IN THE SUPREME COURT OF THE STATE OF NEVADA

PLUMBERS LOCAL UNION NO. 519 PENSION TRUST FUND; AND CITY OF STERLING HEIGHTS POLICE AND FIRE RETIREMENT SYSTEM, DERIVATIVELY ON BEHALF OF NOMINAL DEFENDANT DISH NETWORK CORPORATION, Appellants, vs. CHARLES W. ERGEN; JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN R. GOODBARN; DAVID K. MOSKOWITZ; TOM A. ORTOLF; CARL E. VOGEL; GEORGE R. BROKAW; JOSEPH P. CLAYTON; GARY S. HOWARD; DISH NETWORK CORPORATION, A NEVADA CORPORATION; AND SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION, Respondents.	Electronically Filed Mar 30 2021 10:06 a.m. Elizabeth A. Brown Clerk of Supreme Court Supreme Court No. 81704 District Court No. A-17-763397-B

JOINT APPENDIX
Vol. 46 of 85
[JA010559-JA010805]

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

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

EXHIBIT 459

EXHIBIT 459

Audit Committee Update
Internal Audit & SOX 404

February 11, 2013

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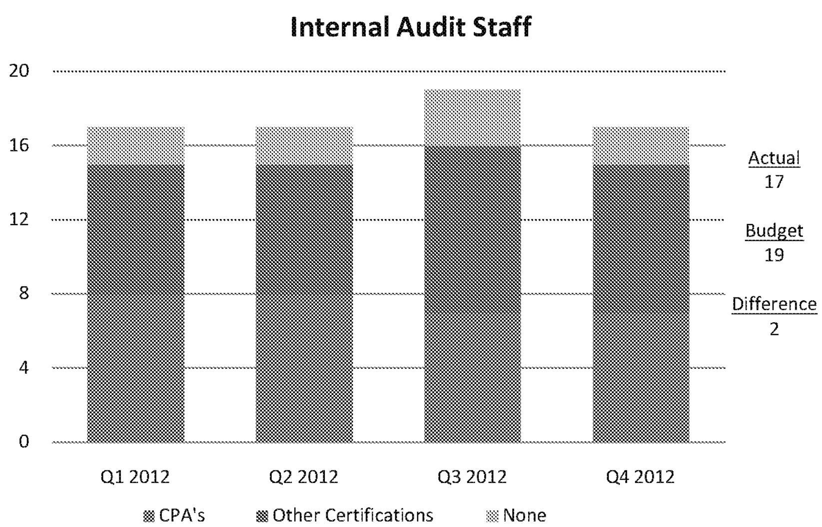
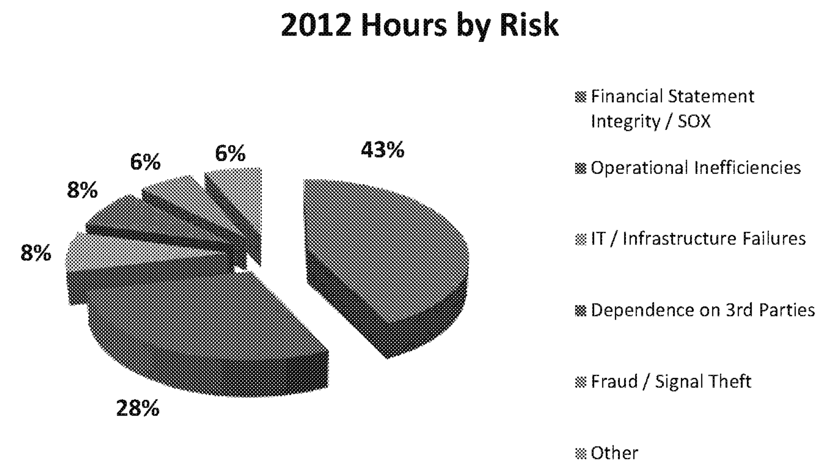
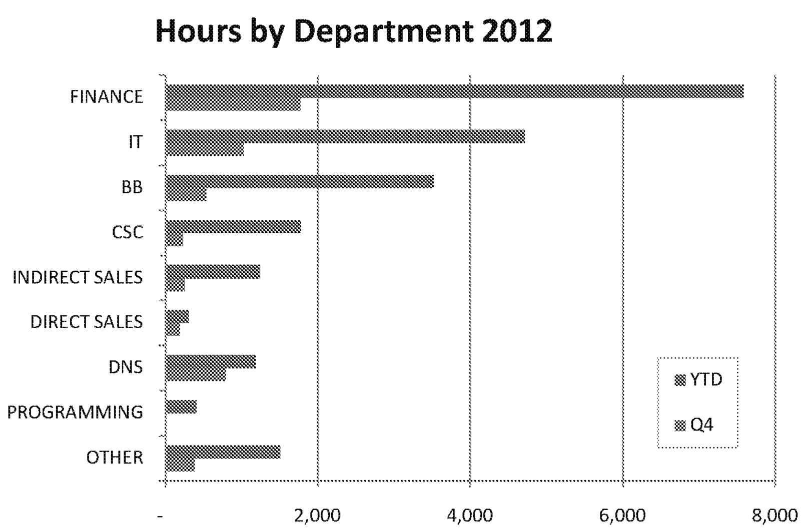
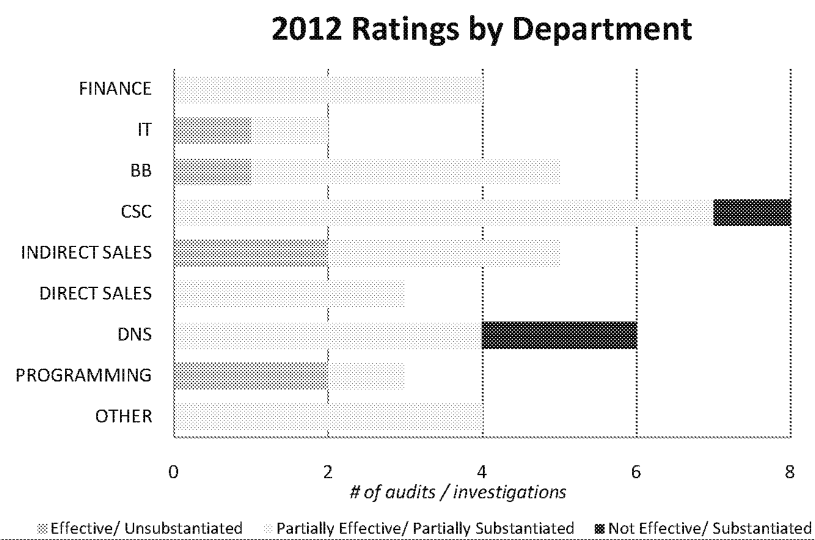
Internal Audit Scorecard









