CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of November 2018, a true and correct copy of the foregoing **VOLUME 20 OF THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION** 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: Valerie Larsen
An Employee of Holland & Hart, LLP

HOLLAND & HART LLP
9555 Hillwood Drive, 2nd Floor
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EXHIBIT 424

EXHIBIT 424

Audit Committee Update
Internal Audit & SOX 404

February 16, 2011

Audit Committee Update

- Sarbanes-Oxley 404 Update
- Investigations
- Operational Audits
- 2011 Audit Plan

Sarbanes-Oxley 404 Update

2010 Highlights

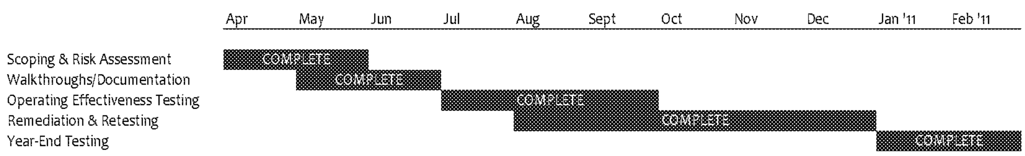
- As of 12/31/10, there are no open deficiencies out of a total of 220 key controls tested over financial reporting.

- Management has successfully remediated all 13 IT-related deficiencies identified during initial testing.

- Any identified exceptions would *not* in management's opinion, either individually or in the aggregate, constitute a significant deficiency or material weakness in financial reporting.

- Internal controls over financial reporting are effective as of 12/31/10.

SOX 404 2010 TIMELINE



Sarbanes-Oxley 404 Update

The following is a summary of 2010 SOX 404 operating effectiveness testing and the status of remediation efforts where applicable (through February 8, 2011):

DEPARTMENT	TOTAL	ACCTG/FINANCE	IT	SALES/OPS
Controls to be Tested by 12/31/10:	220	114	80	26
Testing Status:				
Controls Tested with No Initial Deficiencies	207	114	67	26
Controls Tested with Initial Deficiencies	13	0	13	0
% of Controls Tested	***100%***	***100%***	***100%***	***100%***
Remediation Testing :				
Total Controls to be Retested	13	0	13	0
Retesting Complete	13	0	13	0
% of Deficiencies Retested	***100%***	***N/A***	***100%***	***N/A***
Remaining Open Deficiencies	***0***	***0***	***0***	***0***

Investigations Update

Internal Audit participated in the investigation of the following MSW complaints filed since the previous audit committee meeting:

<u>MSW 10-170, El Paso Sales Qualification Fraud (update from November meeting)</u>

An anonymous allegation was made in mid-October that an El Paso CSC Manager and Supervisor were encouraging the use of fake and real social security numbers and credit cards to qualify prospective customers for DISH Network service.

Internal Audit performed an analysis and review of reporting regarding credit card number and social security number qualification attempts. No unusual activity was identified.

Additionally, interviews were conducted with sales agents on the team of the manager and supervisor alleged in the complaint. All interviewees denied that they were either encouraged or directed to engage in any improper conduct. Attempts to obtain additional information from the reporting party were not successful.

Therefore, the allegations in the complaint appear to be unsubstantiated.

HR determined that no disciplinary action was required based upon the results of the investigation.

DISH NETWORK

Operational Audits

Q4 Completed Operational Audit Activity

Operational Audit	Status	Observations/Recommendations
Stack Rankings/Pay For Performance - DNS	Complete - Report Issued	Program is generally well-controlled and administered. DNS management anticipates overhauling the existing program to better align performance incentives with key company metrics and objectives.
Pay For Performance - CSC	Complete - Report Issued	A significant number of customized programs exist for different specialty groups that are inconsistent with the objectives of the standard P4P program. Several of these programs were also not approved or approval was not at a appropriate level of authority. Additionally, there was a lack of segregation of duties between those participating in several of these programs and those reviewing and approving monthly eligibility and payouts.
Cash & Investments - Treasury	Audit Complete	Drafting Report
DNS Site Reviews	Audit Complete	Drafting Report
Former's Logic	Audit Complete	Drafting Report

2011 Audit Plan – Risk Assessment Process

- To develop a comprehensive Operational Audit Plan for 2011, Internal Audit assessed management's views on the level of risk inherent in all areas of our business.
- Interviews were conducted with 53 individuals (3 EVPs, 4 SVPs, 12 VPs, 19 Directors and 15 Managers) to gauge the overall risk environment. All functional areas were represented in the interview process.
- Audits were selected in areas based upon a combination of assessed level of risk and where internal audit could potentially add value.

2011 Operational Audit Plan

Operational Audit	Status/ Schedule	Audit Objectives
RA Process / Equipment Retrieval	Fieldwork Ongoing	Efficiency and cost effectiveness of retrieving equipment from disconnected customers or customers requiring equipment exchanges due to defects; troubleshooting of equipment; RA creation process; No Problem Found (NPF) analysis
Customer Qualification Process	Fieldwork Ongoing	Review procedures used to qualify prospective customers; assess qualification criteria for reasonableness and effectiveness in preventing fraud without rejecting potentially profitable subscribers
Formers Logic	Fieldwork Ongoing	Comprehensive review of systemic logic and operational practices in place to accurately identify former customers and prevent account flipping
PPV Payments	Fieldwork Ongoing	Detailed review of pay-per-view, VOD, IPVOD, and interactive games/services payments for accuracy and compliance with contractual terms
Canceled Work Order Process	Q2	Assess process from a fraud prevention perspective; identify WHO can cancel work orders, HOW they can cancel them, and WHAT applications and user responsibility levels are being utilized; assess the use of work order cancellations and modifications in conjunction with Dish Mover program
Service Site Review	Q2	Onsite review of a selected Service Center (Spartanburg or El Paso) for analysis of materials planning process, QA procedures, key performance indicators, warehouse utilization, equipment testing and refurbishment procedures, safety, Smartcard security and outsource repair vendor management
Programming Payments	Q2	Detailed review of programming payments for accuracy and compliance with contractual terms

2011 Operational Audit Plan

Operational Audit	Status/ Schedule	Audit Objectives
Employee Termination Process	Q3	Primary focus on controls and processes related to terminations, including discontinued payroll / benefits and disabling of network accounts
Compensation / Incentive Plans	Q3	Analysis of a select number of self-administered compensation/incentive plans for accuracy, segregation of duties, alignment with corporate goals, and appropriate approvals and financial controls
Customer Churn and Fraud Prevention	Q3	Review of Customer Loyalty practices for effective communication of churn information to appropriate business parties; assessment of reporting on performance of Loyalty agents; identification of patterns related to churn; assessment of the effectiveness of internal controls to identify and prevent fraudulent retail practices.
Retailer Qualifications and Sales	Q4	Review of the procedures and criteria used to qualify Dish Network retailers; analysis of the TVRO sales group structure; assessment of procedures used to ensure appropriate market coverage.
DNS Site Reviews	Q4	Continued onsite reviews of 6 different DNS LSCs – 1 in each region (MW, NE, SE, MTN, SC, SW)
Waivers & Adjustments / Customer Star Rankings	Q4	Analysis of controls , process and procedures related to CSG waivers and adjustments; assessment of adjustments for reasonableness and compliance with established policies; analysis of criteria used for Customer Star Rankings and CSR compliance with business rules based on customer rankings

Other Activities

In addition to the operational audit plan, departmental resources have been allocated to address the following areas in 2011:

- ***Investigations*** – Written reports will continue to be issued to senior management that propose recommendations and create action plans to address control gaps identified during routine investigations.
- ***Third-Party Fraud Monitoring*** – Continuous monitoring efforts that utilize trend and exception reporting and involve various departments in investigating and preventing fraudulent behavior.
- ***SOX 404 Compliance*** – Risk assessment to be conducted in April and interim testing planned for Q3, consistent with last year.
- ***Recruiting*** – We are increasing our utilization of online resources such as LinkedIn and the IIA Denver directory to identify quality local talent.

EXHIBIT 425

EXHIBIT 425

KELLEY DRYE & WARREN LLP
A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400
3050 K STREET, NW
WASHINGTON, D.C. 20007-5108

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Confidential Settlement Communications
Subject to Rule 408

March 14, 2011

Lois C. Greisman, Esq.
Russell Deitch, Esq.
Federal Trade Commission
Bureau of Consumer Protection
Division of Marketing Practices
600 Pennsylvania Avenue
Washington, DC 20580

Re: <u>DISH Network, LLC</u>

Dear Lois and Russ:

On behalf of Dish Network, LLC ("DISH"), enclosed is a proposed settlement offer for your consideration. Given the parties' impasse in reaching agreement on a settlement with more detailed terms, we offer this simplified version, which focuses the injunctive provisions on prohibiting DISH from engaging in violations of the Telemarketing Sales Rule, the Telephone Consumer Protect Act, and the applicable state laws. The draft order also provides that DISH is vicariously liable for third party seller and telemarketer violations of the statutory provisions enumerated in the injunctive relief section to the extent that DISH is vicariously liable under applicable law for the actions of the applicable third party seller or telemarketer underlying the violation.

We believe this clearly-stated vicarious liability addresses your requirement to have a broad compliance scope, while also addressing DISH's concern that it cannot accept compliance terms that would impose strict liability on DISH for the unauthorized actions of rogue third parties, which DISH cannot control and who are not DISH's agents under any applicable law. While DISH strongly believes that its robust oversight and monitoring of its authorized telemarketers and dealers will both detect and deter non-compliant conduct by third parties, it remains likely that some third parties – through no fault of DISH's – may engage in unlawful conduct. DISH will not agree to terms that impose liability on DISH for those third parties' actions, which DISH neither caused, assisted, nor facilitated, and which we do not believe the law supports such liability in those circumstances.

As a practical matter, we note that, even with this simplified settlement version, the terms require as much as, if not more, from DISH as to its responsibilities concerning third parties than what the court could or would order in the form of injunctive relief in any potential judgment (assuming, for the sake of argument, that Plaintiffs succeed on some or all of their claims, which we believe is highly unlikely). Thus, we believe this settlement represents a best case scenario for the Plaintiffs on injunctive relief, and the limits of what DISH is willing to agree to for injunctive relief concerning third party liability.

Please let me know when is a good time to discuss further. Once we reach agreement on the injunctive terms, DISH will forward its monetary proposal.

With best regards.

Sincerely,

Lewis Rose

cc: Lisa Hsiao, Esquire (United States)
Daniel K. Crane-Hirsch, Esquire (United States)
Albert Norman Shelden, Esquire (California)
Elizabeth Blackston, Esquire (Illinois)
Jeffrey M. Feltman, Esquire (Illinois)
Michael Ziegler, Esquire (Ohio)
Erin B. Leahy, Esquire (Ohio)
Kevin Anderson, Esquire (North Carolina)
Jeffrey Blum, Esquire
Alysa Z. Hutnik, Esquire

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF ILLINOIS
SPRINGFIELD DIVISION

UNITED STATES OF AMERICA and the STATES OF CALIFORNIA, ILLINOIS, NORTH CAROLINA, and OHIO, Plaintiffs, v. DISH NETWORK L.L.C., Defendant.	Case No. 3:09-cv-03073 STIPULATED JUDGMENT AND ORDER FOR PERMANENT INJUNCTION **Dish's proposal as of March 14, 2011**

Plaintiff, the United States of America, acting upon notification and authorization to the Attorney General by the Federal Trade Commission ("FTC" or the "Commission"), and Plaintiffs the States of California, Illinois, North Carolina, and Ohio have commenced this action by filing the complaint herein, and Defendant DISH Network L.L.C. ("DISH Network"), has waived service of the summons and the complaint. The parties, represented by the attorneys whose names appear hereafter, have agreed to settlement of this action without adjudication of any issue of fact or law, and without Defendant admitting liability for any of the violations alleged in the complaint.

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THEREFORE, on the joint motion of the parties, it is hereby **ORDERED, ADJUDGED AND DECREED** as follows:

FINDINGS

1. This Court has jurisdiction over the subject matter pursuant to 28 U.S.C. §§ 1331, 1337(a), 1345 and 1355; 15 U.S.C. §§ 45(m)(1)(A), 53(b), 56(a), and 57b; and 47 U.S.C. § 227(f)(2), and over the state law claims pursuant to 28 U.S.C. § 1367.

2. Plaintiffs and Defendant consent to jurisdiction and venue in this District.

3. The activities of Defendant are in or affecting commerce, as defined in Section 4 of the FTC Act, 15 U.S.C. § 44.

4. The complaint states a claim upon which relief may be granted against Defendant, under Sections 5(a), 5(m)(1)(A), 13(b) and 19 of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. §§ 45(a), 45(m)(1)(A), 53(b), and 57b, the Telephone Consumer Protection Act, 47 U.S.C. § 227, California Business and Professions Codes Sections 17592 and 17200, Illinois Automatic Telephone Dialers Act 815 ILCS 305/1 *et seq.*, North Carolina General Statutes Sections 75-101, 75-102 and 75-104, and Ohio Consumer Sales Practices Act, Revised Code Section 1345.01 *et seq.*

5. Defendant hereby waives all rights to appeal or otherwise challenge or contest the validity of this Order.

6. Defendant has agreed that this Order does not entitle Defendant to seek or to obtain attorneys' fees as a prevailing party under the Equal Access to Justice Act, 28 U.S.C. § 2412, and Defendant further waives any rights to attorneys' fees that may arise under said provision of law.

7. The parties have agreed to resolve issues raised by the Plaintiffs during their inquiry by entering into this Stipulated Judgment. Defendant is entering this Stipulated Judgment solely for the purpose of settlement and nothing contained herein may be taken or construed to be an admission or concession of any violation of law, or of any other matter

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of fact or law, or of any liability or wrongdoing, all of which Defendant expressly denies. No part of this Stipulated Judgment constitutes or shall constitute evidence against Defendant in any action brought by any person(s) or entity or other party of any violation of any federal or state statute or regulation or the common law, except in an action by the Plaintiffs, or one of them, to enforce the terms of this Stipulated Judgment.

8. Entry of this Order is in the public interest.

DEFINITIONS

For the purpose of this Order, the following definitions shall apply:

1. "Customer" means any person who is or may be required to pay for goods or services offered through telemarketing.

2. "Defendant" or "Dish Network" means Dish Network L.L.C., its subsidiaries, officers, agents, servants, employees, and attorneys.

3. "Dish Network goods or services" means satellite television programming and all other related goods or services.

4. "Established business relationship" means a relationship between the seller and a person based on: (a) the person's purchase, rental, or lease of the seller's goods or services or a financial transaction between the person and seller, within the eighteen (18) months immediately preceding the date of the telemarketing call; or (b) the person's inquiry or application regarding a product or service offered by the seller, within the three months immediately preceding date of a telemarketing call.

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Deleted: "Authorized Dealer" means any person that is authorized by Dish Network to market Dish Network goods or services, to solicit orders for Dish Network goods or services, or to offer Dish Network goods or services.

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<#> . "Authorized Telemarketer" means a person that has received express, written authorization from Dish Network to use telemarketing to market Dish Network goods or services. ¶
<#> . "Authorized Order/Entry Telemarketer" means an Authorized Telemarketer who can directly enter sales into Dish Network's order/entry application system. ¶

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5. "Internal Do Not Call List" means a list or compilation pursuant to 16 C.F.R. § 310.4(b)(1)(iii)(A) containing telephone numbers of consumers who have stated that they do not wish to receive telemarketing calls.

6. "National Do Not Call Registry" means the National Do Not Call Registry maintained by the Federal Trade Commission pursuant to 16 C.F.R. § 310.4(b)(1)(iii)(B).

7. "Outbound telephone call" means a telephone call initiated by a telemarketer to induce the purchase of goods or services or to solicit a charitable contribution.

8. "Person" means any individual, group, unincorporated association, limited or general partnership, corporation, or other business entity.

9. "Plaintiffs" shall mean the FTC and the States of California, Illinois, Ohio, and North Carolina.

10. "Seller" means any person who, in connection with a telemarketing transaction, provides, offers to provide, or arranges for others to provide goods or services to the customer in exchange for consideration, whether or not such person is under the jurisdiction of the Federal Trade Commission.

11. "Signature" shall include an electronic or digital form of signature, to the extent that such form of signature is recognized as a valid signature under applicable federal law or state contract law.

12. "State Plaintiffs" means the States of California, Illinois, Ohio, and North Carolina.

13. "Telemarketer" means any person who, in connection with telemarketing, initiates or receives telephone calls to or from a customer or donor.

14. "Telemarketing" means a plan, program, or campaign which is conducted to induce the purchase of goods or services or a charitable contribution, by use of one or more

telephones and which involves more than one interstate telephone call. The term does not include the solicitation of sales through the mailing of a catalog which: contains a written description or illustration of the goods or services offered for sale; includes the business address of the seller; includes multiple pages of written material or illustrations; and has been issued not less frequently than once a year, when the person making the solicitation does not solicit customers by telephone but only receives calls initiated by customers in response to the catalog and during those calls takes orders only without further solicitation. For purposes of the previous sentence, the term "further solicitation" does not include providing the customer with information about, or attempting to sell, any other item included in the same catalog which prompted the customer's call or in a substantially similar catalog.

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15. The "Telemarketing Sales Rule" or "Rule" means the FTC Rule entitled "Telemarketing Sales Rule," 16 C.F.R. Part 310, attached hereto as Appendix A, and as it may hereafter be amended.

16. The "Telephone Consumer Protection Act" or "TCPA" means 47 U.S.C. § 227, and as 47 U.S.C. § 227 may hereafter be amended, and any rule enacted pursuant to it, including but not limited to 47 C.F.R. § 64.1200, and as 47 C.F.R. § 64.1200 may hereafter be amended. A copy of the TCPA and 47 C.F.R. § 64.1200 are attached as Appendix B.

Deleted: ¶ "Third-party monitoring service" means a qualified, independent third-party monitoring organization experienced in monitoring and producing reports on compliance with the Telemarketing Sales Rule.

ORDER

I. PROHIBITION AGAINST ABUSIVE TELEMARKETING PRACTICES

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IT IS HEREBY ORDERED that, in connection with telemarketing, Defendant is hereby permanently restrained and enjoined from engaging in violations of the Telemarketing Sales

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Deleted: Dish Network, whether acting directly or indirectly through Authorized Telemarketers, Rule, the Telephone Consumer Protection Act, California Business and Professions Codes Section 17592, Civil Code Section 1770(a)(22)(A) and Business and Professions Codes Section 17200 for telephone calls directed to California telephone numbers, Illinois Automatic Telephone Dialers Act 815 ILCS 305/1 *et seq.*, for telephone calls directed to Illinois telephone numbers, North Carolina General Statutes Sections 75-102 and 75-104 for telephone calls directed to North Carolina telephone numbers, and the Ohio Consumer Sales Practices Act, Revised Code Section 1345.01 *et seq.* for telephone calls directed to Ohio telephone numbers. Defendant shall be responsible for third party seller and telemarketer violations of the above statutory provisions to the extent that Defendant is vicariously liable under applicable law for the actions of the applicable third party seller or telemarketer underlying the violation.

