit Committee, upon motion duly made, seconded and unanimously approved, the meeting was adjourned at 10:30 a.m., Mountain Time.

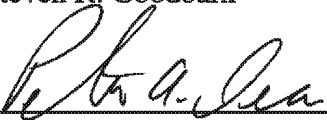


Raymond L. Friedlob
Chairman of the Audit Committee

We, the undersigned, who together with Mr. Friedlob constitute all of the members of the Audit Committee, hereby waive any and all formal notice of the above meeting and hereby ratify and approve the foregoing minutes.



Steven R. Goodbarn



Peter A. Dea

EXHIBIT 272

EXHIBIT 272

CONFIDENTIAL

Message

From: Spreitzer, Jim [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=JIM SPREITZER]
Sent: 9/5/2003 5:20:20 PM
To: DeFranco, Jim [jim.defranco@echostar.com]; Ahmed, Amir [amir.ahmed@echostar.com]
CC: Ergen, Charlie [charlie.ergen@echostar.com]; Dugan, Mike [mike.dugan@echostar.com]; Stallone, Antonella [antonella.stallone@echostar.com]; Oberbillig, Mike [mike.oberbillig@echostar.com]
Subject: Unified Communications
Attachments: Unified DISH Business Rules 081503.doc; DISH Dealer Agreement 081403.doc; A9edf3645-dd25-47d1-af9c-38e98e6eba89.TIF; Unified Communications Termination Letter.doc; DISH Dealer Agreement 081403.doc; A9edf3645-dd25-47d1-af9c-38e98e6eba89.TIF; DISH Dealer Program 081403.doc

Jim,

You will be receiving a letter today from Tim Vranizan of Unified Communications.

Amir will respond on Monday, but I wanted to remind you that this is the retailer you heard about from dealers at the CVS convention.

They altered our commission structure, utilized our contracts almost word for word with their name on it, altered our DHP business rules, used DISH logo's without our consent and are calling themselves an official distributor. Their flyers and telemarketers are also providing misleading and incorrect information.

This company simply misrepresented themselves- they did not execute according to what they said they were going to do and instead disrupted the market with inaccurate information and questionable marketing methods.

I called them and sent them a termination letter two weeks ago.

Thanks,

Jim

-----Original Message-----

From: Spreitzer, Jim
Sent: Tuesday, August 26, 2003 11:58 AM
To: Van Emst, Blake
Cc: Nolly, Joe; Neylon, Brian; Hottle, Matt; Grady, Ron; Oberbillig, Mike
Subject: FW: A new fax has arrived from 6784827405 (Part 1 of 1) on Channel 2

Blake,

This is a brand new account that wanted to sell and distribute certs much like VMC.

Then we saw their business practices last week and they were terminated as a retailer on Friday.

They never signed any single retailer up.

Jim

-----Original Message-----

From: Van Emst, Blake
Sent: Tuesday, August 26, 2003 11:29 AM
To: Spreitzer, Jim

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007762

Confidential//

SLC_ DNC_Investigation_0005842

TX 102-008180

CONFIDENTIAL

Cc: Hottle, Matt; Grady, Ron; Neylon, Brian

Subject: FW: A new fax has arrived from 6784827405 (Part 1 of 1) on Channel 2

Jim,

This retailer is apparently based in Oregon. It appears that they are distributing our product to retailers. Please contact them and make sure that they understand that our contract doesn't allow this.

Unified Communications, Inc.
20055 SW Pacific Hwy., Ste. 201
Sherwood, OR 97140

Thanks

Blake

CONFIDENTIAL

JA008919
007763

Confidential/

SLC_ DNC_Investigation_0005843
TX 102-008181

EXHIBIT 273

EXHIBIT 273

To: DeFranco, Jim[Jim.DeFranco@echostar.com]
Cc: Sucharda, Joe[Joe.Sucharda@echostar.com]; Langenderfer, Martin[Martin.Langenderfer@echostar.com]
From: Kondilas, Robert
Sent: Tue 3/9/2004 5:07:01 AM
Subject: FW: leads analysis for Radio shack
[Acquisition List Process.pdf](#)

CONFIDENTIAL

Jim/Joe –

Here is the soft copy of the process we would go through to scrub the list and outbound the potential customers...Marty is going to work with Joe to give us a logical offer we can go out with for these customers...

Robert

-----Original Message-----

From: Parekh, Maulik
Sent: Monday, March 08, 2004 11:05 AM
To: Kondilas, Robert
Subject: leads analysis for Radio shack

Soft copy!

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Confidential,

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TX 102-008183

EXHIBIT 274

EXHIBIT 274

To: DeFranco, Jim[Jim.DeFranco@echostar.com]; Escalations[Escalations@echostar.com]; Kondilas, Robert[Robert.Kondilas@echostar.com]
From: Cohen, Mark
Sent: Wed 3/17/2004 11:59:46 AM
Subject: RE: Telemarketing calls to current subscribers

CONFIDENTIAL

Dugan got the email too..