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SOX Deficiency Status

Deficiencies in Change Management and Logical Access noted during 2012 SOX ITGC testing are in process of being remediated by the business. Such deficiencies are not considered significant and compensating controls are in place.

- Remediation for Change Management deficiencies requires an environment upgrade and implementation of new business rules. These deficiencies will be remediated by the end of March 2013. (2 incidents)
- A majority of Logical Access deficiencies for non-compliance with password policies, timely removal of access, and management review require research of downstream impacts, development, and/or implementation of changes. These deficiencies will be remediated by the end of March 2013. (12 incidents)
- The remaining Logical Access deficiencies for non-compliance with password policies and access levels are related to a Blockbuster database and require deeper research, defining the environment, and subsequent development and/or implementation of changes. These deficiencies will be remediated by the end of June 2013. (3 incidents)

Internal Audit Projects

PROJECTS – Q1, 2012	Status	Rating	Comments
Audits			
Blockbuster Store Closing	Complete	Partially Effective	Follow Up Audit in Q4 2012
Business Transformation (BT)	Complete	Fully Effective	No further action required
Follow-Up Audits			
N/A	N/A	N/A	N/A
Investigations			
Media Gravity	Complete	Unsubstantiated	N/A
DNS Fuel Card Misuse – Salisbury Depot	Complete	Substantiated	Follow Up Audit in Q4 2012
DNS Inventory Theft – Ashland LSC	Complete	Partially Substantiated	Follow Up Audit in Q4 2012
El Paso ERT Credit Card Theft	Complete	Substantiated	Follow Up Audit in Q1 2013