II. CIVIL PENALTY AND JUDGMENT PAYMENTS

IT IS FURTHER ORDERED that judgment in the amount of $______________ is hereby entered against Defendant as a civil penalty pursuant to Section 5(m)(1)(A) of the Federal Trade Commission Act, 15 U.S.C. § 45(m)(1)(A), and as provided by the TCPA, 47 U.S.C. § 227, California Business and Professions Codes Sections 17206 and 17593, Illinois Consumer Fraud and Deceptive Business Practices Act, 815 ILCS 505/1 *et seq.*, and Illinois Automatic Telephone Dialers Act, 815 ILCS 305/1 *et seq.*, North Carolina General Statutes Section 75-105, and the Ohio Consumer Sales Practices Act, Revised Code Section 1345.01 *et seq.*

A. Prior to or concurrently with its execution of this Order, Defendant shall transfer a civil penalty payment of $____________ in the form of a wire transfer or certified or cashier's check made payable to the Treasurer of the United States. The check or written confirmation of the wire transfer shall be delivered to: Director, Office of Consumer

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<#> . Initiating any outbound telephone call to a person when:¶
that person previously has stated to Dish Network or an Authorized Telemarketer that he or she does not wish to receive an outbound telephone call made by or on behalf of Dish Network;¶
that person's telephone number is on the National Do Not Call Registry, unless:¶ ... [1]

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Litigation, U.S. Department of Justice Civil Division, PO Box 386, Washington, DC 20044. The cover letter accompanying the check shall include the title of this litigation and a reference to DJ #102-3417.

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B. Prior to or concurrently with its execution of this Order, Defendant shall transfer payment in the form of a wire transfer or certified or cashier's check made payable to________. [Section describing the share of the judgment to be paid to each of the State plaintiffs pursuant to the FTC Act, the TCPA, and state laws – *i.e.,* $__________ to the State of California, $__________ to the State of Illinois, $__________ to the State of Ohio, and $______ to the State of North Carolina.]

C. In the event of default on the payments required to be made by this Paragraph, the entire unpaid civil penalty and/or other judgment payments, together with interest computed under 28 U.S.C. § 1961 -- accrued from the date of default until the date of payment -- shall be immediately due and payable.

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D. Defendant shall cooperate fully with Plaintiffs, and their agents in all attempts to collect the amount due pursuant to this Paragraph if Defendant fails to pay fully the amount due at the time specified herein. In such an event, Defendant agrees to provide Plaintiffs with its federal and state tax returns for the preceding two years, and to complete new standard financial disclosure forms fully and accurately within ten (10) business days of receiving a request from Plaintiffs to do so. Defendant further authorizes Plaintiffs to verify all information provided on the financial disclosure form from Defendant with all appropriate third parties, including but not limited to financial institutions.

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E. In accordance with 31 U.S.C. § 7701, Defendant is hereby required, unless Defendant has done so already, to furnish to Plaintiffs, Defendant's taxpayer identifying number(s) (employer identification numbers) which shall be used for purposes of collecting and reporting on any delinquent amount arising out of such Defendant's relationship with the government.

F. Defendant agrees that the facts as alleged in the complaint filed in this action shall be taken as true for the purpose of a nondischargeability complaint in any bankruptcy proceeding.

G. Proceedings instituted under this Paragraph are in addition to, and not in lieu of, any other civil or criminal remedies that may be provided by law, including any other proceedings the Plaintiffs may initiate to enforce this Order.

H. This Order resolves all allegations in the Complaint against Defendant and nothing in this Paragraph permits the Plaintiffs to seek any additional remedies for the conduct alleged in the complaint against Defendant.

III. RECORD KEEPING PROVISIONS

IT IS FURTHER ORDERED that, for a period of six (6) years from the date of entry of this Order, Defendant and its successors and assigns, shall maintain and make available to the Plaintiffs, within thirty (30) days of the receipt of a written request, business records demonstrating compliance with the terms and provisions of this Order.

IV.DISTRIBUTION OF ORDER BY DEFENDANT

IT IS FURTHER ORDERED that, for a period of three (3) years from the date of entry of this Order, Defendant shall deliver copies of this Order as directed below:

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A. Defendant must deliver a copy of this Order to all directors, its President, Vice President, Secretary and Treasurer, and all other officers responsible for managing, supervising, or participating in telemarketing Defendant goods or services. Defendant shall also deliver a copy of this Order to all of its employees who are responsible for telemarketing Defendant goods or services, handling telemarketing complaints, or maintaining records relating to telemarketing complaints or other telemarketing activities. For the current officers, directors and employees described above, delivery of this Order shall be within five (5) days of service of this Order on Defendant. For new personnel, delivery shall occur prior to them assuming their responsibilities with Defendant.

B. Defendant must secure a signed and dated statement acknowledging receipt of this Order, within thirty (30) days of delivery, from all persons receiving a copy of this Order pursuant to this Paragraph.

V. ACKNOWLEDGMENT OF RECEIPT OF ORDER BY DEFENDANT

IT IS FURTHER ORDERED that Defendant, within five (5) business days of receipt of this Order as entered by the Court, must submit to Plaintiffs a truthful sworn statement acknowledging receipt of this Order.

VI. FEES AND COSTS

IT IS FURTHER ORDERED that each party to this Order hereby agrees to bear its own costs and attorneys' fees incurred in connection with this action.

VII. SEVERABILITY

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IT IS FURTHER ORDERED that the provisions of this Order are separate and severable from one another. If any provision is stayed or determined to be invalid, the remaining provisions shall remain in full force and effect.

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VIII. RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this matter for purposes of construction, modification and enforcement of this Order.

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IX. COMPLETE SETTLEMENT

The parties, by their respective counsel, hereby consent to entry of the foregoing Order which shall constitute a final judgment and order in this matter. The parties further stipulate and agree that the entry of the foregoing Order shall constitute a full, complete and final settlement of this action.

EXHIBIT 426

EXHIBIT 426

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Division of Marketing Practices
Bureau of Consumer Protection

Lois C. Greisman
Associate Director
Direct Dial (202) 326-3404
Facsimile (202) 326-3395

March 17, 2011

VIA FIRST CLASS AND ELECTRONIC MAIL

Lew Rose
Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW
Washington, DC 20007-5108

Re: DISH Network LLC

Dear Lew:

We received your March 14, 2011 settlement offer. Since we have not completed consultations with our state co-plaintiffs, let me speak for the moment solely on behalf of DOJ/FTC. My response will not surprise you: Your proposal is unacceptable. First, it is not consistent with what you said you would offer; namely, a proposal that simply and directly required Dish to comply with the TSR, TCPA, and relevant state laws. Second, your offer introduces the concept of "vicarious liability" – a phrase that does not appear in the TSR or any relevant rules to the best of my knowledge, and one that we have never discussed except indirectly to the extent it may relate to assisting and facilitating liability. Third, based on our prior discussions, I had thought that you would leave the definitions of "Authorized Dealers" and "Authorized Telemarketers" intact along the lines sought by Plaintiffs. In light of these major issues, I will not raise any points relating to the monitoring and record keeping provisions.

As such, your proposal leaves us no farther along than we were several months ago. Should you wish to offer a settlement consistent with our prior discussions, I would be happy to discuss it and then proceed to see whether we can reach agreement on a civil penalty amount. As a reminder, our monetary offer was $11.5 million.

Very truly yours,

Lois C. Greisman

cc: Lisa Hsiao, Esquire
Daniel K. Crane-Hirsch, Esquire
Albert Norman Shelden, Esquire
Elizabeth Blackston, Esquire
Jeffrey M. Feltman, Esquire
Michael Ziegler, Esquire
Erin B. Leahy, Esquire
Kevin Anderson, Esquire
Jeffrey Blum, Esquire
Alysa Z. Hutnik, Esquire

EXHIBIT 427

EXHIBIT 427

Message

From: DeFranco, Jim [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=JIM DEFRANCO]
Sent: 3/31/2011 4:59:01 PM
To: Executive Communications [escalations@dishnetwork.com]
CC: Metzger, Marciedes [marciedes.metzger@dishnetwork.com]
Subject: Fw: 888-285-9984

Please handle.

From: diane.knauer@thomsonreuters.com [mailto:diane.knauer@thomsonreuters.com]
Sent: Thursday, March 31, 2011 12:20 PM
To: DeFranco, Jim
Cc: CEO Echostar
Subject: 888-285-9984

The phone calls from this number are a real irritant.
Morning, noon, and night.
Today so far ...11:31 ...11:06 ... 12:57.

Give it up.
I am not going to answer.
I do not want to upgrade my Dish package.
At this point I want to discontinue it to stop the calls.

I am on the Do Not Call Registry.
I called your number weeks ago and asked to be put on **your** Do Not Call list.

I have read the blogs about this phone number.
People are really angry.

Why are you above the Do Not Call Registry?
Why aren't you honest enough to display your caller ID? "Not Provided". FTC. 16 CFR 310.4 (7) - available on FTC.GOV - talks about it being a violation for telemarketer to not transmit company name.
Why do you stay on the line long enough to cause a voice mail to be left on my answering machine ... with no message before the hang up?
Why don't you leave a message and give me the option to upgrade or not.

My time is precious to me.
My quiet time at home should not be interrupted!

PLEASE STOP THE CALLS!!!

THANKS

EXHIBIT 428

EXHIBIT 428

Message

From: Kitei, Brett [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=BRETT.KITTEI]
Sent: 4/22/2011 6:59:07 PM
To: Ergen, Charlie [charlie.ergen@dishnetwork.com]
Subject: AC/WP [redacted] - Zhu vs DISH Network

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

[redacted]

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

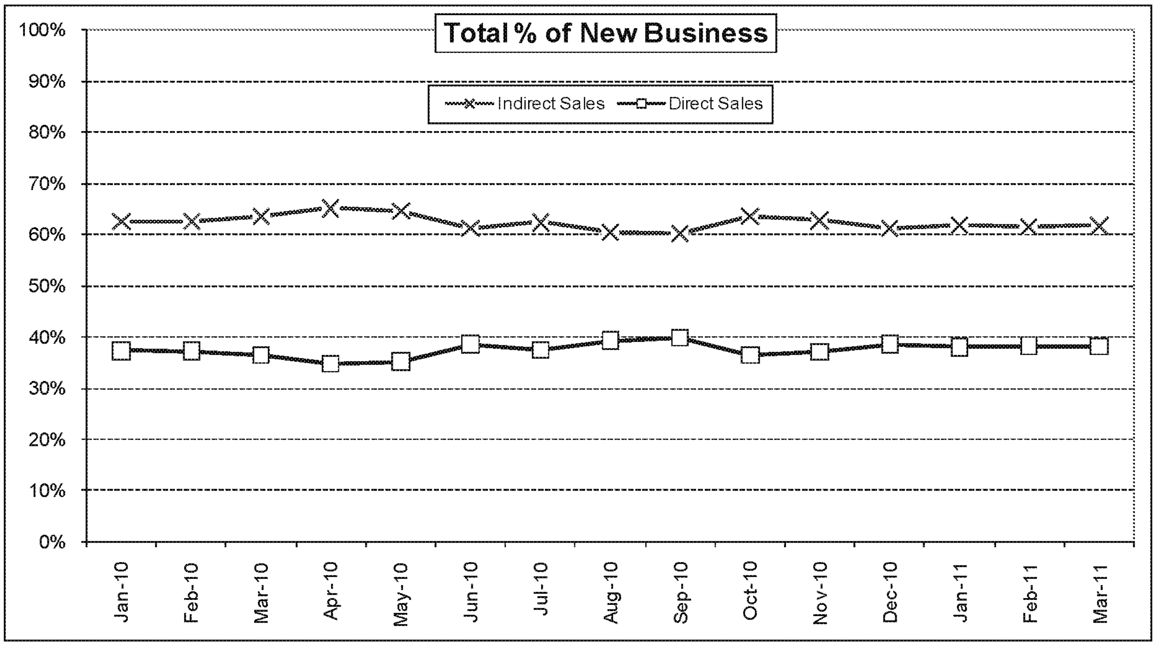
EXHIBIT 429

EXHIBIT 429

Indirect Sales Channel Analysis

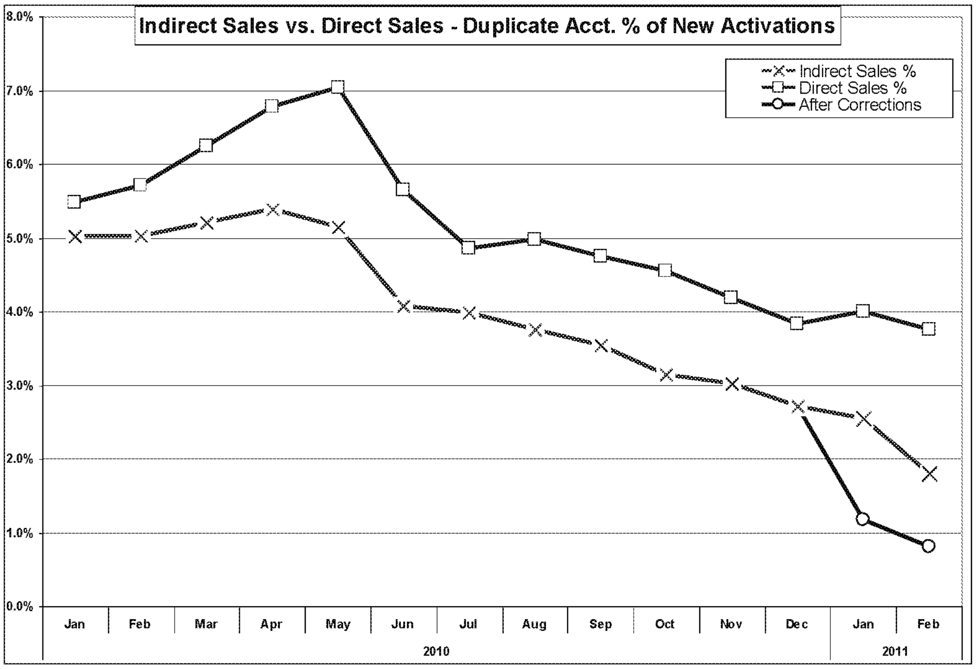
July 25, 2018

DISH Network New Business Mix



Retail Services Analytics

Fraud - Duplicate Account % of New Business Historical Trending*

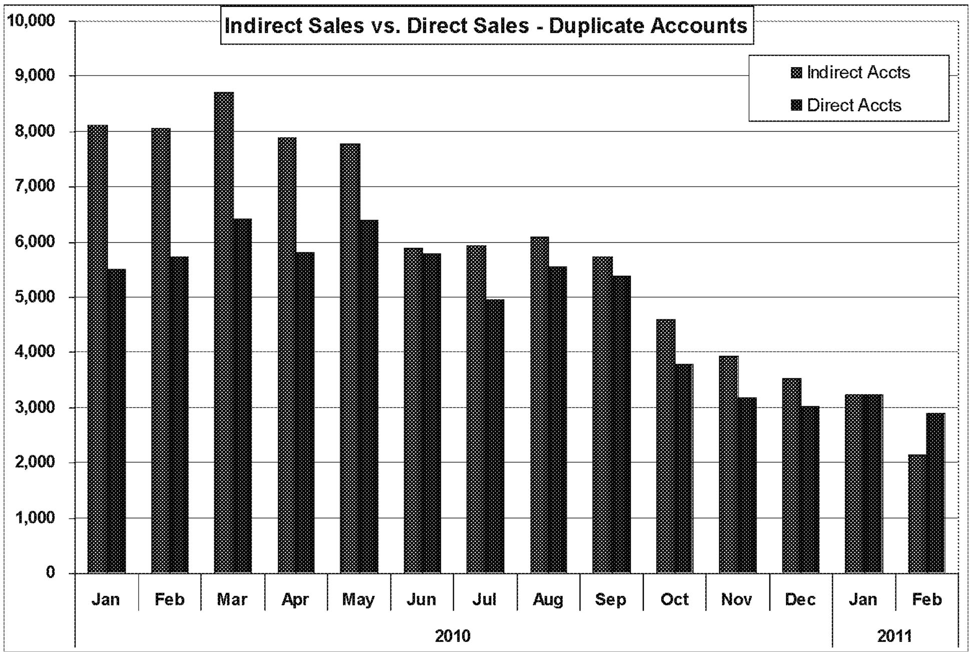


*Source is Internal Audit department's month end report for CFO

Retail Services Analytics

3

Fraud - Duplicate Accounts Historical Trending



Retail Services Analytics

Fraud - Duplicate Accounts as a % of Business by Sales Channel

United States Duplicate Acct. % of Total Activations*	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10	Jan-11	Feb-11
Total Direct Sales	5.47%	5.71%	6.25%	6.78%	7.04%	5.65%	4.85%	4.97%	4.75%	4.55%	4.19%	3.83%	4.00%	3.76%
Total Indirect Sales	5.02%	5.03%	5.20%	5.39%	5.14%	4.08%	3.99%	3.76%	3.54%	3.15%	3.02%	2.72%	2.55%	1.80%

U.S. Duplicate Acct. % of Total Activations by Sales Channel*	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10	Jan-11	Feb-11
OE Tool	3.86%	3.85%	3.92%	4.18%	4.00%	3.05%	2.97%	2.91%	2.90%	2.38%	2.44%	2.12%	2.07%	1.57%
TVRO	6.64%	6.83%	7.07%	7.18%	6.88%	5.30%	5.45%	5.05%	4.50%	4.29%	3.82%	3.54%	3.35%	2.22%
Direct	5.47%	5.71%	6.25%	6.78%	7.04%	5.65%	4.85%	4.97%	4.75%	4.55%	4.19%	3.83%	4.00%	3.76%

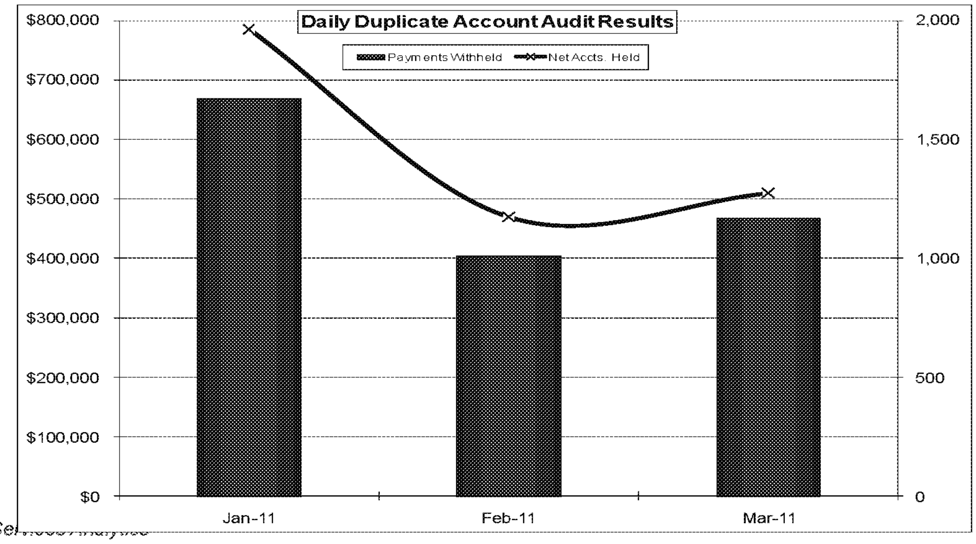
** Data supplied from Internal Audit department's month end reporting for the CFO*