Yesterday We were working the issue...

Robert Kondilas has taken lead on this one.

-----Original Message-----

From: DeFranco, Jim
Sent: Wednesday, March 17, 2004 9:59 AM
To: Escalations; Cohen, Mark
Subject: FW: Telemarketing calls to current subscribers

Can we be proactive and ask the customer if he wants us to add him to the national DNC list on his behalf? Certainly, he should understand that we don't have control over independent retailers and that we do honor a NDC list once he requests being placed on it.

-----Original Message-----

From: Michelle Boyle [mailto:MBoyle@bw.edu]
Sent: Tuesday, March 16, 2004 3:37 PM
To: CEO; Dugan, Mike; DeFranco, Jim; Mary.Davidson@echostar.com; ExecutiveCustomerService; Scarborough, John
Subject: Telemarketing calls to current subscribers

After two years of service with Dish Network, I will NEVER be a Dish Network customer again. As of Thursday, March 18, 2004 my service will be cancelled.

I suggest you look again at your telemarketing companies and their practices. For the past three months I have been called repeatedly. This morning was the final straw. Right now, I work nights and go to school during the day. This morning I received a call at 8:32am and then again at 8:52am. After being woken up twice I decided to call the number back. I spoke with a customer service representative and requested I be removed from your phone list. He said he was sorry for all of the phone calls and I am now off of the call list. Then at 9:48am another call came and another at 9:57am. I once again called and spoke directly with a manager, Bonnie, and she apologized again for all of the phone calls and made sure the request to not be called went through. At this point I was extremely angry, but felt relieved that it was finally taken care of. Unfortunately I was wrong, I received another call at 10:38am. When I answered it I again told them to stop calling me, I am not interested and to remove me from your list.

What happened to customer service? They are an automated telemarketing company. I do not understand why this had to happen. I am looking into filing a complaint against Dish Network for this harassment.

After this experience I know I made the right decision in canceling my service.

Michelle Boyle

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SLC_ DNC_Investigation_0005844
TX 102-008185

EXHIBIT 275

EXHIBIT 275

CONFIDENTIAL

To: Novak, Scott[Scott.Novak@echostar.com]
Cc: Burden, Scott[Scott.Burden@echostar.com]; Medina, Jeff[Jeff.Medina@echostar.com]; Grizzle, Brett[Brett.Grizzle@echostar.com]; Frey, Dennis[Dennis.Frey@echostar.com]; Peckham, Bruce[Bruce.Peckham@echostar.com]
From: McElroy, Steve
Sent: Wed 4/14/2004 5:42:17 PM
Subject: RE: 903-786-9659

Bruce:

Yes, I believe we can help. We will try to setup a purchase through the number and I will update the group when we have it set up.

Thanks,

Steven A. McElroy
Regional Director of Sales and Distribution
Echosphere LLC
Southwest Region
972-677-1600 ext 3560
972-677-1704 fax

-----Original Message-----

From: Peckham, Bruce
Sent: Wednesday, April 14, 2004 10:51 AM
To: McElroy, Steve
Cc: Burden, Scott; Medina, Jeff; Grizzle, Brett; Frey, Dennis; Novak, Scott
Subject: FW: 903-786-9659

Steve:

Can you ask someone to secret shop the toll-free number below to see if you can find out who this retailer is? According to the customer below, many pre-recorded auto-dialer messages were left on his answering machine. This is illegal and for every incident that gets escalated to us, there are probably 50 that are not reported.

We believe Chris Fischer, the retailer that was terminated a few weeks back (Advantage Satellite) is behind this but do not have proof. This is the same exact MO used in the earlier episode (pre-recorded messages from a Rick with Satellite City). We have received a number of complaints recently about an Erik with Satellite Sales harassing people with pre-recorded auto-dialer messages. Fischer's father, Richard Fischer still operates Sky Team Satellite so it could be Chris moving hardware through his father's company since we have connected the two companies before, i.e. common employees, common credit cards, etc.

Someone with the right area code may be able to get through if they pose as an interested prospect who wants to learn more about the message that an Erik with Satellite Sales left on their phone answering machine, etc. If you cannot get anywhere, we may have to stage a purchase and track the hardware invoicing to the retailer like we did with Advantage Satellite (Brett Grizzle helped us out on the last purchase).

Thanks, Bruce

-----Original Message-----

From: Schnittgrund, Steve
Sent: Wednesday, April 14, 2004 9:16 AM

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TX 102-008187

CONFIDENTIAL

To: Peckham, Bruce
Cc: Burden, Scott; Medina, Jeff; Novak, Scott
Subject: RE: 903-786-9659

Thanks for the support.