Internal Audit Projects

PROJECTS – Q2, 2012	***Status***	***Rating***	***Comments***
Audits			
Tax Significant Deficiency	Complete	N/A	Follow Up Ongoing
Gift Card Audit	Complete	Partially Effective	Follow Up Audit in Q4 2012
Commercial Services	Complete	Partially Effective	Follow Up Audit in Q4 2012
Outsourced Call Center – Corporate	Complete	Partially Effective	Follow Up Audit in Q1 2013
Outsourced Call Center – Concentrix	Complete	Partially Effective	Follow Up Audit in Q1 2013
Outsourced Call Center – Stream	Complete	Partially Effective	Follow Up Audit in Q1 2013
Outsourced Call Center – SPi	Complete	Partially Effective	Follow Up Audit in Q1 2013
Anti-Bribery & Corruption	Complete	Partially Effective	Follow Up Audit in Q2 2013
Marketing Development Fund / Co-op Marketing	Complete	Partially Effective	Follow Up Audit in Q4 2012
Related Party Billing	Complete	Partially Effective	N/A
Follow-Up Audits			
N/A	N/A	N/A	N/A
Investigations			
Blockbuster Mexico Whistleblower	Complete	Partially Substantiated	N/A
DNS Inventory Theft – Ft. Lauderdale/Miami LSC	Complete	Partially Substantiated	Follow Up Audit in Q1 2013
Retail Services – Puerto Rico Virtual Credit Cards	Complete	Unsubstantiated	N/A

Internal Audit Projects

PROJECTS – Q3, 2012	Status	Rating	Comments
Audits			
Data Center Migration – Pre-Implementation	Complete	Partially Effective	Follow Up Audit in Q1 2013
Unclaimed Property	Complete	Partially Effective	Follow Up Audit in Q3 2013
Terminated Employee Payroll	Complete	Partially Effective	Follow Up Audit in Q2 2013
Advertising Spend	Complete	Partially Effective	Follow Up Audit in Q3 2013
Service Scrap / Salvage Processes	Complete	Partially Effective	Follow Up Audit in Q2 2013
Follow-Up Audits			
Q2 2011 PPV Audit Follow-up	Complete	Fully Implemented	N/A
Q1 2011 Cash and Investments Follow-Up	Complete	Partially Implemented	N/A
Q4 2011 Blockbuster Retail Store Follow-Up	Complete	Fully Implemented	N/A
Q2 2012 Gift Card Follow-Up	Complete	Partially Implemented	N/A
Investigations			
DNS Inventory Mismanagement – Florence, SC LSC and Pembroke, NC Depot	Complete	Substantiated	Follow Up Audit in Q1 2013

Internal Audit Projects

PROJECTS – Q4, 2012	Status	Rating	Comments
Audits			
Compensation/Incentive payments	Complete	Partially Effective	Management taking action
International Marketing Purchase Order	Complete	Partially Effective	Management taking action
DNS Site Visits	Complete	Partially Effective	Management taking action
Capital Return on Investment Review	Complete	Partially Effective	Management taking action
Blockbuster Revenue Sharing	Complete	Partially Effective	Management taking action
IT Asset Management	In Progress	TBD	Finalizing report
Inventory Valuation	In Progress	TBD	Finalizing report
DISH Customer Refund Processes	In Progress	TBD	Finalizing report
Equipment Verification Team	In Progress	TBD	Recently initiated
Blockbuster Customer Refund Processes	In Progress	TBD	Recently initiated
Follow-Up Audits			
Q2 2012 Blockbuster Store Close Processes	Complete	Partially Implemented	N/A
Q2 2012 Commercial Services Processes	Complete	Fully Implemented	N/A
Q2 2012 Marketing Development Fund	In Progress	TBD	Recently initiated
Q1 2012 DNS Inventory Theft – Ashland LSC	In Progress	TBD	Recently initiated
Q1 2012 DNS Fuel Card Misuse – Salisbury Depot	In Progress	TBD	Recently initiated
Q4 2011 Customer Qualifications	In Progress	TBD	Recently initiated
Investigations			
N/A	N/A	N/A	N/A