Uncorrected Duplicate Acct. % of Total Activations **	Jan-10	Feb-10	Mar-10	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10	Jan-11	Feb-11
Total Direct Sales	5.47%	5.71%	6.25%	6.78%	7.04%	5.65%	4.85%	4.97%	4.75%	4.55%	4.19%	3.83%	4.00%	3.76%
Total Indirect Sales	5.02%	5.03%	5.20%	5.39%	5.14%	4.08%	3.99%	3.76%	3.54%	3.15%	3.02%	2.72%	1.17%	0.80%

*** Data supplied from Internal Audit department's month end reporting for the CFO. Beginning in January, Retail Services began a daily process that identifies duplicate accounts and allows for stopping incentive payments from being paid to the offending retailer.*

Fraud - Daily Duplicate Account Auditing Results

Daily Duplicate Account Report	Net Accts. Held for Duplicate	Net Held	Net $ held / Acct.	Net Accounts Changed to Formers	Net $ held for Former's	Total Accts. Found	Total $ Saved
Jan-11	1,964	$669,209	$341	29	$1,510.00	1,993	$670,718.95
Feb-11	1,175	$404,383	$344	236	$15,549.17	1,411	$419,932.36
Mar-11	1,274	$468,746	$368	322	$21,435.00	1,596	$490,181.09
Jan - March Total	**4,413**	**$1,542,338**	**$349**	**587**	**$38,494.17**	**5,000**	**$1,580,832.40**



OE Tool Channel Duplicate Account Analysis

Total Duplicate Acct. % of New Acts*	2010 Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	2011 Jan	Feb
OE Tool	3.86%	3.85%	3.92%	4.18%	4.00%	3.05%	2.97%	2.91%	2.90%	2.38%	2.44%	2.12%	2.07%	1.57%

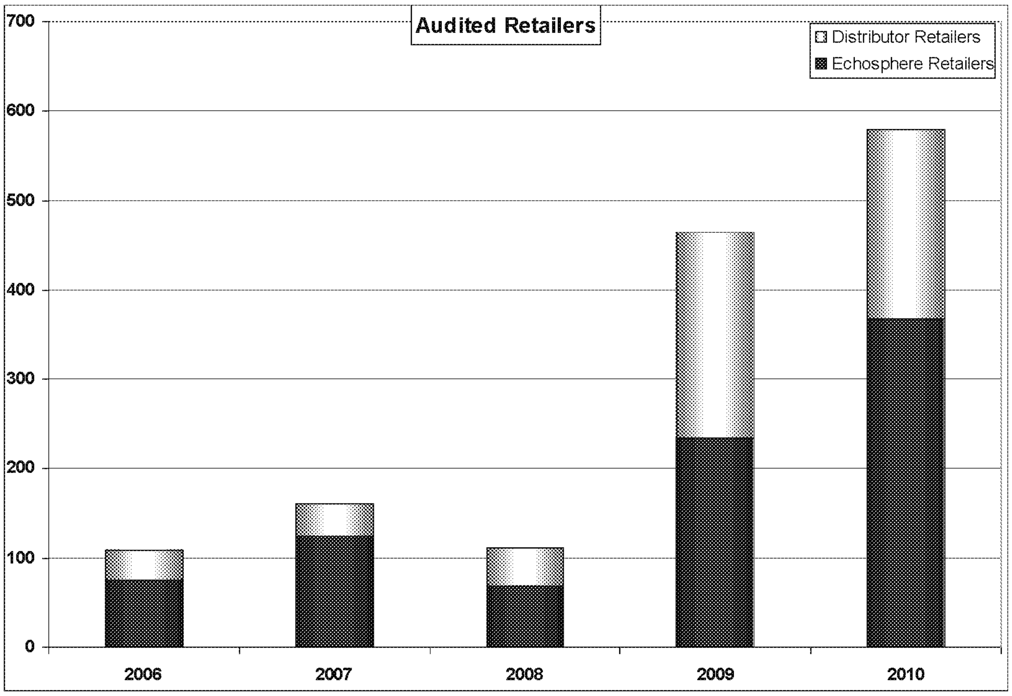
Uncorrected Duplicate Acct. % of Total Activations*	2010 Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	2011 Jan	Feb
OE Tool	3.86%	3.85%	3.92%	4.18%	4.00%	3.05%	2.97%	2.91%	2.90%	2.38%	2.44%	2.12%	0.71%	0.46%

** Source of this data is Internal Audit department's month end report for CFO*

OE Partner	Total NMD	Total Acts	Total % of Business	Corrected Accts	Total Uncorrected	Uncorrected % of Business
ALTITUDE MARKETING LLC	302	17,988	1.7%	201	101	0.6%
GO DISH COM LTD	293	23,624	1.2%	203	90	0.4%
INFINITY SALES GROUP LLC	626	35,309	1.8%	478	148	0.4%
MARKETING GURU INC	442	9,741	4.5%	236	206	2.1%
Grand Total	**1,663**	**86,662**	**1.9%**	**1,118**	**545**	**0.6%**
Total OE Tool Channel	**2,853**	**156,503**	**1.8%**	**1,935**	**918**	**0.6%**

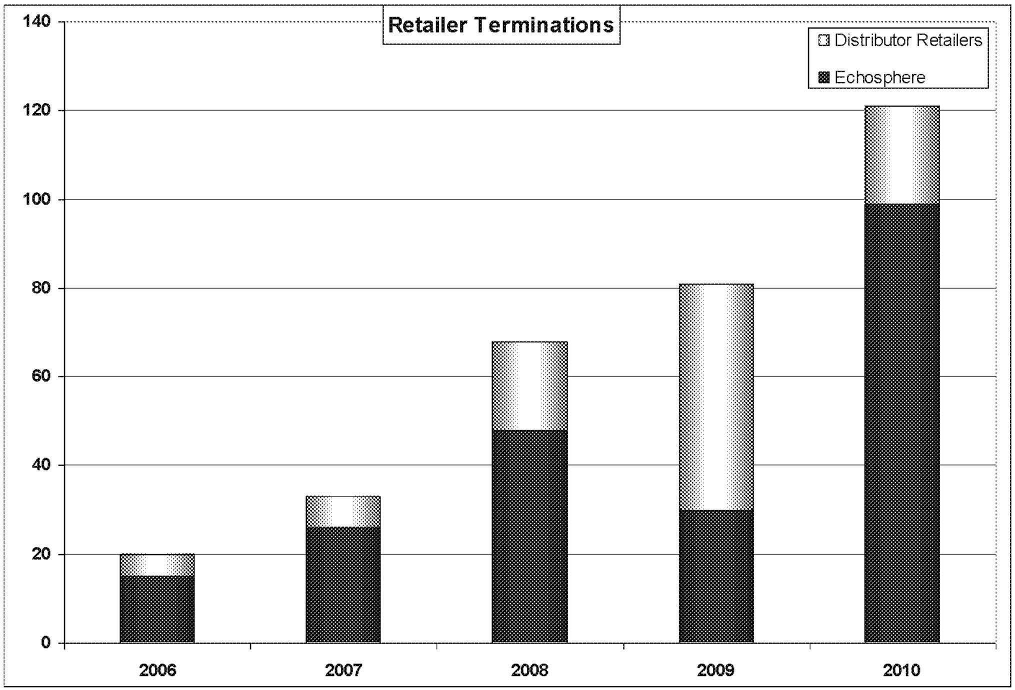
** Source of this data is Internal Audit department's month end report for CFO.*