-----Original Message-----

From: Peckham, Bruce
Sent: Tuesday, April 13, 2004 18:00
To: Schnittgrund, Steve
Cc: Burden, Scott; Medina, Jeff; Novak, Scott
Subject: FW: 903-786-9659

Steve:

I have tried calling the toll-free number many times and I cannot get through. I called Mr. Shaw and he confirmed the phone number below is correct. He suggested that we call between 9am and 5pm CST and we should get through. Interestingly, Mr. Shaw said he received pre-recorded dialer messages on his answering service from this party and this is illegal. He said an 'Erik with Satellite Sales' is leaving the messages. We just terminated a retailer with the same 'MO' after a lengthy investigation for the same thing. It may be the same ex-retailer operating through a relative's retailer company.

Jeff Medina and I will investigate this further in the morning by trying to get through on this number. I am hoping for the best but if this retailer behaves like the last one we dealt with, then whenever we call them and request information, they get elusive and hang up. We may have to call in and arrange for a 'purchase' through Signal Integrity to get to the bottom of this.

We will keep you in the loop on this.

Thanks, Bruce

-----Original Message-----

From: Schnittgrund, Steve
Sent: Tuesday, April 13, 2004 3:47 PM
To: Peckham, Bruce
Subject: FW: 903-786-9659

Bruce,

The customer in the initial e-mail is being telemarketed/harassed by Satellite Sales in TX and he's calling us to complain. Can you have someone contact Satellite Sales and ask them to remove him from their lists?

Thanks.

-----Original Message-----

From: Bangert, Russell
Sent: Tuesday, April 13, 2004 15:34
To: Schnittgrund, Steve
Subject: RE: 903-786-9659

Mr Schnittgrund,

I have checked, and our only outbound call to this customer was back in January. If the customer can provide any information about the retailer we can pursue.... I tried calling the 800 number below and it hung up on me.

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TX 102-008188

CONFIDENTIAL

Please let me know how I may be of assistance.

Thank you,

Russell

-----Original Message-----

From: Schnittgrund, Steve

Sent: April 13, 2004 15:25

To: Bangert, Russell

Subject: 903-786-9659

Mr Bangert,

Customer: Crawford Shaw

Phone: 903-786-9659

Not a customer He is receiving calls from a retailer (?) (800) 501-6433 and they won't stop soliciting him. He has asked to be removed from the telemarketing list and they refuse.

Is this us? If not, who is it? And can we direct whoever it is to stop?

I also need someone to call the customer back and give them a status.

Thanks.

CONFIDENTIAL

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007771

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SLC_ DNC_Investigation_0005849

TX 102-008189

EXHIBIT 276

EXHIBIT 276

CONFIDENTIAL

EchoStar Communications Corporation

CERTIFICATE OF THE ASSISTANT SECRETARY

The undersigned, being the duly authorized Assistant Secretary of EchoStar Communications Corporation, a Nevada Corporation formed in April 1995 (the "Corporation"), attended the Regular Meeting of the Board of Directors of the Corporation held on November 4, 2003, at which the following resolutions were unanimously adopted by the Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that the Chairman and Chief Executive Officer, be, and he hereby is, authorized: (i) to spend without limit for ordinary course of business transactions; (ii) to spend up to \$50 million per non-ordinary course of business transaction; and (iii) to spend up to \$50 million per capital expenditure in excess of 20% of the applicable annual budget; in each case above without further need to consult with or seek prior approval from the full Board of Directors; and further

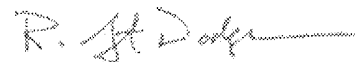
RESOLVED, that the Chairman and Chief Executive Officer, be, and he hereby is, subject in each case to the per-transaction/expenditure spending limits set forth above, to establish the spending limits for other employees of the Corporation and its subsidiaries, as the Chairman and Chief Executive Officer determines in his sole discretion without further need to consult with or seek prior approval from the full Board of Directors; and further

RESOLVED, that the proper officers of the Corporation be, and each one of them acting alone or with one or more other proper officers hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such other and further agreements, certificates, instruments or documents, to pay or reimburse all such filing fees and other costs and expenses, to authorize and empower any necessary agents or brokers, and to do and perform or cause to be done or performed all such acts and things, as in their discretion or in the discretion of any of them may be necessary or desirable to enable the Corporation to accomplish the purposes and to carry out the intent or the foregoing resolutions; and further

RESOLVED, that any and all actions previously taken by any of the proper officers within the terms of the foregoing resolution be, and the same hereby is, ratified, and confirmed in all respects.

The undersigned hereby further certifies that the foregoing resolutions remain in full force and effect, and that there is no action pending to amend, modify, withdraw or otherwise affect the foregoing resolutions.

December 2, 2004



R. Stanton Dodge
Assistant Secretary

Confidential and Proprietary

\\na\corp\pl\certificate of secretary.120204

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