Audit / Investigation Details (Not Effective / Substantiated)

Audit	Finding(s)	Corrective Action(s)
N/A	N/A	N/A
Investigation	**Finding(s)**	**Corrective Action(s)**
N/A	N/A	N/A

No new Q4 2012 items

Audit / Investigation Ratings

AUDITS	FULLY EFFECTIVE	Existing controls and processes are adequate to minimize risk to acceptable levels. Minimal or no action is required.
	PARTIALLY EFFECTIVE	Existing controls and processes do not fully mitigate risk to acceptable levels. Action is required to improve controls.
	NOT EFFECTIVE	Existing controls and processes are not adequate to mitigate risk to acceptable levels. Immediate action is required to improve controls.

INVESTIGATIONS	UNSUBSTANTIATED	None of the claims made were validated. Minimal or no action is required.
	PARTIALLY SUBSTANTIATED	Some of the claims made were validated or control issues were identified. Action is required to improve controls.
	SUBSTANTIATED	Most or all of the claims made were validated. Immediate action is required to improve controls.

Appendix

2013 Risk Assessment & Audit Plan Report

February 11, 2013

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2013 Risk Assessment Process

- Audit plan developed based upon the following inputs:
  - Interviewed over 50 business leaders
  - Industry research and best practices
  - Results of previous audit work and SOX process

- Key risks identified to achievement of business objectives

- Existing staffing levels are adequate for planned coverage

- Plan is subject to change based upon shifts in the business and new developments as 2013 progresses

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DISH Objectives and Risks

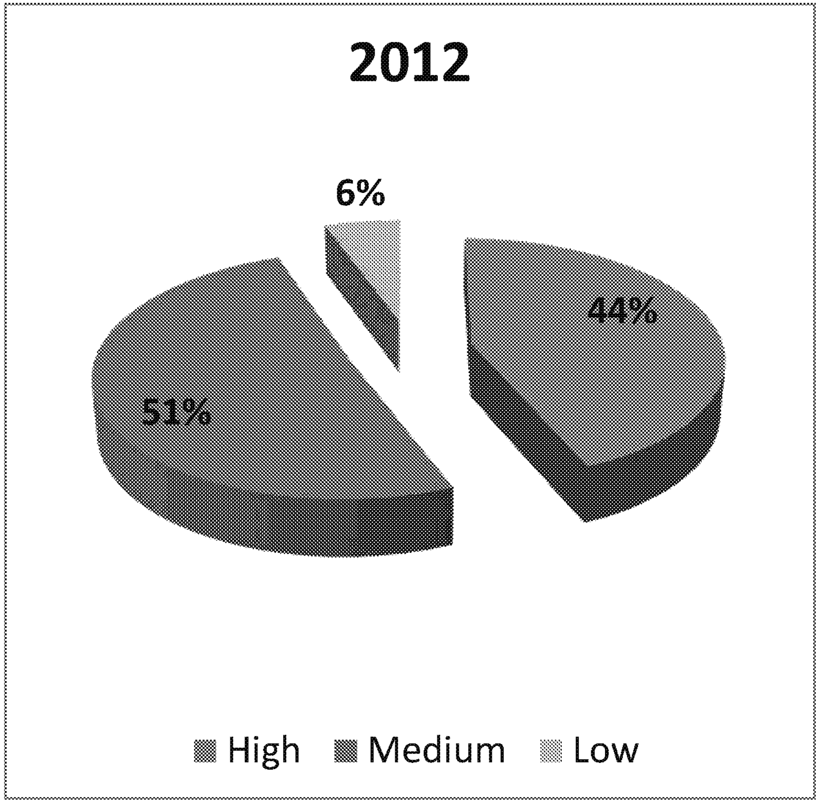
Corporate Objectives:			
Increase Net Activations	Improve Net Income	Decrease Customer Contact Rate	Grow Market Share
Decrease Churn	Increase Customer Satisfaction	Increase IP Connectivity	Improve ARPU