Fraud – Retailers Audits Historical Trending



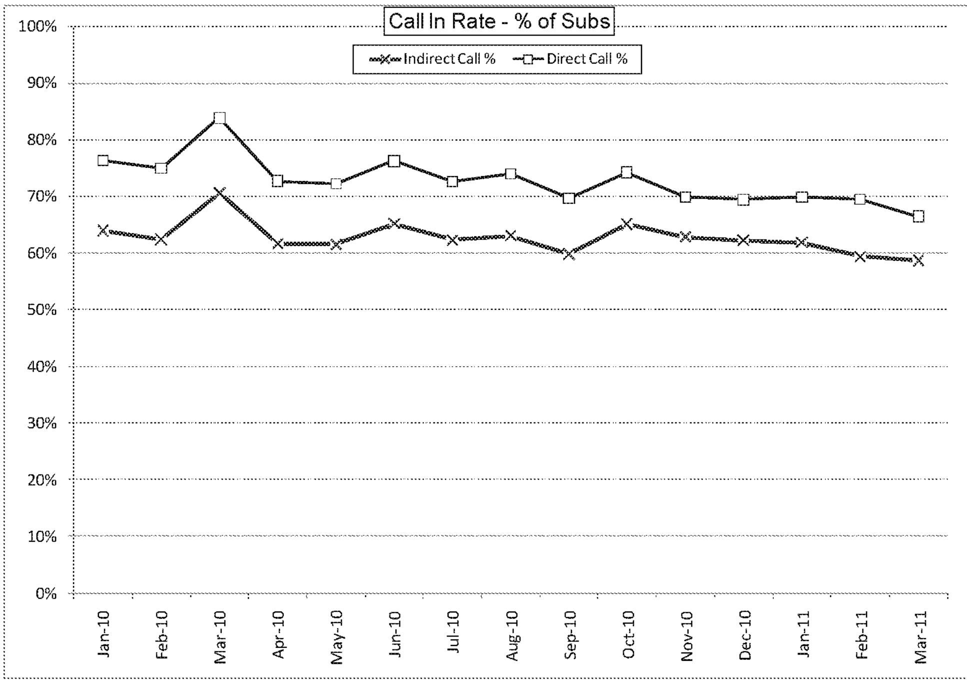
Retail Services Analytics

Fraud – Retailer Termination Historical Trending



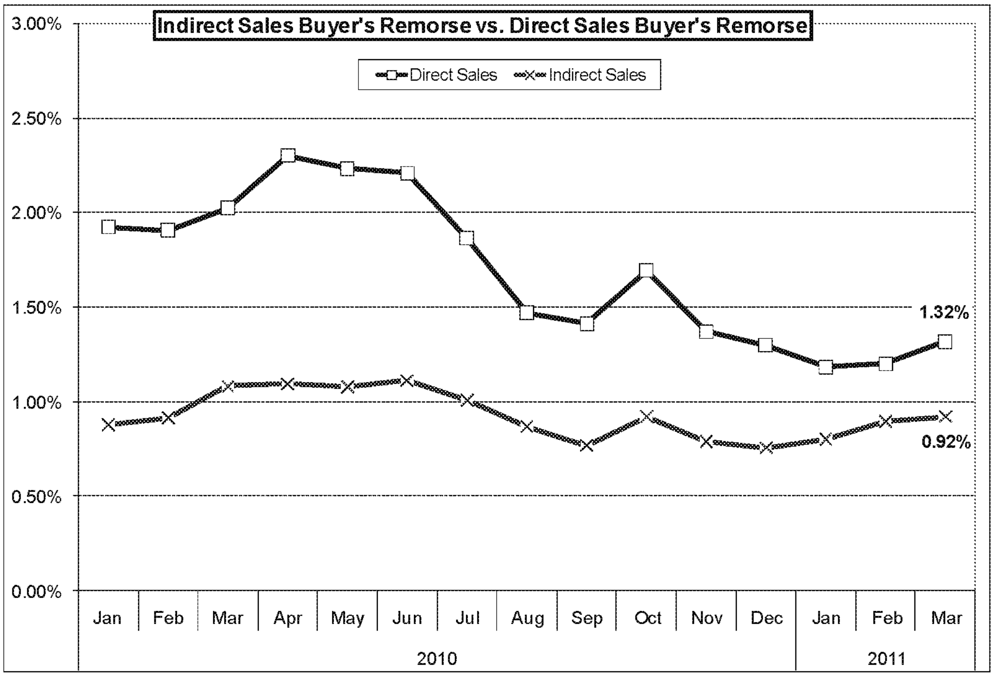
Retail Services Analytics

Call in Rate as a % of Subscriber base



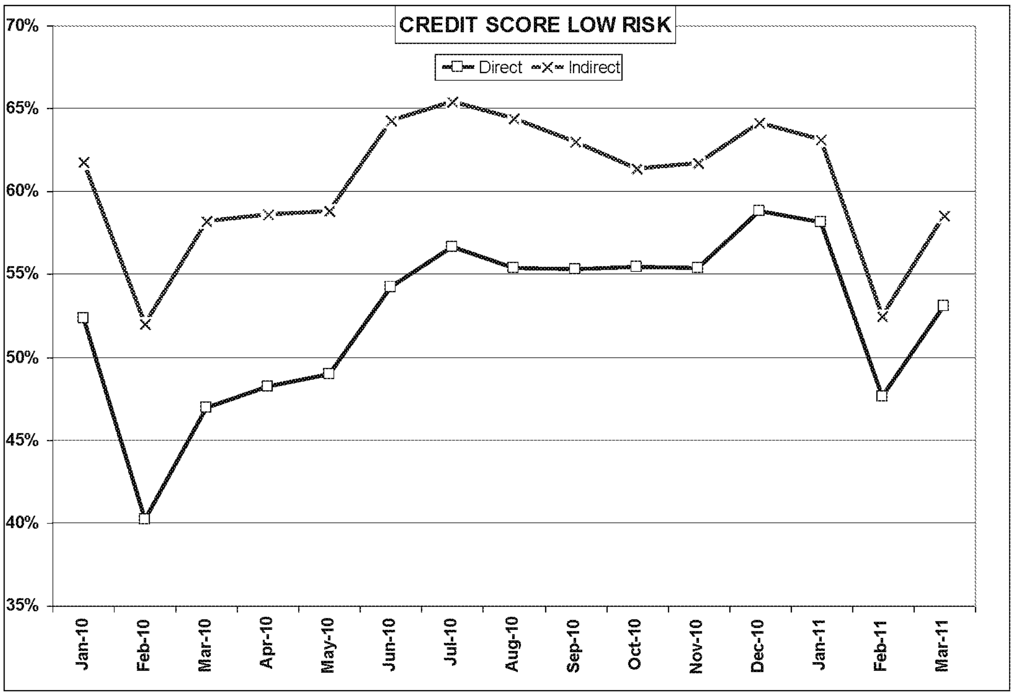
Retail Services Analytics

Buyer's Remorse



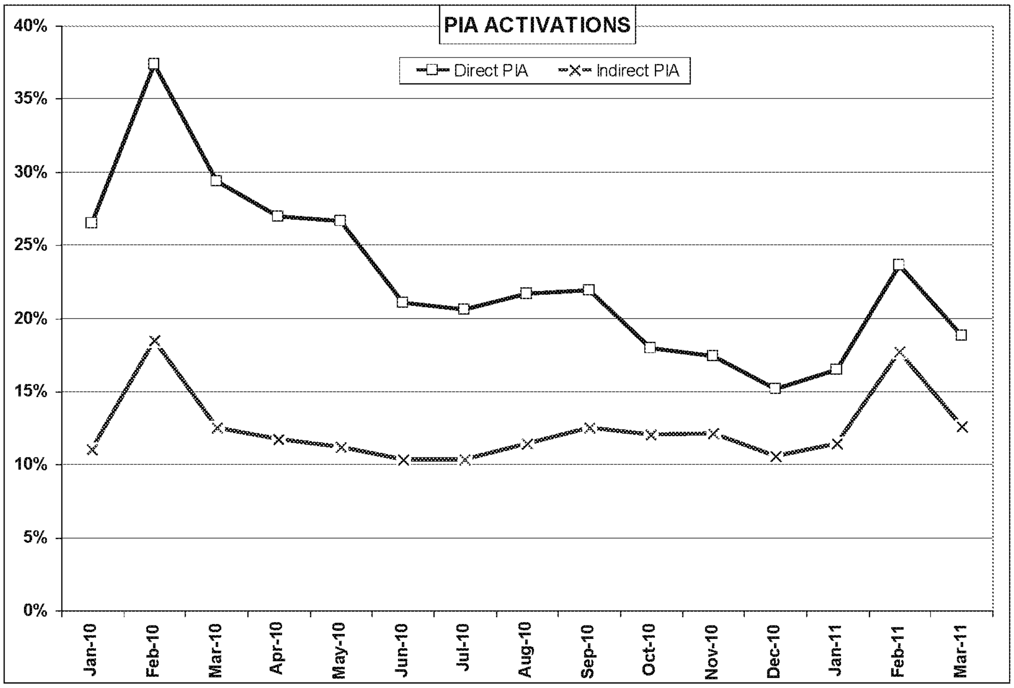
Retail Services Analytics

Low Risk Credit Scores as a % of New Business



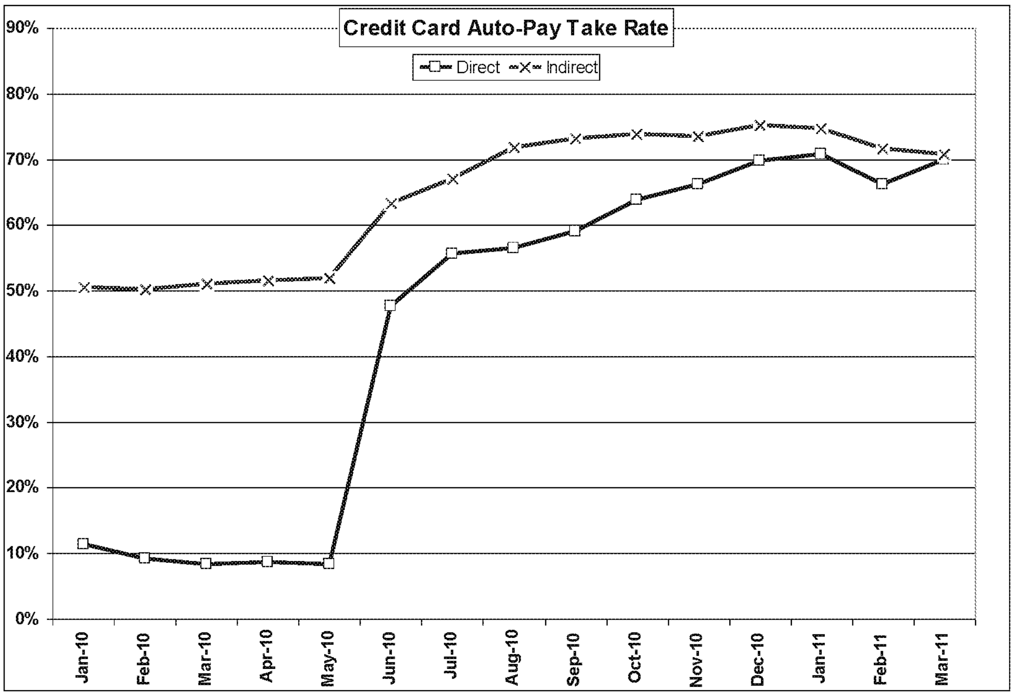
Retail Services Analytics 12

Pay in Advance as a % of New Business



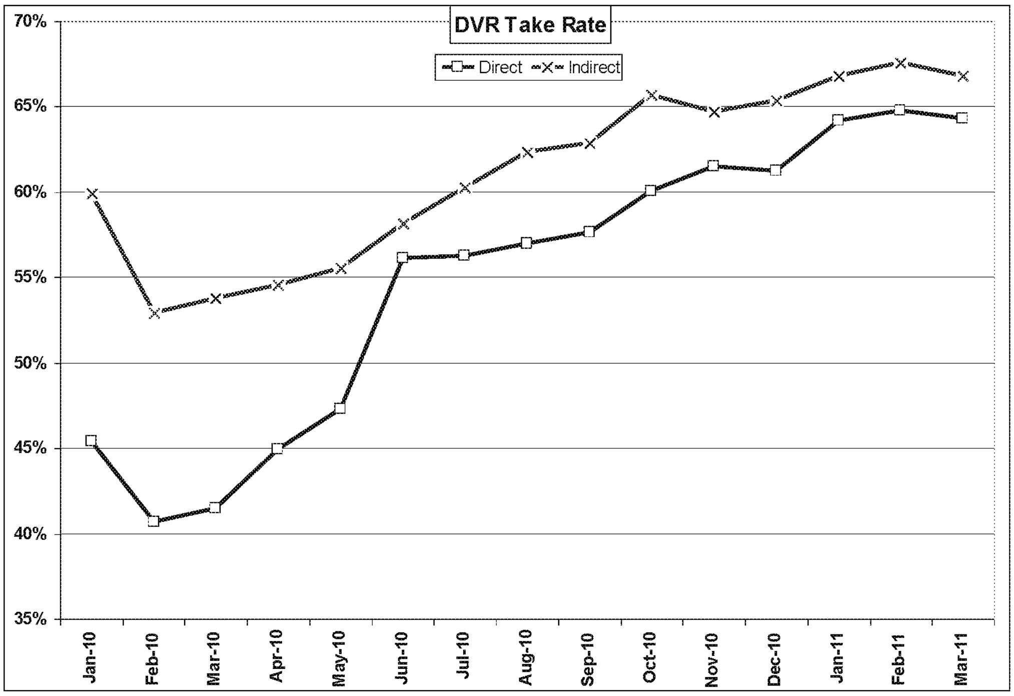
Retail Services Analytics

Credit Card Auto-Pay Take Rate of New Business



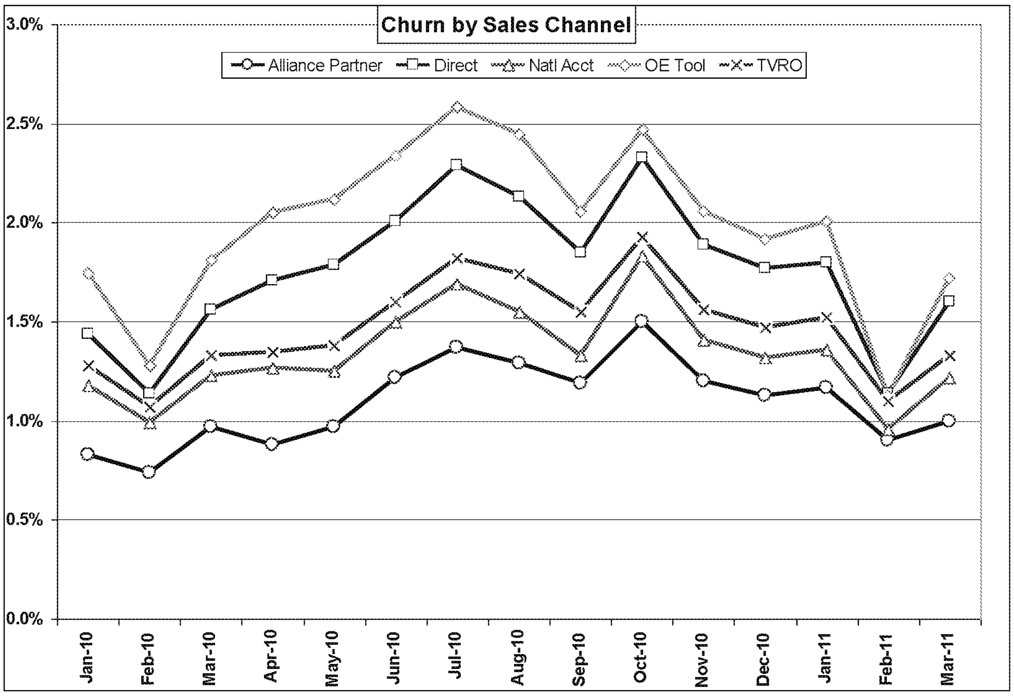
Retail Services Analytics

DVR Take Rate of New Business



Retail Services Analytics

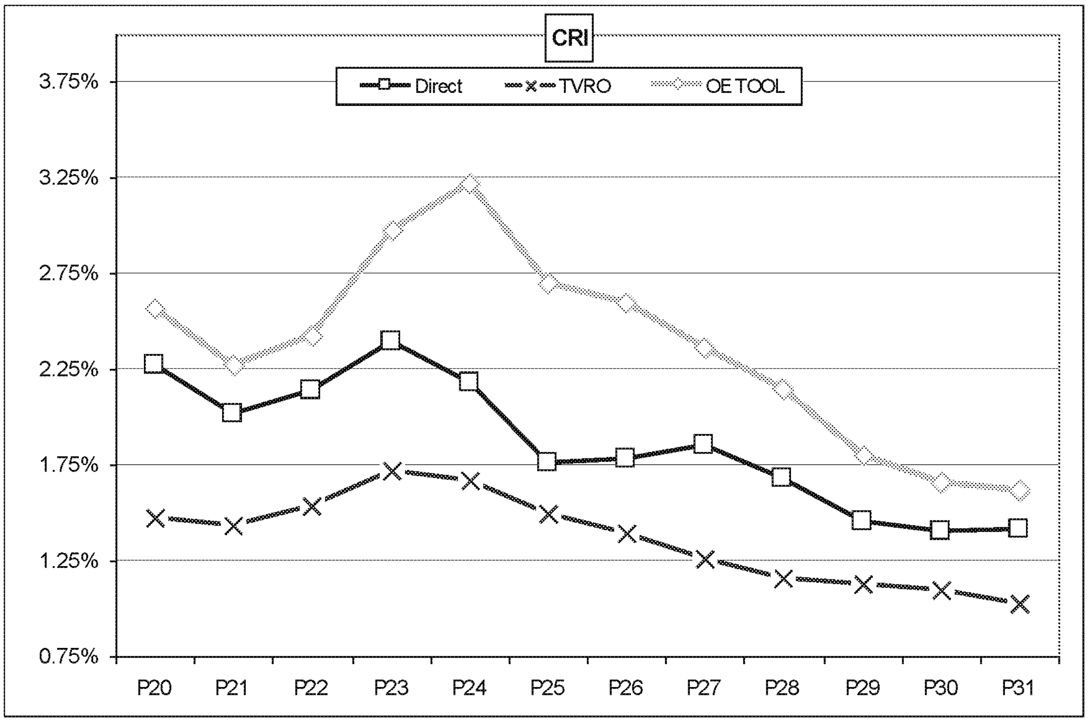
Churn (TVRO, Direct, Natl Acct, OE Tool, Active Telco)