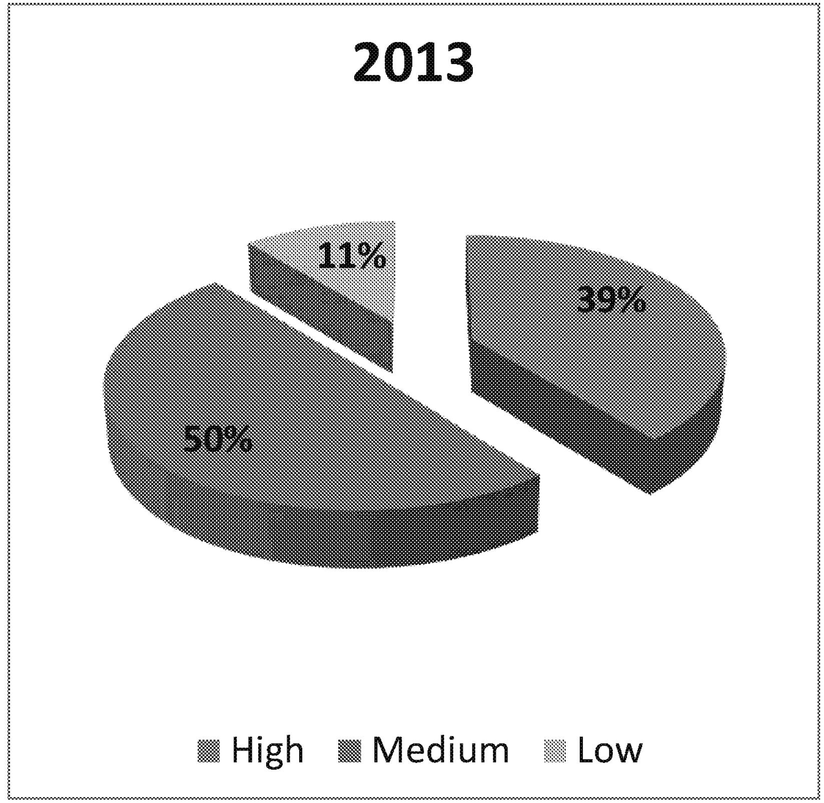
Risks to Achieving Objectives

High	Medium	Low
Increased Competition	IT/Infrastructure Failures	Negative Publicity
Economic Weakness	Dependence on 3rd Parties	Compliance / Legal
Decreased Customer Satisfaction	Operational Inefficiencies	Inefficient Capital Investments / Acquisitions
Increased Programming Costs	Fraud / Signal Theft	
Financial Statement Integrity (SOX)		