Retail Services Analytics

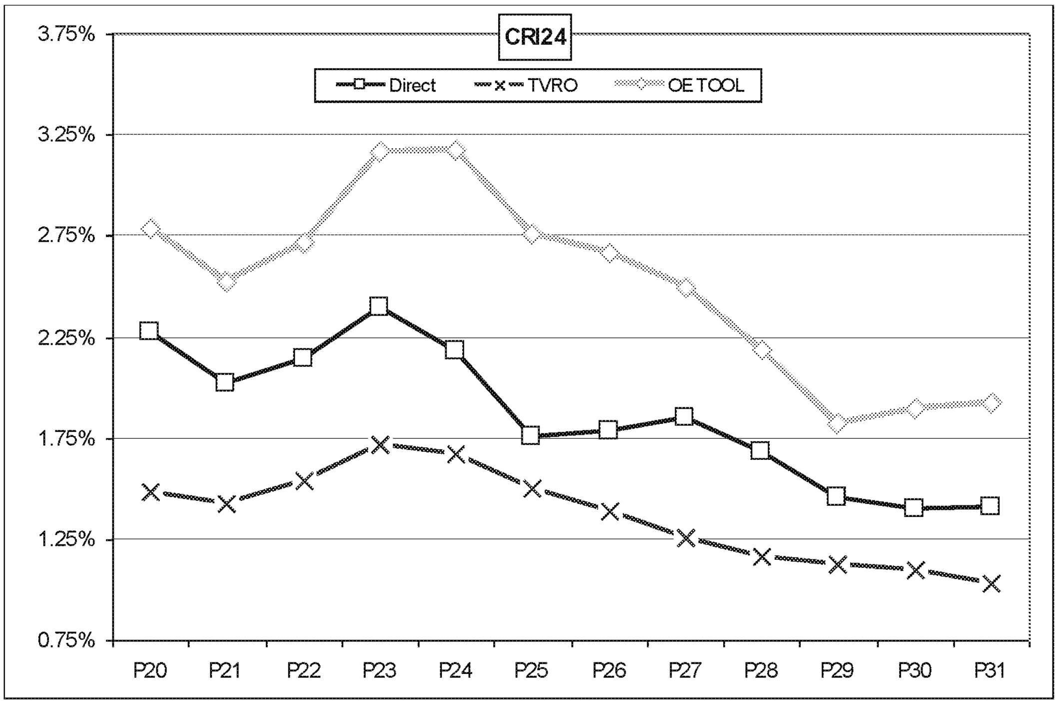
16

12 Month CRI (1st Year Churn)



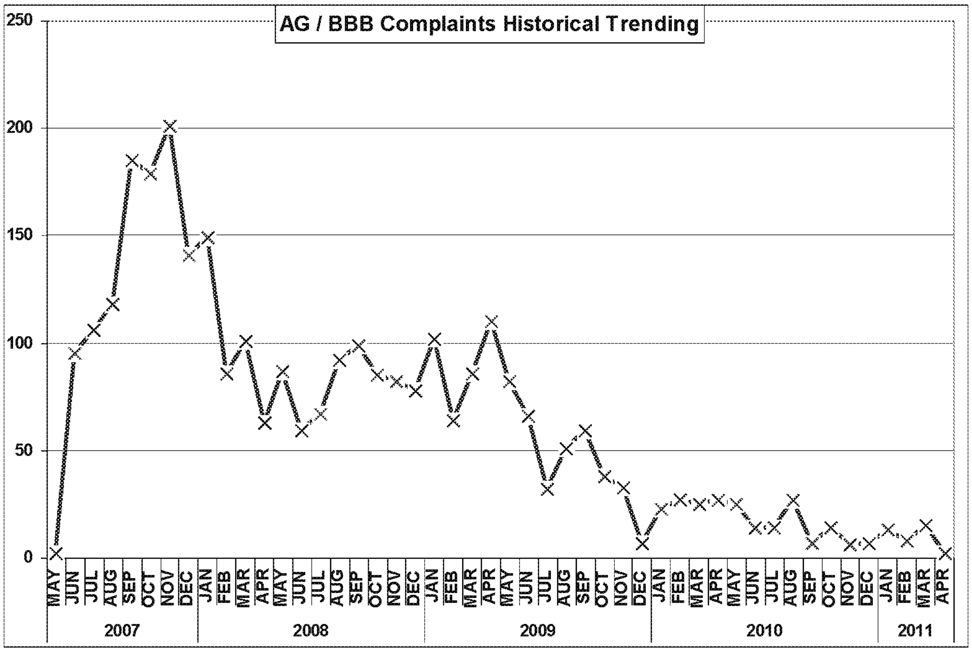
Retail Services Analytics

24 Month CRI



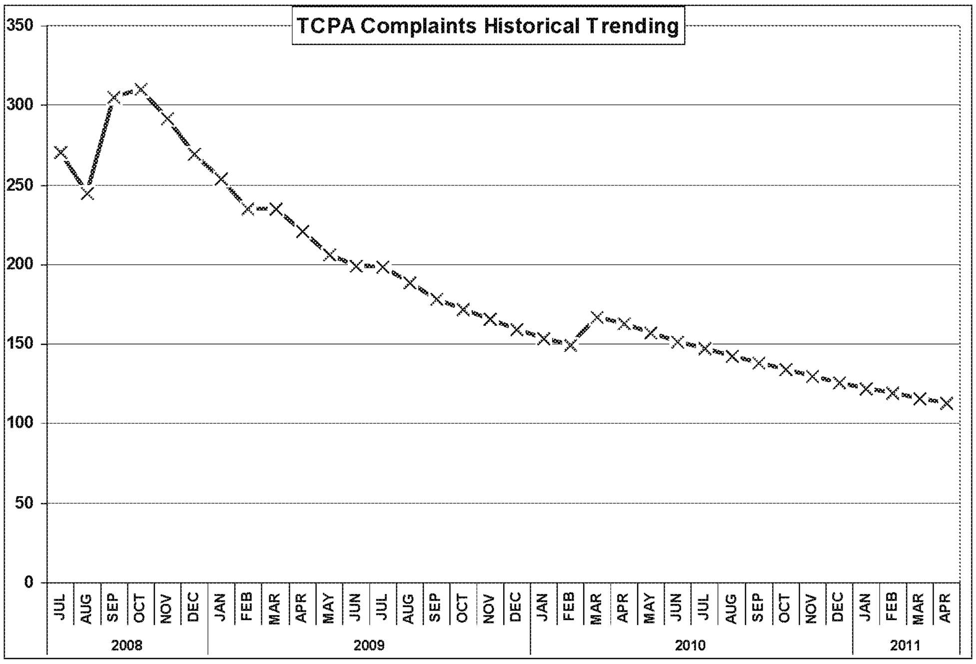
Retail Services Analytics 18

Compliance - Better Business Bureau / Attorney General Reports



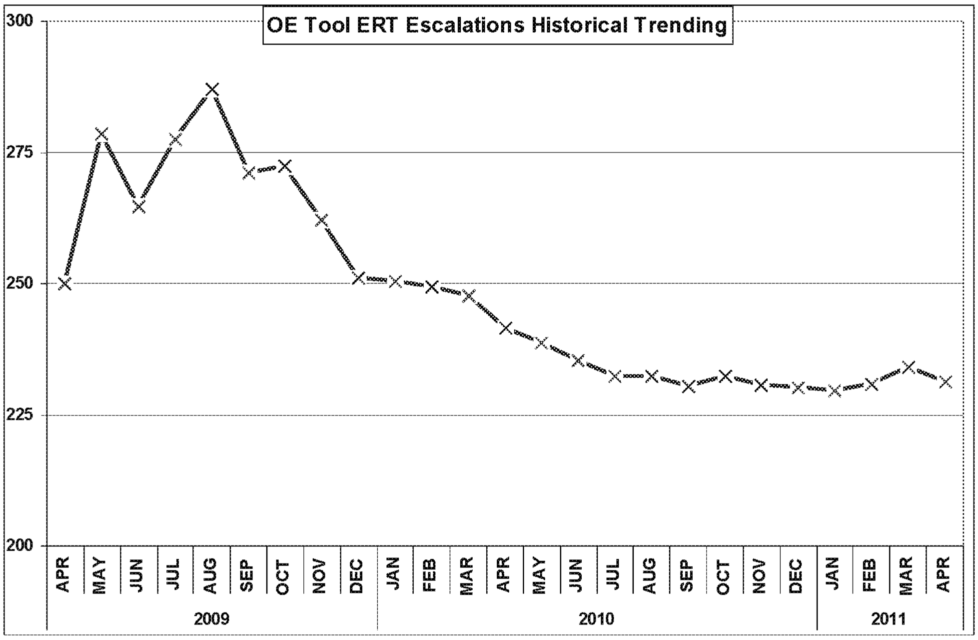
Retail Services Analytics 19

Compliance - TCPA Complaints Historical Trending



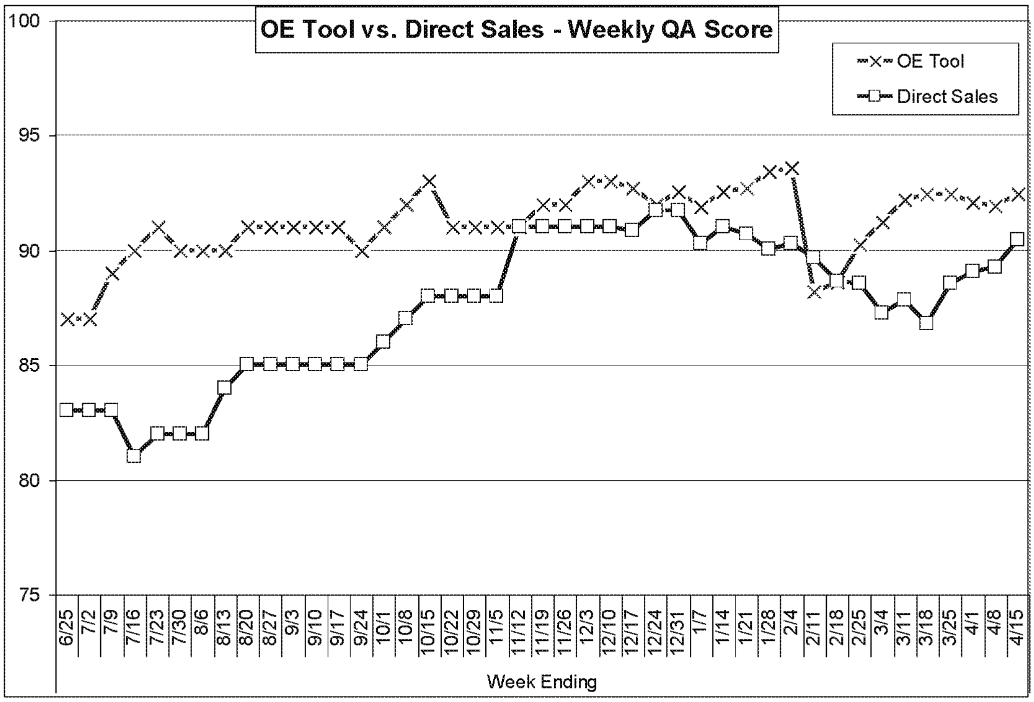
Retail Services Analytics

Compliance - ERT Escalations Historical Trending



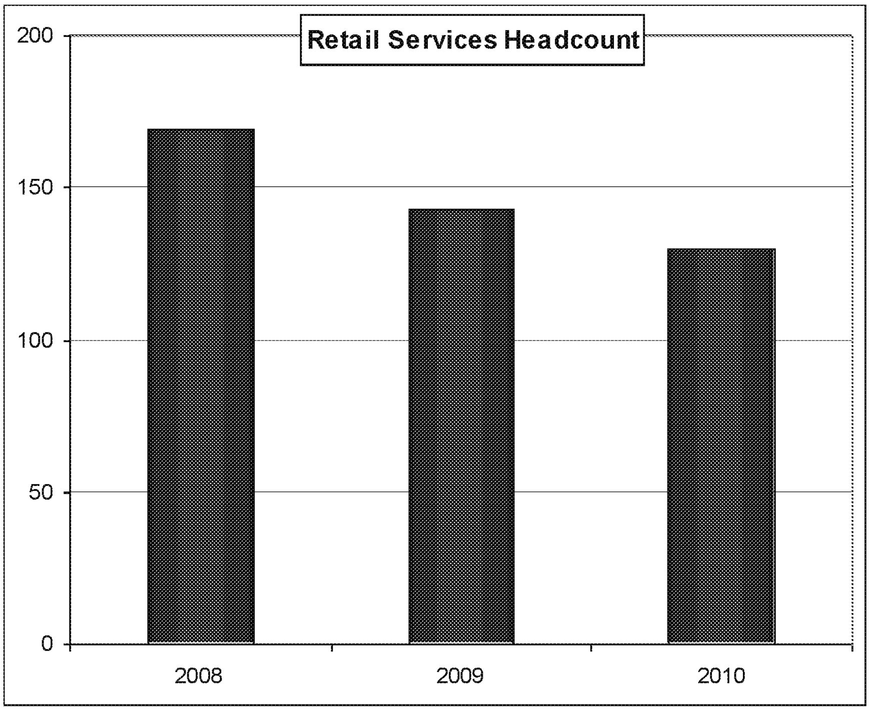
Retail Services Analytics 21

Compliance – Quality Assurance Scores



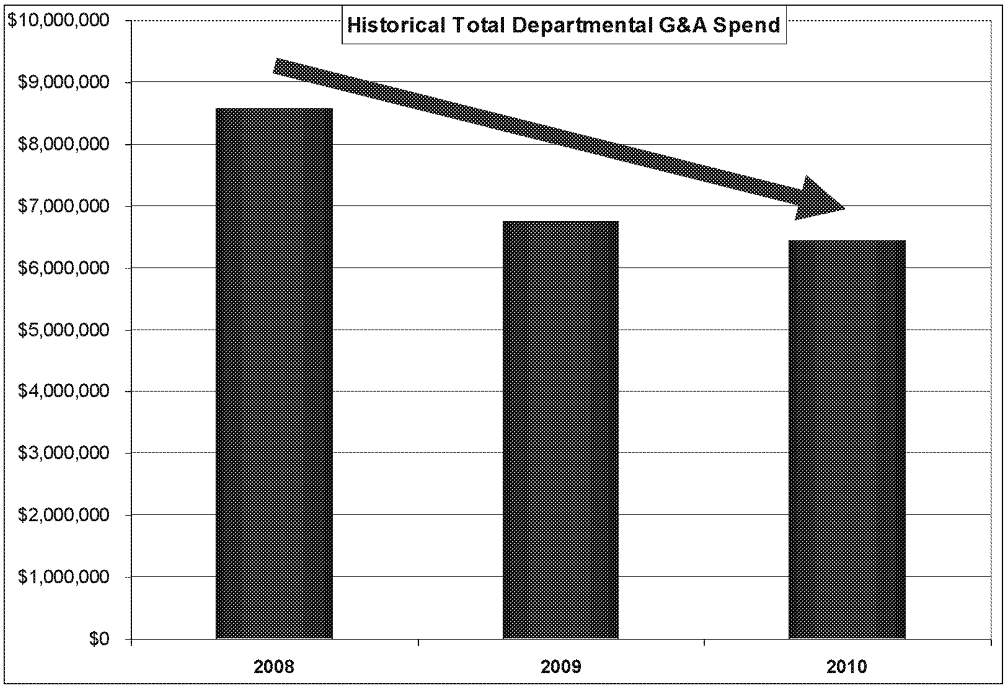
Retail Services Analytics

Retail Services Staffing



Retail Services Analytics

Retail Services Staffing



Retail Services Analytics

NPV by Channel (Finance Department model)

Estimated Economics by Sales Channel: Year Ended 3Q10

		New Activations Channel Cost / Sub ($)					Vs. 2Q10	
	Q3 Actual ($)	Alliance	Direct	OE	TVRO	3Q10 Total	2Q10 Total	3vs2Q B/(W)
Current Churn (%)	1.65	1.72	1.68	1.90	1.36	1.65	1.54	(0.10)
Implied Subscriber Life (months)	61	58	60	53	73	61	65	(4)
Average Subs (000)	14,205	2,563	3,733	3,652	4,119	14,205	14,067	138
Gross Adds (000)	3,246	203	1,172	1,104	670	3,246	2,729	517
SAC ($)								
CapEx Equipment	(231)	(209)	(224)	(256)	(218)	(231)	(217)	(13)
P&L Equipment	(70)	(117)	(102)	(99)	(123)	(108)	(98)	(10)
Customer Contribution	0	51	39	21	50	38	30	8
New Sub Programming Discounts	0	(126)	(136)	(146)	(118)	(132)	(125)	(6)
Marketing	(111)	(66)	(179)	(53)	(111)	(111)	(100)	(12)
Sales	(14)	0	(48)	0	0	(17)	(17)	(1)
Activation Incentives	(192)	(218)	(11)	(239)	(422)	(192)	(196)	4
Install	(132)	(178)	(165)	(167)	0	(132)	(133)	1
Chgbk/non-rdplyd	26	23	25	29	25	26	21	5
Subtotal	(723)	(832)	(808)	(909)	(917)	(859)	(835)	(23)
Monthly Cash Flow ($)								
ARPU	72.14	74.93	74.28	77.76	72.05	74.64	72.96	1.68
Programming Cost	(27.26)	(29.05)	(26.96)	(28.58)	(25.24)	(27.26)	(26.92)	(0.34)
CSC	(2.59)	(1.84)	(2.78)	(2.67)	(1.81)	(2.27)	(2.86)	0.59
Monthly Incentive	(0.88)	(1.43)	0.00	(1.15)	(1.11)	(0.88)	(0.91)	0.03
Billing & Collections	(1.35)	(1.41)	(1.35)	(1.35)	(1.35)	(1.36)	(1.33)	(0.03)
Bad Debt	(0.59)	(0.03)	(0.66)	(1.01)	(0.51)	(0.59)	(0.61)	0.02
DNS	(1.06)	(0.64)	(1.28)	(1.51)	(0.73)	(1.06)	(1.17)	0.11
Retention*	(3.42)	(3.42)	(3.42)	(3.42)	(3.42)	(3.42)	(3.61)	0.19
Other Variable	(2.08)	(2.08)	(2.08)	(2.08)	(2.08)	(2.08)	(1.54)	(0.54)
Sat & Trans Costs	(2.28)	(2.42)	(2.53)	(2.51)	(2.56)	(2.51)	(2.36)	(0.15)
Other G&A Costs	(2.94)	(2.71)	(2.71)	(2.71)	(2.71)	(2.71)	(3.61)	0.90
Subtotal	27.68	29.91	30.60	30.78	30.54	30.49	28.03	2.46
Discounted Payback (Months)	41.5	48.9	43.1	61.0	49.5	48.8	52.3	3.5
NPV ($)	257	220	261	139	306	236	221	15
Without Sat & Trans Costs								
Discounted Payback (Months)	38.4	42.5	37.6	50.8	45.1	42.3	45.0	2.8
NPV ($)	314	279	324	197	379	299	283	16

* Retention pulled out of Other Variable Cost in 3Q10 to show $0 of PIA retention expense. Retention expense for PIA was included in 2Q10 economics.

NPV by Channel (Finance Department model)

Estimated DHA Economics by Sales Channel: Year Ended 3Q10

	New Activations Channel Cost / Sub ($)					Vs. 2Q10	
	Alliance	Direct	OE	TVRO	3Q10 Total	2Q10 Total	3v2Q B/(W)
Current Churn (%)	1.63	1.59	1.80	1.29	1.56	1.39	(0.17)
Implied Subscriber Life (months)	61	63	56	77	64	72	(8)
Average Subs (000)	2,497	3,636	3,558	4,013	13,838	13,798	40
Gross Adds (000)	294	986	909	497	2,710	2,204	506
SAC ($)							
CapEx Equipment	(245)	(267)	(276)	(269)	(268)	(247)	(21)
P&L Equipment	(96)	(96)	(96)	(96)	(96)	(91)	(5)
Customer Contribution	3	3	2	3	3	5	(2)
New Sub Programming Discounts	(149)	(145)	(149)	(158)	(143)	(132)	(11)
Marketing	(66)	(179)	(53)	(111)	(110)	(101)	(9)
Sales	0	(48)	0	0	(17)	(16)	(1)
Activation Incentives	(217)	(12)	(239)	(422)	(188)	(196)	8
Install	(172)	(169)	(168)	0	(138)	(139)	1
Chgbk/non-rdplyd	28	30	31	30	30	24	6
Subtotal	(916)	(880)	(949)	(1,004)	(928)	(893)	(35)
Monthly Cash Flow ($)							
ARPU	74.47	76.19	77.86	74.35	75.77	72.56	3.21
Programming Cost	(28.85)	(27.48)	(28.43)	(26.22)	(27.61)	(27.20)	(0.41)
CSC	(1.30)	(1.91)	(1.89)	(1.28)	(1.61)	(2.77)	1.17
Monthly Incentive	(1.37)	0.00	(1.09)	(1.06)	(0.84)	(0.67)	(0.17)
Billing & Collections	(1.41)	(1.35)	(1.35)	(1.35)	(1.36)	(1.33)	(0.03)
Bad Debt	(0.03)	(0.66)	(1.01)	(0.51)	(0.59)	(0.61)	0.02
DNS	(0.64)	(1.28)	(1.51)	(0.73)	(1.06)	(1.17)	0.11
Retention*	(3.51)	(3.51)	(3.51)	(3.51)	(3.51)	(3.61)	0.10
Other Variable	(2.08)	(2.08)	(2.08)	(2.08)	(2.08)	(1.54)	(0.54)
Sat & Trans Costs	(2.44)	(2.67)	(2.56)	(2.71)	(2.61)	(2.43)	(0.18)
Other G&A Costs	(2.71)	(2.71)	(2.71)	(2.71)	(2.71)	(3.61)	0.90
Subtotal	30.12	32.54	31.71	32.20	31.78	27.61	4.17
Discounted Payback (Months)	56.6	44.6	59.6	51.6	50.7	57.6	6.9
NPV ($)	200	289	164	330	255	225	29
Without Sat & Trans Costs							
Discounted Payback (Months)	48.4	39.0	50.2	44.9	43.9	49.1	5.2
NPV ($)	262	358	225	410	323	294	29

* Retention pulled out of Other Variable Cost in 3Q10 to show $0 of PIA retention expense. Retention expense for PIA was included in 2Q10 economics.

NPV by Channel (Finance Department model)

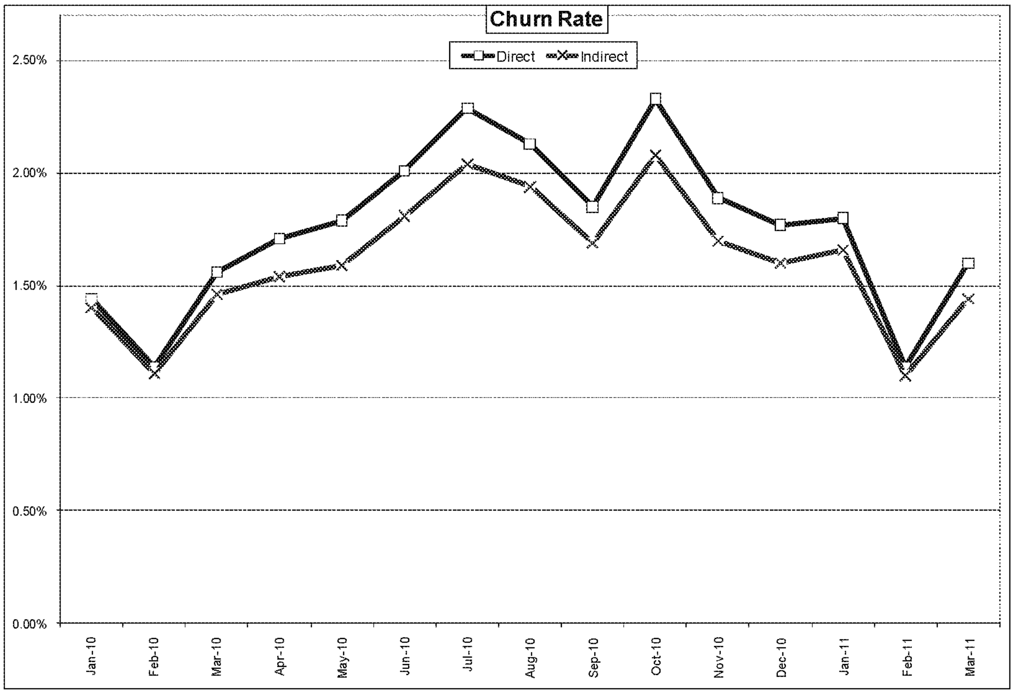
Estimated PIA Economics by Sales Channel - Year Ended 3Q10

	New Activations Channel Cost / Sub ($)				Vs. 2Q10	
	Direct	OE	TVRO	Total 3Q10	Total 2Q10	3v2Q B/(W)
Current Churn (%)	3.73	4.22	3.03	3.74	3.51	(0.23)
Implied Subscriber Life (months)	27	24	33	27	28	(2)
Average Subs (000)	215	92	56	367	269	98
Gross Adds (000)	315	135	81	536	524	12
SAC ($)						
CapEx Equipment	(93)	(115)	(54)	(92)	(80)	(12)
P&L Equipment	(104)	(97)	(138)	(108)	(94)	(14)
Customer Contribution	146	138	181	149	162	(12)
New Sub Programming Discounts	(116)	(132)	(70)	(113)	(124)	11
Marketing	(179)	(53)	(111)	(136)	(129)	(7)
Sales	(48)	0	0	(28)	(25)	(3)
Activation Incentives	(7)	(40)	(135)	(35)	(38)	3
Install	(157)	(158)	0	(133)	(128)	(6)
Chgbk/non-rdplyd	10	13	6	10	8	3
Subtotal	(548)	(444)	(319)	(485)	(448)	(37)
Monthly Cash Flow ($)						
ARPU	65.07	71.43	55.33	65.16	63.17	1.99
Programming Cost	(26.02)	(30.30)	(20.43)	(26.25)	(26.01)	(0.24)
CSC	(3.49)	(3.44)	(2.34)	(3.29)	(3.62)	0.33
Monthly Incentive	0.00	(5.95)	(5.53)	(2.39)	(1.95)	(0.44)
Billing & Collections	(1.35)	(1.35)	(1.35)	(1.35)	(1.33)	(0.02)
Bad Debt	(0.66)	(1.01)	(0.51)	(0.72)	(0.65)	(0.07)
DNS	(1.28)	(1.51)	(0.73)	(1.26)	(1.20)	(0.05)
Retention*	0.00	0.00	0.00	0.00	(3.61)	3.61
Other Variable	(2.08)	(2.08)	(2.08)	(2.08)	(1.54)	(0.54)
Sat & Trans Costs	(2.09)	(2.20)	(2.05)	(2.11)	(1.95)	(0.16)
Other G&A Costs	(2.94)	(2.94)	(2.94)	(2.94)	(3.61)	0.67
Subtotal	25.16	20.65	17.38	22.78	17.72	5.06
Discounted Payback (Months)	48.1	61.5	24.5	42.6	n/a	n/a
NPV ($)	42	16	137	49	(23)	72
Without Sat & Trans Costs						
Discounted Payback (Months)	38.5	41.6	21.2	35.1	>72 mos	n/a
NPV ($)	70	41	170	77	4	n/a

* Retention pulled out of Other Variable Cost in 3Q10 to show $0 of PIA retention expense. Retention expense for PIA was included in 2Q10 economics.

Appendix

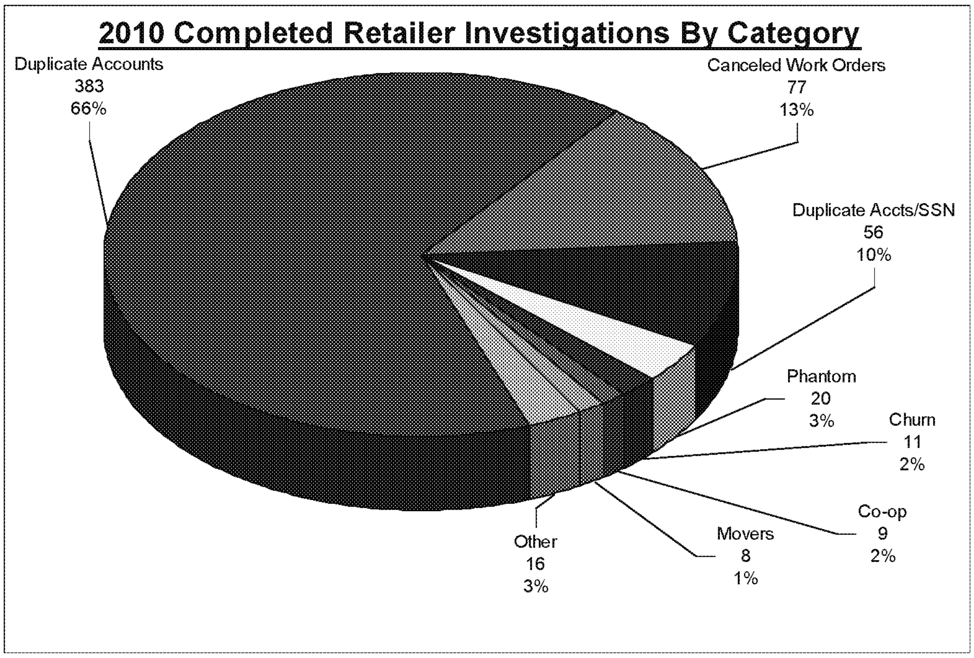
Churn



Excludes inactive Telco partners

Retail Services Analytics 29

2010 Completed Audits by Type



Retail Services Analytics

Source Break Down of Terminated Retailers in 2010

Source of the Audit	Terminated Retailers
NMD NON RENEWAL	23
Sales Dept Request	18
Email Complaint / Retailer Complaint	16
Near Match Disconnect Report	16
Near Match Cancel Report	13
Payment Fluctuation Report	9
Retail Svcs Found Issues	6
IP Address Report	5
DISH Management Request	5
Internal Audit Request	4
CRI Report	2
Secret Shopping	2
RFI code	1
Grand Total	**120**

Retail Services Analytics 31

1 Year Churn – Retailer Referral eligible accounts by Installer

- Of Retailer Referral eligible accounts

	Retailer Referral	RSP	DNS	Subcontractor
Jan	1.21%	1.41%	1.46%	1.43%
Feb	1.18%	1.31%	1.45%	1.45%
Mar	1.59%	1.42%	1.50%	1.51%
Apr	0.67%	1.56%	1.64%	1.70%
May	1.45%	1.60%	1.67%	1.73%
Jun	1.32%	1.54%	1.65%	1.73%
Avg.	**1.24%**	**1.47%**	**1.56%**	**1.59%**

EXHIBIT 430

EXHIBIT 430

**MINUTES OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
DISH NETWORK CORPORATION**

April 25, 2011

A regular meeting of the audit committee (the "Audit Committee") of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), a Nevada corporation, was held on April 25, 2011 at 9:45 a.m., prevailing Mountain Time, at the Corporation's offices located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The following members of the Audit Committee participated:

Tom A. Ortolf, Chairman

Steven R. Goodbarn

Gary S. Howard

Also participating at various times during the meeting at the invitation of the Chairman of the Audit Committee were: R. Stanton Dodge, Executive Vice President, General Counsel and Secretary of the Corporation *(present for Item 10 only);* Robert E. Olson, Executive Vice President and Chief Financial Officer of the Corporation; Paul W. Orban, Senior Vice President and Controller of the Corporation; Jason Kiser, Vice President and Treasurer of the Corporation *(present for Item 6 only);* Matt Sheers, Vice President, Tax Administration for the Corporation *(present for Item 12 only)*; Adam Schuster, Vice President, Internal Audit for the Corporation *(present for Items 7 and 11 only)*; Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation *(present for Item 10 only)*; James Gorman, Corporate Counsel for the Corporation; Carol MacLeod, Accounting Manager II – SEC Accounting for the Corporation *(present for Item 4 only)*; Jason Waldron, Lead Engagement Partner, KPMG LLP ("KPMG"), independent registered public accounting firm for the Corporation; Arnold Hoy, Audit Partner, KPMG; and Scott Miller, partner in Sullivan & Cromwell LLP's Mergers and Acquisitions Practice *(present for Item 10 only)*.

The meeting was called to order by Mr. Ortolf, who served as Chairman and presided. Mr. Gorman acted as assistant secretary of the meeting.

Mr. Ortolf 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.

Executive Session of Nonemployee Directors

The first item of business was an executive session of the nonemployee members of the Board of Directors led by Mr. Ortolf.

Approval of Minutes and Signing of Consents

The second item of business was the approval of the minutes of the Regular Meeting of the Audit Committee held on February 16, 2011. Mr. Ortolf explained that draft minutes of that meeting was attached as Exhibit 2A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Regular Meeting of the Audit Committee held on February 16, 2011, in substantially the form attached as Exhibit 2A to the board book for the meeting, be, and hereby are, approved, ratified and confirmed in all respects.

Review of First Quarter Financial Performance and Marketable Securities

The third item of business was a report presented by Mr. Olson and Mr. Orban regarding the Corporation's unaudited financial statements for the quarter ended March 31, 2011 (the "Financial Statements"). A summary of their presentation was attached as Exhibit 3A to the board book for the meeting.

Mr. Olson reviewed, among other things, certain financial highlights during the first quarter, including, without limitation, certain subscriber related metrics; the income statement; the statement of cash flows; and the balance sheet. Mr. Orban then reviewed, among other things, gains and losses in certain investment securities; certain strategic purchases; certain long lived and other assets of the Corporation; certain accruals; certain accounting methods and polices; certain financing transactions; and certain metrics for competitors of the Corporation for the first quarter and for prior periods.

Mr. Orban then reviewed the positions held by the Corporation in marketable securities as of March 31, 2011. Mr. Orban noted that, for the reference of the members of the Audit Committee, a summary of the Corporation's marketable securities as of March 31, 2011 was attached as Exhibit 3B to the board book for the meeting.

Mr. Orban then noted that, for the reference of the members of the Audit Committee, a copy of the report regarding the payments in excess of $5 million made during the first quarter, and a copy of the portfolio summary for the D&O trust fund as of March 31, 2011, were attached as Exhibits 3C and 3D, respectively, to the board book for the meeting.

The members of the Audit Committee reviewed and discussed the Financial Statements with Messrs. Olson and Orban and the other members of management present at the meeting.

Review of Form 10-Q

The fourth item of business was a report presented by Mr. Olson regarding the Corporation's quarterly report on Form 10-Q. A draft of the Form 10-Q was attached as Exhibit 5A to the board book for the meeting. The members of the Audit Committee reviewed and discussed the draft Form 10-Q with Mr. Olson and other members of management present at the meeting and KPMG.

Management's Report on Internal Control Evaluation and Officer Certifications

The fifth item of business was a report presented by Mr. Olson regarding management's evaluation of the effectiveness of its disclosure controls and procedures and internal control over financial reporting. Mr. Olson noted that, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Corporation evaluated the effectiveness of its "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of March 31, 2011, and based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures are effective.

Mr. Olson further noted that management conducted an evaluation of the effectiveness of the Corporation's internal control over financial reporting, and that based on that evaluation, management concluded that there has been no change in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) as of March 31, 2011 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting. As such, Mr. Olson (the Chief Financial Officer) and Mr. Charles W. Ergen (the Chief Executive Officer of the Corporation) do not believe: (i) that there are any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize or report financial information; or (ii) that any fraud, whether or not material, has occurred that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting.

Treasury Update

The sixth item of business was an update presented by Mr. Kiser regarding the treasury function of the Corporation. A summary of Mr. Kiser's presentation was attached as Exhibit 7A to the board book for the meeting. Mr. Kiser walked the members of the Audit Committee through his presentation, and responded to several questions from the members of the Audit Committee.

Internal Audit/SOX 404 Update

The seventh item of business was an update provided by Mr. Schuster regarding the Corporation's internal audit function and compliance with Section 404 of Sarbanes-Oxley ("SOX 404"). A summary of Mr. Schuster's presentation was attached as Exhibit 9A to the board book for the meeting. Mr. Schuster walked the members of the Audit Committee through his presentation and, among other things, noted the results of the operational audits that were completed in the first quarter.

Discussion of Quarterly Review Procedures and SOX 404 Update

The eighth item of business was a report presented by Mr. Waldron regarding KPMG's review of the Corporation's Financial Statements and Form 10-Q for the quarter ended March 31, 2011, and an update on the Corporation's compliance with SOX 404. A summary of Mr. Waldron's presentation was distributed at the meeting.

The discussion with the independent registered public accounting firm included, among other things, the status of their review as of April 25, 2011; certain findings from their review; certain matters related to significant accounting polices, management's judgments and accounting estimates; and certain required communications.

The members of the Audit Committee reviewed and discussed the Financial Statements and draft of the Form 10-Q with Mr. Waldron.

Private Discussion with KPMG (Management excused)

The ninth item of business was a private discussion between the members of the Audit Committee and KPMG.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 1:20 p.m. for the members of the Audit Committee to attend a special meeting of the Board of Directors.

CONTINUATION

Upon motion duly made and seconded, the meeting was reconvened at 1:45 p.m.

REG. S-K Item 404 "Related Person" Transactions

The tenth item of business was a review led by Mr. Dodge regarding certain new potential SEC Reg. S-K, Item 404 "Related Person" transactions, Nevada Revised Statutes §78.140 transactions and "Sensitive" transactions, as defined by the 2005 Audit Committee Recommendations to generally mean: (i) any non-ordinary course transaction in which the amount involved exceeded $5,000,000; (ii) related-party transactions; (iii) transactions of a highly confidential nature; (iv) transactions which grant exclusive rights or most favored nations status to any third party; or (v) any other transaction which in the judgment of the board should reasonably be considered sensitive.

REDACTED-ATTORNEY-CLIENT PRIVILEGED

[redacted]

Mr. Dodge then noted that during the special meeting of the Board of Directors held on April 25, 2011, at which meeting all members of the Audit Committee were present, the members of the Board of Directors discussed a proposal to settle all outstanding litigation with TiVo, Inc. ("TiVo"). Mr. Dodge further noted that such discussion included, among other things, the proposed terms and conditions of the settlement agreement with TiVo (the "TiVo Settlement") and the proposed allocation of the TiVo Settlement costs (the "Cost Allocation"), both of which were previously distributed to the members of the Audit Committee via e-mail prior to the meeting. Mr. Dodge then responded to several questions from members of the Audit Committee regarding the terms and conditions of the TiVo Settlement and the Cost Allocation.

Mr. Dodge further explained that management and the Non-Interlocking Directors have found, and recommended that the Audit Committee find, that the Cost Allocation is fair to the Corporation and its subsidiaries.

Mr. Dodge then reviewed the transactions between the Corporation and/or its subsidiaries and EchoStar Corporation ("SATS") and/or its subsidiaries that were entered into since the last Regular Meeting of the Audit Committee held on February 16, 2011, and approved by Mr. Thomas A. Cullen pursuant to the authority delegated to him under the Related Party Transaction Policy approved at the Regular Meeting of the Board of Directors held on August 3, 2010 (each a "Delegated SATS Transaction"). Mr. Dodge then noted that a list of the Delegated SATS Transactions approved since the Regular Meeting of the Board of Directors held on February 16, 2011, was attached as Exhibit 8A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, the Cost Allocation for the TiVo Settlement may potentially be considered a related party transaction under SEC Regulation S-K, Item 404, Nevada Revised Statutes §78.140 transactions and "Sensitive" transactions and therefore, out of an abundance of caution, the Audit Committee has been asked to review such transaction;

WHEREAS, (a) management and the Non-Interlocking Directors have found and recommended that the Audit Committee find, that the Cost Allocation is fair to the Corporation and its subsidiaries; and (b) management and the Non-Interlocking Directors have approved, and recommended that the Audit Committee approve, the Cost Allocation on substantially the same terms and conditions distributed to the members of the Audit Committee prior to the meeting and as modified at the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as any Executive Vice President of the Corporation who is not also an employee or member of the Board of Directors of SATS (each, a "proper officer" and collectively, the "proper officers"), or any one of them, shall in their discretion approve;

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee hereby approves, ratifies and confirms the recommendations of management and the Non-Interlocking Directors; and further

RESOLVED, that based upon the information received by the Audit Committee from management, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Audit Committee, the Audit Committee hereby finds, and hereby recommends that the Board of Directors find, that the Cost Allocation discussed at the meeting is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Audit Committee hereby waives, and hereby recommends that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Cost Allocation discussed at the meeting; and further

RESOLVED, that the Audit Committee hereby: (a) ratifies and confirms in all respects, and recommends that the Board of Directors ratify and confirm, the Cost Allocation; and (b) authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the Cost Allocation, on substantially the same terms and conditions distributed to the members of the Audit Committee prior to the meeting and as discussed at the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as any Executive Vice President of the Corporation who is not also an employee or member of the Board of Directors of SATS (each, a "proper officer" and collectively, the "proper officers"), or any one of them, shall in their discretion approve; and further

RESOLVED, that the proper officers of the Corporation and its subsidiaries 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 its subsidiaries, and under their corporate seals 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 and its subsidiaries 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 of the Corporation and its subsidiaries within the terms of the foregoing resolutions be, and the same hereby are ratified, and confirmed in all respects.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 1:50 p.m. for the members of the Audit Committee to attend the conclusion of the special meeting of the Board of Directors.

CONTINUATION

Upon motion duly made and seconded, the meeting was reconvened at 2:00 p.m.

Private Discussion with Vice President of Internal Audit (Management and KPMG excused)

The eleventh item of business was a private discussion between the members of the Audit Committee and Vice President of Internal Audit.

Review of Non-Audit Tax Services, Audit-Related Technical Accounting Services and Other Non-Audit Services Performed by KPMG Year-To-Date

The twelfth item of business was a discussion led by Mr. Sheers regarding the non-audit tax services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries year-to-date. Mr. Sheers noted that to assist the members of the Audit Committee, a list of such items was attached as Exhibit 12A to the board book for the meeting.

Mr. Olson reviewed the audit-related technical accounting services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries year-to-date. Mr. Olson noted that to assist the members of the Audit Committee, a list of such items was attached as Exhibit 12B to the board book for the meeting.

Mr. Sheers then reviewed the other non-audit services previously authorized by the Audit Committee and actually provided by KPMG to the Corporation and its subsidiaries year-to-date. Mr. Sheers noted that to assist the members of the Audit Committee, a list of such items was attached as Exhibit 12A to the board book for the meeting.

Approval of Form and Filing of Form 10-Q

The thirteenth item of business was the approval of the form and filing of the Corporation's quarterly report on Form 10-Q for the quarter ended March 31, 2011.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted, subject to the incorporation of the comments made by the members of the Audit Committee at the meeting:

> WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by May 10, 2011, a Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (the "Form 10-Q");
>
> WHEREAS, a draft of the Form 10-Q proposed to be filed with the Commission was attached as Exhibit 5A to the board book for the meeting (the "Draft Form 10-Q"), and each member of the Audit Committee has read the Draft Form 10-Q and has provided all comments and responses they deem necessary and appropriate to the General Counsel and Chief Financial Officer of the Corporation (or their designees);
>
> WHEREAS, the Draft Form 10-Q contains quarter-end financial statements of the Corporation that 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 non-material 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 non-material 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 non-material 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 non-material 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 registered public accounting firm referred to above, recommends to the Board of Directors that (a) the unaudited financial statements for the quarter ended March 31, 2011 be included in the Form 10-Q, and (b) the Board of Directors approve as to form the Draft Form 10-Q, with such non-material 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 non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine.

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 2:45 p.m., prevailing Mountain Time.

____
Tom A. Ortolf
Chairman of the Audit Committee

We, the undersigned, who together with Mr. Ortolf constitute all 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

____
Gary S. Howard

EXHIBIT 431

EXHIBIT 431

DISH NETWORK CORPORATION

Annual Meeting of the Board of Directors

May 2, 2011

The annual meeting of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), was held on May 2, 2011 at 2:00 p.m., prevailing Mountain Time, at the Corporation's headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The following members of the Board of Directors participated:

Charles W. Ergen
Cantey M. Ergen
James DeFranco
David K. Moskowitz
Carl E. Vogel
Steven R. Goodbarn
Tom A. Ortolf
Gary S. Howard

Also participating at various times during the meeting at the invitation of the Chairman of the Board of Directors were R. Stanton Dodge, Executive Vice President, General Counsel and Secretary of the Corporation and Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation.

Call to Order

Mr. Charles W. Ergen, President and Chief Executive Officer of the Corporation and Chairman of the Board of Directors, called the meeting to order and presided. Mr. Dodge acted as Secretary of the meeting.

Notice and Quorum

The Chairman advised that, as each member of the Board of Directors had waived any and all notices that may have been required to be given with respect to the annual meeting of the Board of Directors and a quorum was present, the meeting was properly convened.

Discussion Matters

ITEM 1. APPROVAL OF MINUTES AND SIGNING OF CONSENTS

Mr. Dodge explained that draft minutes of the Regular Meeting of the Board of Directors held on February 16, 2011, and the minutes of the Special Meeting of the Board of Directors held on March 14, 2011, were attached as Exhibit 1A and 1B, respectively, to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Regular Meeting of the Board of Directors held on February 16, 2011 and the minutes of the Special Meeting of the Board of Directors held on March 14, 2011, in substantially the form attached as Exhibit 1A and 1B to the board book for the meeting, be and hereby are, approved, ratified and confirmed in all respects.

ITEM 2. DESIGNATION OF CHAIRMAN OF THE BOARD OF DIRECTORS

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> NOW, THEREFORE, BE IT RESOLVED, that Charles W. Ergen be, and he hereby is, designated as the Chairman of the Board of Directors until the next Annual Meeting of the Board of Directors and until his respective successor is duly designated and qualified.

ITEM 3. DESIGNATION OF MEMBERS OF COMMITTEES OF THE BOARD OF DIRECTORS

Mr. Dodge explained that the Board of Directors currently has an Audit Committee, an Executive Compensation Committee and a Nominating Committee.

Mr. Dodge further explained that the duties of the Audit Committee include, without limitation: (a) selecting the Corporation's independent registered public accountants; (b) reviewing Management's plan for engaging the Corporation's independent registered public accountants during the year to perform non-audit services (if any) and considering what effect (if any) these services may have on the independence of the accountants; (c) reviewing the annual and quarterly financial statements and other financial reports that require approval by the Board of Directors; (d) reviewing the adequacy of the Corporation's system of internal accounting controls; (e) reviewing the scope of the independent registered public accountants' audit plans and the results of their audits; and (f) reviewing the Audit Committee Charter and recommending proposed changes (if any) to the Board of Directors.

Mr. Dodge further explained that the principal functions of the Executive Compensation Committee are to: (a) make and approve all option grants and other issuances of the Corporation’s equity securities to executive officers and members of the Board of Directors other than nonemployee directors; (b) approve all other option grants and issuances of the Corporation’s equity securities, and recommend that the full Board of Directors make and approve such grants and issuances; (c) establish in writing all performance goals for performance-based compensation, which together with other compensation to senior executive officers could exceed $1 million annually, other than standard Stock Incentive Plan options that may be paid to executive officers, and certify achievement of such goals prior to payment; and (d) set the compensation of the Chairman and Chief Executive Officer.

Mr. Dodge further explained that the principal function of the Nominating Committee is to recommend independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time.

Mr. Dodge noted that the members of the Audit Committee are currently Messrs. Tom A. Ortolf *(Chairman)*, Steven R. Goodbarn and Gary S. Howard.

Mr. Dodge further noted that the members of the Executive Compensation Committee are currently Messrs. Steven R. Goodbarn *(Chairman)*, Tom A. Ortolf and Gary S. Howard.

Mr. Dodge further noted that the members of the Nominating Committee are currently Messrs. Gary S. Howard *(Chairman)*, Steven R. Goodbarn, and Tom A. Ortolf.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> WHEREAS, each of Messrs. Steven R. Goodbarn, Tom A. Ortolf, and Gary S. Howard has expressed their willingness and desire to serve on the Audit Committee, the Executive Compensation Committee and the Nominating Committee;
>
> NOW, THEREFORE, BE IT RESOLVED, that Messrs. Steven R. Goodbarn, Tom A. Ortolf and Gary S. Howard be, and they hereby are, reappointed to serve as members of the Audit Committee, the Executive Compensation Committee and the Nominating Committee until the next Annual Meeting of the Board of Directors and until their respective successors are duly appointed and qualified.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 2:15 p.m. in order for Messrs. Steven R. Goodbarn, Tom A. Ortolf, and Gary S. Howard to attend the annual meetings of the Audit Committee, Executive Compensation Committee and Nominating Committee.

CONTINUATION

Following completion of the annual meeting of the Nominating Committee, upon motion duly made and seconded, the meeting was reconvened at 2:30 p.m.

ITEM 4. ELECTION OF EXECUTIVE OFFICERS

Mr. Dodge reviewed the table of Executive Officers set forth in Item 4 of the board book for the meeting. Mr. Dodge explained that management proposes the election of the individuals listed in such table to the executive officer positions indicated to serve until the next Annual Meeting of the Board of Directors and until their respective successors are duly elected and qualified.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> NOW, THEREFORE, BE IT RESOLVED, that the individuals whose names are set forth below be, and they hereby are, elected as executive officers of the Corporation to serve in the capacities indicated below until the next Annual Meeting of the Board of Directors and until their respective successors are duly elected and qualified.