Hours Allocation by Risk Level

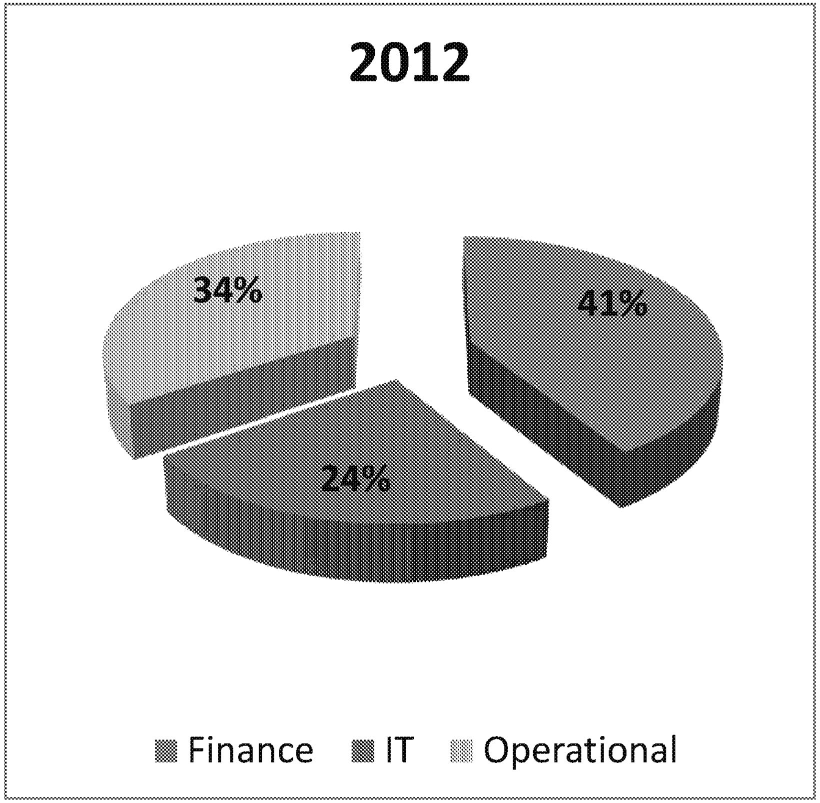
dish

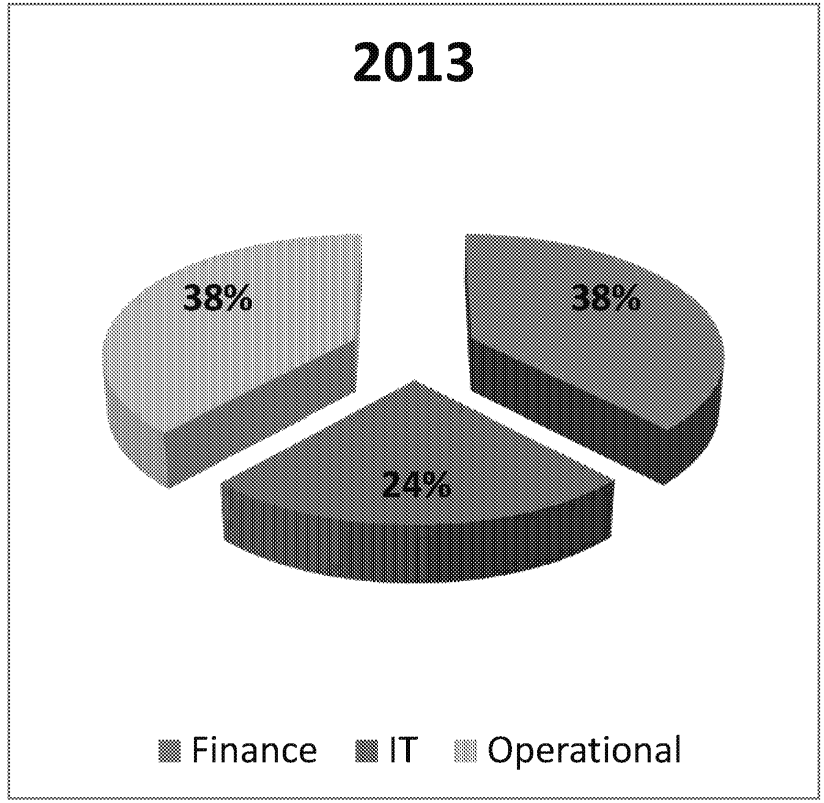




- **High risk hours dropping largely as a result of improvements in SOX efficiency.**
- **Lower risk hours increasing as additional focus is placed on compliance audits.**