Officer	Position
Charles W. Ergen	Chief Executive Officer and President
W. Erik Carlson	Executive Vice President, DNS and Service Operations
Thomas A. Cullen	Executive Vice President, Sales, Marketing and Programming
James DeFranco	Executive Vice President
R. Stanton Dodge	Executive Vice President, General Counsel and Secretary
Bernard L. Han	Executive Vice President and Chief Operating Officer
Michael Kelly	Executive Vice President, Direct, Commercial and Advertising Sales
Jason Kiser	Vice President, Treasurer
Roger J. Lynch	Executive Vice President, Advanced Technologies
Robert E. Olson	Executive Vice President and Chief Financial Officer
Stephen W. Wood	Executive Vice President, Human Resources

ITEM 5. APPROVAL OF ANNUAL COMPENSATION OF EXECUTIVE OFFICERS

Mr. Ergen led a discussion regarding the proposed 2011 salaries for the Executive Officers of the Corporation other than Mr. Ergen. Materials setting forth the proposed 2011 salaries for such Executive Officers of the Corporation were distributed at the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

> WHEREAS, Mr. Ergen has proposed the 2011 salaries for the Executive Officers set forth in the materials distributed at the meeting and those salaries are generally at levels below amounts paid to executive officers with comparable experience and responsibilities at other companies engaged in the same or similar business as the Corporation and with other companies of similar size; and
>
> WHEREAS, Management has recommended that the Board of Directors approve the proposed 2011 salaries for the Executive Officers set forth in the materials distributed at the meeting;
>
> NOW, THEREFORE, BE IT RESOLVED, after due deliberation, the Board of Directors hereby approves, ratifies and confirms the 2011 salaries for the Executive Officers set forth in the materials distributed at the meeting; and further
>
> RESOLVED, that the Chief Executive Officer or Executive Vice President, General Counsel, and Secretary of the Corporation (each, a "proper officer" and collectively, 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.

ITEM 6. IDENTIFICATION OF SECTION 16 REPORTING OFFICERS

Mr. Dodge briefly reviewed the insider trading and reporting requirements of Section 16 of the Securities Exchange Act of 1934 (including, among other things, the factors for determining who is an insider for purposes of Section 16).

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

> NOW, THEREFORE, BE IT RESOLVED, that, for purposes of complying with Section 16 of the Securities Exchange Act of 1934 for the fiscal year ending December 31, 2011, the following individuals be, and they hereby are, designated as Section 16 reporting officers of the Corporation: W. Erik Carlson, Thomas A. Cullen, James DeFranco, R. Stanton Dodge, Charles W. Ergen, Bernard L. Han, Michael Kelly, Jason Kiser, Roger J. Lynch, Robert E. Olson, Paul W. Orban, Robert F. Rehg, and Stephen W. Wood; and further
>
> RESOLVED, that the Chief Executive Officer or Executive Vice President, General Counsel, and Secretary of the Corporation (each, a "proper officer" and collectively, the "proper officers") 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 resolution; and further
>
> RESOLVED, that any and all actions previously taken by any of the proper officers within the terms of the foregoing resolutions be, and the same hereby are, approved, ratified and confirmed in all respects.

ITEM 7. REAUTHORIZATION OF CHARLES W. ERGEN TO MAKE CERTAIN GRANTS OF STOCK OPTIONS

Mr. Dodge led a discussion regarding the proposal to reauthorize Mr. Ergen to make certain grants of options to purchase shares of the Corporation's Class A Common Stock, $0.01 par value per share (the "Class A Common Stock"). Mr. Dodge explained, among other things, that it is necessary and desirable for Mr. Ergen to be reauthorized, as Chairman of the Board of Directors, to make grants of options to purchase shares of Class A Common Stock, effective at the end of each quarter, to new employees and existing employees who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the 2009 Stock Incentive Plan (the "Stock Incentive Plan").

Mr. Dodge further explained, among other things, that absent such delegation of authority, whenever management proposed to issue stock options to new or existing employees who are not executive officers under the Stock Incentive Plan, a list of those employees, the number of shares of the Class A Common Stock underlying the options proposed to be issued to each, and additional information regarding the specific grants must be provided to each director prior to or during a meeting of the Board of Directors and each member of the Executive Compensation Committee prior to or during a meeting of the Executive Compensation Committee.

Mr. Dodge further explained, among other things, that when management needs to make a quick hiring or promotion decision below the executive officer level that involves the granting of stock options, the time required to organize and convene a meeting of the Executive Compensation Committee and a meeting of the Board of Directors might cause undue delay in extending an offer of employment or granting a promotion, and that as a result the Corporation would run the risk of losing good employees and potential employees to competitors of the Corporation.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted:

> WHEREAS, the Board of Directors has determined that it is necessary and desirable for the Board of Directors to reauthorize Mr. Charles W. Ergen, as Chairman of the Board of Directors, to make grants of options to purchase shares of the Corporation's Class A Common Stock, $0.01 par value per share (the "Class A Common Stock"), effective at the end of each quarter, to new employees and existing employees who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the 2009 Stock Incentive Plan (the "Stock Incentive Plan");
>
> WHEREAS, the Board of Directors has duly noted that absent such delegation of authority, whenever management proposed to issue stock options to new or existing employees who are not executive officers under the Stock Incentive Plan, a list of those employees, the number of shares of the Class A Common Stock underlying the options proposed to be issued to each, and additional information regarding the specific grants must be provided to each director prior to or during a meeting of the Board of Directors and each member of the Executive Compensation Committee prior to or during a meeting of the Executive Compensation Committee; and
>
> WHEREAS, the Board of Directors has also duly noted that when management needs to make a quick hiring or promotion decision below the executive officer level that involves the granting of stock options, the time required to organize and convene a meeting of the Executive Compensation Committee and a meeting of the Board of Directors might cause undue delay in extending an offer of employment or granting a promotion, and that as a result the Corporation would run the risk of losing good employees and potential employees to competitors of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby delegates the authority to Mr. Ergen, as Chairman of the Board, to make grants of options to purchase the Class A Common Stock, effective at the end of each quarter, to new employees and existing employees of the Corporation or its subsidiaries who are not executive officers in connection with promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the Stock Incentive Plan, and that the actions taken by Mr. Ergen in connection therewith shall be deemed approved, ratified and confirmed by the Board of Directors and the Executive Compensation Committee as of the date such action is taken; provided however, that no authority is hereby granted to Mr. Ergen to make grants to: (a) Section 16 reporting officers or directors of the Corporation (for the avoidance of doubt, for the purposes of this clause (a) "Section 16 reporting officers" is intended to mean those executive officers of the Corporation identified as executive officers in the Corporation's annual report on Form 10-K); (b) "affiliates" of the Corporation, as such term is used in Section 16 of the Securities Exchange Act of 1934, and as interpreted by the General Counsel of the Corporation; (c) in excess of one hundred thousand (100,000) shares to an individual employee at or below the Vice President level; or (d) in excess of five hundred thousand (500,000) shares to an individual employee at or above the Senior Vice President level, without further approval of the Compensation Committee.

ITEM 8. REG. S-K ITEM 404 "RELATED PERSON" TRANSACTIONS

Mr. Dodge reviewed all recurring and certain new potential SEC Reg. S-K, Item 404 "Related Person" transactions, Nevada Revised Statutes §78.140 transactions and "Sensitive" transactions, as defined by the 2005 Audit Committee Recommendations to generally mean: (i) any non-ordinary course transaction in which the amount involved exceeded $5,000,000; (ii) related party transactions; (iii) transactions of a highly confidential nature; (iv) transactions which grant exclusive rights or most favored nations status to any third party; or (v) any other transaction which in the judgment of the Board of Directors should reasonably be considered sensitive.

Mr. Dodge reviewed the transactions between the Corporation and/or its subsidiaries and SATS and/or its subsidiaries that were entered into since the last Regular Meeting of the Audit Committee held on February 16, 2011, and approved by Mr. Thomas A. Cullen pursuant to the authority delegated to him under the Related Party Transaction Policy approved at the Regular Meeting of the Board of Directors held on August 3, 2010 (each a "Delegated SATS Transaction"). Mr. Dodge noted that a list of the Delegated DISH Transactions approved since the Regular Meeting of the Board of Directors held on February 16, 2011, was attached as Exhibit 8A to the board book for the meeting.

ITEM 9. LITIGATION UPDATE

Mr. Dodge, in his capacity as General Counsel of the Corporation, presented a report on the status of the significant litigation in which the Corporation and/or its affiliates are presently involved. Mr. Dodge explained that his report and any ensuing discussions were subject to the attorney/client and applicable privileges.

ITEM 10. QUARTERLY REVIEW OF OPTION GRANTS TO EMPLOYEES OTHER THAN EXECUTIVE OFFICERS AND REPORT ON ACTIVITIES OF THE EXECUTIVE COMPENSATION COMMITTEE

Mr. Steven R. Goodbarn, Chairman of the Executive Compensation Committee, presented a report on the general activities of the Executive Compensation Committee and the Executive Compensation Committee's review of the option grants made to employees other than executive officers during the first quarter of 2011, a list of which was attached as Exhibit 10A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Corporation adopted the 2009 Stock Incentive Plan (the "Plan"), which Plan provides for the grant of stock options, among other stock-based performance awards, to key employees of the Corporation and its subsidiaries;

WHEREAS, eighty million (80,000,000) shares of Class A Common Stock, $0.01 par value per share ("Common Stock"), of the Corporation have been reserved for issuance under the Plan;

WHEREAS, the Board of Directors has established the Executive Compensation Committee to administer the Plan;

WHEREAS, Management believes: (i) that officers and other key employees, who are in a position to make a substantial contribution to the long-term success of the Corporation and to build stockholder value, should have a stake in the Corporation's ongoing success; and (ii) that this focuses attention on managing the Corporation as an owner with an equity position in the Corporation's business and seeks to align the officers' and key employees' interests with the long-term interests of stockholders;

WHEREAS, the Plan was adopted by the Board of Directors and approved by stockholders in recognition of Management's belief;

WHEREAS, (i) awards under the Plan follow a review of the individual employee's performance, position in the Corporation, long-term potential contribution to the Corporation and the number of options previously granted to the employee; and (ii) neither Management nor the Board of Directors assigns specific weights to these factors, although the employee's position and a subjective evaluation of his or her performance are considered most important;

WHEREAS, generally, the number of options granted to an employee reflect his or her level of responsibility, position in the Corporation and potential to contribute to the long-term success of the Corporation or otherwise achieve significant corporate goals;

WHEREAS, however, the number of options granted to specific employees are not based on any objective criteria;

WHEREAS, options are generally granted to director level and above employees, although in certain circumstances options are granted to certain other employees based on length of service or contribution to the Corporation;

WHEREAS, Charles W. Ergen, Chairman and Chief Executive Officer of the Corporation, desires to: (i) incentivize certain new employees and/or certain employees receiving promotions who are in a position to make a substantial contribution to the long-term success of the Corporation and to build stockholder value; and/or (ii) reward certain key employees of the Corporation and its subsidiaries, in connection with their efforts during the past year, and provide them with an incentive to continue to help build the success of the Corporation, which rewards and incentives add value to the Corporation that is at least equal to the fair market value of the shares of the Corporation's Common Stock that these employees will receive through the Plan;

WHEREAS, in the Unanimous Written Consent of the Board of Directors dated May 3, 2010, (i) the Board of Directors delegated the authority to Mr. Ergen, as Chairman of the Board of Directors, to make grants of options to purchase the Common Stock, effective at the end of each quarter, to new employees and existing employees of the Corporation or its subsidiaries who are not executive officers in connection with hiring, promotion or other recognition, as Mr. Ergen deems appropriate, without further need to consult with or seek prior approval from the Board of Directors or the Executive Compensation Committee, consistent with the criteria established in the Plan, and that the actions taken by Mr. Ergen in connection therewith shall be deemed approved, ratified and confirmed by the Board of Directors and the Executive Compensation Committee as of the date such action is taken; provided however, that no authority was granted to Mr. Ergen to make grants to: (a) executive officers or directors of the Corporation (executive officers of the Corporation are those persons identified as executive officers in the Corporation's annual report on Form 10-K); (b) "affiliates" of the Corporation, as such term is used in Section 16 of the Securities Exchange Act of 1934, and as interpreted by the General Counsel of the Corporation; (c) in excess of one hundred thousand (100,000) shares to an individual employee at or below the Vice President level; or (d) in excess of five hundred thousand (500,000) shares to an individual employee at or above the

Senior Vice President level, without advance approval of the Compensation Committee;

WHEREAS, the Chairman has made the grant of options to purchase shares of the Corporation's Common Stock ("Options") to those employees of the Corporation and its subsidiaries who are not executive officers set forth in the list attached as Exhibit 10A to the board book for the meeting, and in such amounts as set forth opposite each employee's name on such list under the terms of the Plan and an incentive stock option agreement to be approved by the Chief Executive Officer of the Corporation; and

WHEREAS, (i) the date of grant of such Options is March 31, 2011 (the "Grant Date"); (ii) such Options vest at the rate of 20% per year, with the first 20% of such Options vesting on the date which is one year after the Grant Date and 20% thereafter on the anniversary of the Grant Date for each of the following four years; (iii) the exercise price for each share of Common Stock shall be equal to the closing price, as reported on the National Association of Securities Dealers Automated Quotation System, for shares of the Common Stock on the Grant Date, or the last business day prior to such date in the event that such date falls on a weekend or holiday; and (iv) such Options expire ten years from the Grant Date;

NOW, THEREFORE, BE IT RESOLVED, that, after due consideration, the Board of Directors hereby determines that the grant of such Options is consistent with the authority delegated to the Chairman in the Unanimous Written Consent of the Board of Directors dated May 3, 2010.

ITEM 11. REVIEW OF NONEMPLOYEE DIRECTOR COMPENSATION

Mr. Dodge led a discussion of nonemployee director compensation.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted (with Messrs. Goodbarn, Ortolf, and Howard abstaining therefrom) :

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the following compensation for nonemployee directors:

Initial Stock Option Grant: fully-vested option to purchase five thousand (5,000) shares with a grant date of the last day of the calendar quarter in which the nonemployee director joined the Board of Directors; provided that such initial stock option grant shall only apply to nonemployee directors joining the Board of Directors after March 31, 2008.

Annual Retainer: $60,000 paid in equal quarterly installments on the last day of each calendar quarter, provided the applicable nonemployee director is a member of the Board of Directors on the last day of the applicable calendar quarter.

Annual Stock Option Grant: fully-vested option to purchase five thousand (5,000) shares with a grant date of June 30, provided the applicable non-employee director is a member of the Board of Directors on the grant date;

Committee Chairperson Annual Retainer: $5,000 paid in equal quarterly installments on the last day of each calendar quarter, provided the applicable non-employee director is the chairperson of the committee on the last day of the applicable calendar quarter.

Per Meeting fees: $1,000 for participation in meetings of the Board of Directors or its committees in person, and $500 for participation in meetings of the Board of Directors or its committees by teleconference; provided that if there are meetings of more than one of the Board of Directors, the Audit Committee, the Executive Compensation Committee and the Nominating Committee on the same day, then the applicable nonemployee director shall only be entitled to receive compensation for attendance at a single meeting.

Travel Expense Reimbursement: reimbursement of reasonable travel expenses related to attendance at meetings of the Board of Directors and its committees.
; and further

RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the grant of a one time fully-vested stock option to purchase an additional five thousand (5,000) shares with a grant date of June 30, 2011 to each non-employee director; provided the applicable non-employee director is a member of the Board of Directors on the grant date.

ITEM 12. REVIEW OF INVESTMENTS

Mr. Ergen provided an update on certain investments made by the Corporation during the first quarter. Mr. Ergen noted that a copy of the investment policy of the Corporation and a summary of the investments made by the Corporation during the first quarter were attached as Exhibit 12A to the board book for the meeting. Mr. Ergen then discussed modifying the Corporation's investment policy, in the form distributed at the meeting and as modified by incorporating the changes discussed at the meeting in order to address, among other things, certain liability positions.

After discussion and deliberation, upon motion duly made and seconded, the following resolution was unanimously adopted:

NOW, THEREFORE, BE IT RESOLVED, that any investment not otherwise permitted by the Corporation's cash management policy shall not exceed $125 million in any single transaction or series of related transactions without approval of the Board of Directors; and investments not otherwise permitted by the Corporation's cash management policy shall not exceed $200 million in aggregate in any calendar quarter without approval of the Board of Directors. With respect to trading positions classified as liabilities (e.g., shorts and puts) ("Liability Positions"), the amount of a Liability Position initially invested shall not exceed $125 million in any single transaction or series of related transactions without approval of the Board of Directors; and the amount of Liability Positions initially invested shall not exceed $200 million in aggregate in any calendar quarter without approval of the Board of Directors. The Corporation's Treasurer shall notify the Board of Directors in the event that the unrealized loss for any single Liability Position (or series of related Liability Positions) exceeds $25 million.

ITEM 13. REVIEW OF CERTAIN ITEMS PREVIOUSLY APPROVED BY THE BOARD OF DIRECTORS

Mr. Dodge reviewed certain items approved by the Board of Directors during the last 12 months and the status of each such item, as well as certain items approved by the Board of Directors in prior years that remain active but are not yet consummated. Mr. Dodge noted that to assist the members of the Board of Directors a list of such items was included in the board book for the meeting.

ITEM 14. REVIEW OF SCHEDULE FOR NEXT REGULAR MEETINGS OF THE BOARD OF DIRECTORS, AUDIT COMMITTEE AND EXECUTIVE COMPENSATION COMMITTEE

Mr. Dodge reviewed the schedule for the upcoming regular meetings of the Board of Directors, Audit Committee and Executive Compensation Committee. To assist the members of the Board of Directors with their review of the dates for such meetings, calendars for each of the months from January 2011 through December 2012 were attached as Exhibit 14A to the board book for the meeting.

ITEM 15. CHAIRMAN'S REPORT

Mr. Ergen presented a report on the general state of the business of the Corporation and other matters, including, among other things, upcoming satellite launches. To assist the members of the Board of Directors with their consideration of this item, a memorandum regarding upcoming satellite launches was attached as Exhibit 15A to the board book for the meeting.

Termination

There being no further business to come before the meeting, the meeting was, upon motion duly made and seconded, terminated at 5:00 p.m., prevailing Mountain Time.

____
R. Stanton Dodge
Secretary

EXHIBIT 432

EXHIBIT 432

Message

From: Ward, Kimberly [kimberly.ward@credit-suisse.com]
Sent: 5/9/2011 11:01:48 AM
To: Primack, Nicole [nicole.primack@credit-suisse.com]; Ehrhart, Brandon [brandon.ehrhart@dishnetwork.com]; Moskowitz, David [david.moskowitz@echostar.com]; Dodge, Stanton [stanton.dodge@dishnetwork.com]
Subject: RE: Trading, As per your discussion with Nicole Primack
Attachments: Moskowitz DISH 5_9_11.csv

David,

As per your discussion with Nicole, today you sold 1,500 DISH at $29.0477 for the Moskowitz Family Foundation account. Please see the attached prints for the Form 4 and Form 144 filings. Please advise if any additional information is required at this time.

Thanks,
Kim

Kimberly Ward
CREDIT SUISSE SECURITIES (USA) LLC
Private Banking USA
11 Madison Avenue
New York, NY 10010
ph: 212-538-3252
fx: 212-743-3208
Kimberly.Ward@credit-suisse.com

From: Primack, Nicole
Sent: Monday, May 09, 2011 10:48 AM
To: 'Ehrhart, Brandon'; Moskowitz, David; Dodge, Stanton
Cc: Ward, Kimberly
Subject: RE: Trading

brandon

we received trade approval - thanks

we are working the order and will report the trade executions as soon as we get them in hand.

thanks, nicole

Nicole M. Primack-Andres
Director

Private Banking USA

CREDIT SUISSE SECURITIES (USA) LLC
11 Madison Avenue-7th Floor, New York, NY 10010
212-538-4144 phone
212-743-3224 efax #

800-647-2516, x64144

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nicole.primack@credit-suisse.com

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As provided for in Treasury regulations, advice (if any) relating to federal taxes that is contained in this communication (including attachments) is not intended or written to be used, and cannot be used, for the purpose of (1) avoiding penalties under the Internal Revenue Code or (2) Promoting, marketing or recommending to another party any plan or arrangement addressed herein.

===

From: Ehrhart, Brandon [mailto:Brandon.Ehrhart@dishnetwork.com]
Sent: Sunday, May 08, 2011 9:45 PM
To: Primack, Nicole; Moskowitz, David; Dodge, Stanton
Cc: Ward, Kimberly
Subject: Re: Trading

Nicole

Give me a call on my cell re 144. My cell is 206 605 4838. We will also handle the Form 4. Thanks

---

From: Primack, Nicole [mailto:nicole.primack@credit-suisse.com]
Sent: Sunday, May 08, 2011 06:56 PM
To: Moskowitz, David; Ehrhart, Brandon; Dodge, Stanton
Cc: Ward, Kimberly <kimberly.ward@credit-suisse.com>
Subject: Re: Trading

Hi david

Yes we will need to speak before I can execute the sale as CS doesn't allow us to take emailed orders for your own protection.

Also because we likely don't have 144 forms in hand from you, who at DISH will be filing the required 144 docs to the S.E.C. On monday on your behalf?

Best, nicole
Nicole M. Primack-Andres
Director
Private Banking USA

CREDIT SUISSE SECURITIES (USA) LLC
11 Madison Avenue-7th Floor, New York, NY 10010
212-538-4144 phone
212-743-3224 efax #
800-647-2516, x64144
914-671-9224 mobile
nicole.primack@credit-suisse.com

----- Original Message -----
From: Moskowitz, David <David.Moskowitz@echostar.com>
To: Ehrhart, Brandon <Brandon.Ehrhart@dishnetwork.com>; Primack, Nicole; Dodge, Stanton <Stanton.Dodge@dishnetwork.com>
Sent: Sun May 08 20:09:41 2011
Subject: Trading

Nicole,

Please sell 1,500 shares of DISH from the Moskowitz Family Foundation account Monday. I have a one day window from DISH (you can confirm with Brandon or Stanton) so please be sure to execute tomorrow. I will be on a plane from 8:20 a.m until noon Denver time, then in meetings the rest of the day, but you can call me first thing if this email message is not adequate.

Thanks,

David

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Please follow the attached hyperlink to an important disclosure relating to the Private Banking USA business of Credit Suisse Securities (USA) LLC
http://credit-suisse.com/legal/en/pb/pb_usa_email.jsp
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Please access the attached hyperlink for an important electronic communications disclaimer:
http://www.credit-suisse.com/legal/en/disclaimer_email_ib.html
==

EXHIBIT 433

EXHIBIT 433

INTENTIONALLY OMITTED

EXHIBIT 434

EXHIBIT 434

KELLEY DRYE & WARREN LLP
A LIMITED LIABILITY PARTNERSHIP

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EMAIL: saugustino@kelleydrye.com

July 20, 2011

VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: CG Docket No. 11-50, DISH Network, L.L.C. Petition for Declaratory Ruling Concerning the Telephone Consumer Protection Act (TCPA)

Dear Ms. Dortch:

DISH Network, L.L.C. ("DISH"), by its undersigned attorney, responds to the June 30, 2011 notice by Lisa K. Hsiao, Esquire, an attorney with the United States Department of Justice, Office of Consumer Protection Litigation ("USDOJ") summarizing an *ex parte* presentation in this proceeding.

In that presentation, the USDOJ set forth both legal arguments and "policy concerns" regarding the petitions for declaratory ruling concerning the TCPA. Neither argument articulated by the USDOJ supports its positions regarding third party liability under the TCPA.

As to the legal arguments, there is no legislative history or statutory provision of the TCPA to support the USDOJ's position. Nor is there a single provision in the TCPA regulations that provides for the "on behalf of" liability standard as articulated by the USDOJ. Indeed, the only "authority" for the USDOJ's position is a non-binding 1995 Order that does not set forth the "on behalf of" liability standard sought by the USDOJ, and does not provide or rely upon any legislative history or statutory provision supporting the statement. As DISH Network explained in its Comments (at 16-17), the 1995 Order interpreted a different provision of the TCPA – the exemption for non-profit entities – and offered *dicta* without the benefit of public comment and analysis that is available in the current proceeding. This decision does not bind the Commission's analysis here.[1]

The fact remains that the USDOJ's position has no legal foundation. It is simply an attempt by the USDOJ to transfer the burden to enforce the statutory and regulatory provisions associated with the TCPA from law enforcement agencies, such as the USDOJ, the Federal Trade Commission, the Federal Communications Commission and/or state attorneys general to businesses such as DISH Network. In essence, the USDOJ's position is that it is easier for DISH Network to conduct wide spread investigations of the telemarketing practices of independent retailers who happen to offer DISH Network services than it is for these law enforcement agencies to respond through investigation and enforcement pursuant to their statutory authority. While the USDOJ may dislike the hurdles allegedly confronting law enforcement, there is no legal basis within the TCPA to transfer that burden to legitimate business organizations such as DISH Network or to contend that the burden could be any less for these businesses.

The lack of legal authority for its position cannot be saved by the USDOJ's reliance on supposed "policy concerns." The flaw with the USDOJ's stated policy concerns is that, to the extent such policy concerns actually exist, the only legally defensible way to address such concerns is through a legislative fix---not unsupported rhetoric about alleged potential consumer harm and assertions of seller immunity. The FCC is not at liberty to rewrite statutes to achieve what it views as good policy. Indeed, any ruling adopting the USDOJ's simplified conclusion would be vulnerable to legal challenge.

Moreover, the policy concerns articulated by the USDOJ are overblown and border on hysteria. The USDOJ contends that if the FCC does not engage in an *ultra vires* interpretation of the TCPA and its implementing regulations for the purpose of expanding the FCC's jurisdiction, then there will be an "explosion of TCPA violations, leaving consumers and regulators with little recourse." Of course, there is not an iota of evidence to support this doomsday prediction. The USDOJ apparently believes that DISH Network is a more formidable enforcement threat than is the Department itself, the FTC or any state attorney general. But it is more likely that shifting the enforcement burden to private parties will undermine the TCPA.

If the onus to enforce the TCPA is switched from regulators and law enforcement bodies with an array of civil and criminal investigative powers to legitimate businesses armed with – at most – contractual provisions (and sometimes not even that), the actual malefactors

---

[1] The *State Farm* decision also is irrelevant here. *State Farm* involved the liability of a company for persons who perform the same functions that *employees* perform. (Comments at 17). The liability of a company under the TCPA for actions of its own employees is not implicated in this proceeding.

(*i.e.*, rogue telemarketers and entities engaged in spoofing for purposes of lead generation, identity theft or competitive sabotage) will be emboldened. Once these targets of the TCPA realize that the USDOJ and other law enforcement agencies have delegated their enforcement responsibilities to the sellers of goods and services, they will feel free to engage in violations and be confident that law enforcement will not make the effort to track them down. Instead, law enforcement will merely seek to hold an innocent and legitimate seller of goods and services liable for the rogue telemarketer's transgressions under the "on behalf of" strict liability standard advocated by the USDOJ. *See* July 30, 2011 letter from Lisa K. Hsiao, Esq. (advocating the "on behalf of" liability standard as one "imposing liability on sellers or retailers for calls made on their behalf, regardless of who dialed the call or whether the party dialing the call was the seller's or retailer's agent in a formal legal sense.") Thus, the USDOJ's position (not DISH's position) is more likely to: (i) *increase* actual TCPA violations; (ii) prevent wrongdoers from being punished; and (iii) impose new costs on innocent legitimate businesses , which will trickle down as fewer options and higher prices for consumers.

Respectfully submitted,

Steven A. Augustino

Counsel to DISH Network, L.L.C.

SAA:pab

cc: Kurt Schroeder
Richard Welch
Karen Johnson
Nicholas Boren
Maureen Flood

DC01/AUGUS/452924.1

EXHIBIT 435

EXHIBIT 435

Jeffrey J. Mitchell
1923 N. 280 W.
Orem, UT 84057
801-224-3754

Dish Network, LLC
c/o Corporation Service Company
2180 South 1300 East Suite 650
Salt Lake City UT 84106

August 16, 2011

Re: TCPA Violations (again)

To whom it may concern,

This letter is to inform you that Satellite Systems Network, a Dish Network, LLC retailer has made an unlawful call to my residential subscriber telephone line on March 3, 2011. The call had several violations of the regulations of the TCPA. Satellite Systems Network has made at least eight calls to me during the period from March, 2005 to November, 2005. Each of those calls was in violations of the regulations of the TCPA which meets the requirement to show that I had received more than one call in violation from that entity within *any* twelve month period.

Based on your company's prior record of violating telemarketing laws, and the many legal actions against it regarding the TCPA, I expect a judgment with treble damages for willful or knowing behavior.

The TCPA violations committed by SSN are as follows:

- Calling someone on the National do not call list.47 C.F.R. 64.1200(c)(2)
- Did not provide telephone number or address. 47 C.F.R. 64.1200(d)(4)
- No Caller ID company name. 47 C.F.R. 64.1601(e)
- Did not provide a written do not call policy when requested. 47 C.F.R. 64.1200(d)(1)
- Did not place my number on the do not call list when requested. 47 C.F.R. 64.1200(d)(3)
- Did not make a record of the do not call request. 47 C.F.R. 64.1200(d)(3)
- Failure to train employees for do not call list. 47 C.F.R. 64.1200(d)(2)

There is a corresponding Utah state violation Utah Code Annotated §13-25a-103(4) for each of these violations. With trebled damages for seven violations at $1,500 per violation, and $500 for the state damages, the amount of the award should be $11,000. It should be noted that a defense that argues that a TCPA (c)(5) case can only receive one violation in a call, Utah has two district court rulings that each violation is compensable. I can send copies of those decisions via email after we've established contact.

I am willing to offer settlement in the amount of $7,500 if we can have an agreement in place by August 31, 2011 at 5:00 p.m. Otherwise I will file on both SSN and Dish Network, LLC in the appropriate court.

Sincerely,

Jeffrey J. Mitchell

Jeffrey J. Mitchell

EXHIBIT mH
47
Werner 3-17-15

EXHIBIT 436

EXHIBIT 436

Message

From: Kitei, Brett [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=BRETT.KITTEI]
Sent: 8/30/2011 11:41:20 AM
To: Dexter, Amy [amy.dexter@dishnetwork.com]; Montano, Joey [joey.montano@dishnetwork.com]
Subject: EBR compliance

Just left you both vms. Our GC is hot to trot on this issue and implied that 'heads will roll' if we have any future EBR compliance problems. So, please make sure we are 100% buttoned up here with Possible Now and that our EBR filters are current for all states at all times.

I am happy to discuss further if you guys want.

Thanks for your efforts.

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

EXHIBIT 437

EXHIBIT 437

Message

From: Dodge, Stanton [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=DODGE STANTON]
Sent: 8/30/2011 11:34:50 AM
To: Kitei, Brett [brett.kitei@dishnetwork.com]; Blum, Jeffrey [jeffrey.blum@dishnetwork.com]; 'Kalani, Lori E.' [lkalani@orrick.com]
Subject: RE: MISSISSIPPI - please read IMPORTANT

Pls tell amy to also use this as a teaching moment for joey

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Tuesday, August 30, 2011 9:33 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Bob has changed roles, and Joey now reports to Amy. She is well aware of this issue ... AC/WP [redacted]

____
Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Tuesday, August 30, 2011 9:22 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Have the responsible folks left the company??

Pls make sure to use this as a teaching moment for amy dexter. We need zero defects on do not call implementation

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 2:24 PM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

This falls on Bob Davis's and Joey Montano's group. Amy Dexter now heads it up but I don't believe she was involved at the time. REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

____
Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 2:18 PM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

So -- who screwed up??

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 12:03 PM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

AC/WP [redacted] Since we dial multiple outbound campaigns on a daily basis (e.g., late payments, cc auto pay, refunds, pre-disco, winback, etc.) we have done our best to put layers of protection in place to ensure we are compliant. Among other things, we have broadened PNs role and we now double-scrub most of our lists (internally and again with PN). PN also provides us with notices of any change in federal or state telemarketing laws.

As an aside, REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

____
Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 11:51 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Since this was only a little over a year ago, I assume we in legal were fully buttoned up and someone on the business side dropped the ball. Either way, I want to know who dropped the ball and how we are going to ensure that never happens again -- for example, REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

We need to learn from experience. And fix this once and for all going forward.

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 11:38 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - AC/WP

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 11:35 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WP

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 11:35 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Yes, but the filters were put in place long before then.

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 11:34 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Calls were made on jan 14/15, 2010, I believe -- this is way after dana's time

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 11:32 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

I can't really speak to this. Believe Dana and Denise provided the outbound team with guidance regarding EBR before Kimberly and I got involved.

Lori/Jeff, is this accurate?

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 11:19 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 11:06 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT They acknowledge that they screwed up here. REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 10:24 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

How did we miss that??

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 10:22 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

____
Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

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-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 9:57 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 9:55 AM
To: Dodge, Stanton; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

Marketing would determine the calls they want to make and then the list would be scrubbed by the outbound team. Bob Davis was in charge at this time.

____

Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

-----Original Message-----
From: Dodge, Stanton
Sent: Wednesday, August 24, 2011 9:50 AM
To: Kitei, Brett; Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK [redacted]

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

-----Original Message-----
From: Kitei, Brett
Sent: Wednesday, August 24, 2011 7:47 AM
To: Blum, Jeffrey; Dodge, Stanton; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

[redacted]

____
Brett J. Kitei
Corporate Counsel | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dishnetwork.com

-----Original Message-----
From: Blum, Jeffrey
Sent: Tuesday, August 23, 2011 5:54 PM
To: Dodge, Stanton; 'Kalani, Lori E.'
Cc: Kitei, Brett
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

____
From: Dodge, Stanton
Sent: Tuesday, August 23, 2011 7:50 PM
To: 'Kalani, Lori E.'
Cc: Blum, Jeffrey
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WP [redacted]

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

____
From: Kalani, Lori E. [mailto:lkalani@orrick.com]
Sent: Tuesday, August 23, 2011 5:46 PM
To: Dodge, Stanton
Cc: Blum, Jeffrey
Subject: Re: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]
REDACTED - ATTORNEY-CLIENT [redacted] as far as the AG is concerned, this is a DISH problem. AC/ [redacted]
W [redacted]

On Aug 23, 2011, at 7:33 PM, "Dodge, Stanton"
<Stanton.Dodge@dishnetwork.com<mailto:Stanton.Dodge@dishnetwork.com>> wrote:

thanks lori.

REDACTED - ATTORNEY-CLIENT PRIVILEGED/ [redacted]
WP

____
R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

____
From: Kalani, Lori E. [mailto:lkalani@orrick.com]
Sent: Tuesday, August 23, 2011 7:04 AM
To: Dodge, Stanton; Blum, Jeffrey
Subject: RE: MISSISSIPPI - please read IMPORTANT

Please see responses to the questions below.

From: Dodge, Stanton [mailto:Stanton.Dodge@dishnetwork.com]
Sent: Friday, August 19, 2011 11:31 AM
To: Dodge, Stanton; Blum, Jeffrey; Kalani, Lori E.
Subject: RE: MISSISSIPPI - please read IMPORTANT

REDACTED - ATTORNEY-

[redacted]
PRODUCT
[redacted]

JA010304
009119

Confidential/

SLC_ DNC_Investigation_0004243
TX 102-009566

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

From: Dodge, Stanton
Sent: Thursday, August 18, 2011 4:16 PM
To: Blum, Jeffrey; 'Kalani, Lori E.'
Subject: RE: MISSISSIPPI - please read IMPORTANT
few questions / comments:

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

[redacted]

[redacted]

[redacted]

[redacted] The Assistant AG has assured me that there will be no press release. He says that for settlements under $10K, they don't typically do them. We are negotiating a $1500 settlement.

5 -- is AG willing to call any payment "investigative costs"?? YES

REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT

R. Stanton Dodge
EVP & General Counsel
DISH Network L.L.C.
Direct: 303.723.1611
Mobile: 303.884.1909
Fax: 303.723.2050

ATTORNEY / CLIENT PRIVILEGE MAY APPLY

From: Blum, Jeffrey
Sent: Thursday, August 18, 2011 2:16 PM
To: Dodge, Stanton
Subject: FW: MISSISSIPPI - please read IMPORTANT
Importance: High
Stanton, REDACTED - AC/WP see below and attached. after you have reviewed, we can discuss. they are threatening to sue. thanks.

From: Kalani, Lori E.
Sent: Monday, July 18, 2011 11:35 AM
To: 'Blum, Jeffrey'
Subject: MISSISSIPPI - please read
Importance: High

Jeff:

Attached, please find a memo with my recommendation for settling the DNC investigation in Mississippi AC [redacted] I have also included a marked-up settlement document. AC/WP [redacted] AC/WP [redacted]

As you are aware, Mississippi claims that on January 14 and 15 of last year, DISH made three unauthorized telephone solicitations to one consumer, in violation of the Mississippi Telephone Solicitation Act (MTSA). REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted]

[redacted]

[redacted]

[redacted] REDACTED - ATTORNEY-CLIENT PRIVILEGED/WORK PRODUCT [redacted] Their original papers indicated they wanted $7500. We have had a number of calls with them and provided our policies. They are now down to $1500 to settle. REDACTED - ATTORNEY-CLIENT PRIVILEGED/WP [redacted]

<image001.gif><http://www.orrick.com/>

Lori Kalani

Senior Counsel

ORRICK, HERRINGTON & SUTCLIFFE LLP
51 West 52nd Street
New York, NY 10019-6142

tel 212-506-5116
fax 212-506-5151
mobile 703-338-8753
DC tel 202-339-8406
lkalani@orrick.com<mailto:lkalani@orrick.com>
bio<http://www.orrick.com/lawyers/Bio.asp?ID=243375> |
vcard<http://www.orrick.com/lawyers/AttorneyVCard.asp?ID=243375>

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tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter(s) addressed herein.

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==

EXHIBIT 438

EXHIBIT 438

Message

From: Kalani, Lori E. [lkalani@orrick.com]
Sent: 9/12/2011 12:07:46 PM
To: Dodge, Stanton [stanton.dodge@dishnetwork.com]
CC: Blum, Jeffrey [jeffrey.blum@dishnetwork.com]; Hendricks, Lucy [lucy.hendricks@dishnetwork.com]
Subject: Final Mississippi Settlement for your signature
Attachments: 160869916(7)_Mississippi PSC and DISH Network Agreement (Final Version).DOC

Stanton:

Attached, is the final settlement agreement that you have approved. Please sign one original and fed ex to me at my address below. I spoke with Mississippi, and they have agreed to do no press release and not list anything on a state website. They did say that they store all records electronically, and if somebody looked for the document, they could find it. He told me the only thing he planned to do was an internal memo to his boss letting him know that the case was being settled and closed.

Please let me know if you have any questions. Lucy, please let me know once you have sent it so that I can be on the lookout.

Thanks,
Lori

ORRICK

LORI KALANI
Senior Counsel
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