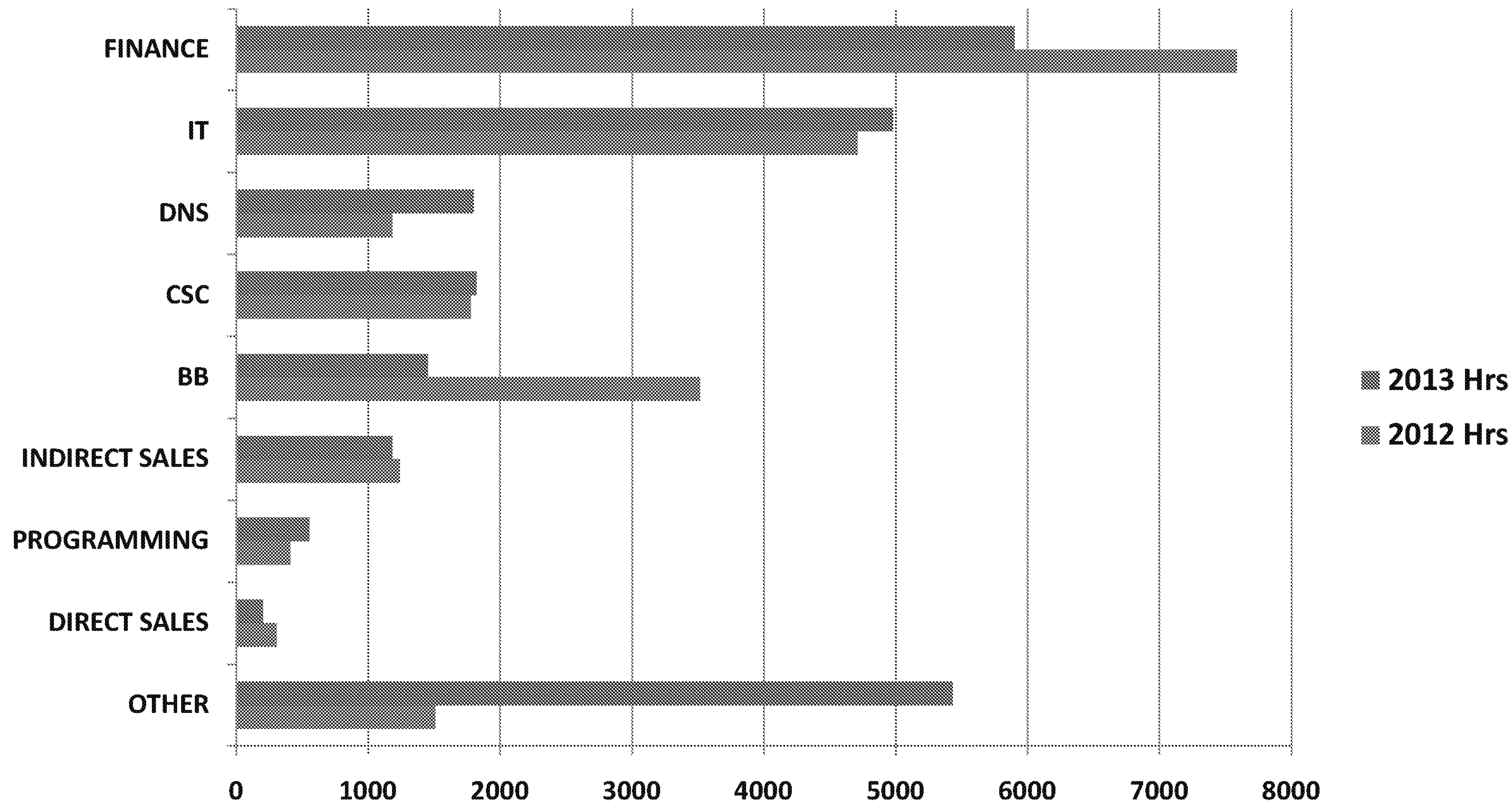
Hours Allocation by Audit Type





- **Reduction in Financial hours is largely a result of SOX efficiencies, thereby allowing a greater emphasis on Operational areas.**

Hours by Department



Note: "Other" includes placeholders for investigations and follow-up audits.

Staffing

	Total # of Employees / Hours	Finance	Operational	IT
Primary Expertise by Area	19	40%	33%	27%
2013 Hours Allocation by Area	23,316	38%	38%	24%

- **Our current skills mix aligns closely with planned audit focus for 2013.**

Audit Plan

2013 Audit Plan

Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Liberty Bell Financials	FINANCE	Review of financial controls to ensure financial statement accuracy	Financial Statement Integrity / SOX	Q2	250
Customer Credit Scoring	FINANCE	Review of processes for analyzing and setting DISH customer credit scores to determine effectiveness and impacts downstream (other operations, revenue, sub counts, etc.)	Economic weakness	Q2	200
SOX – Financial Controls	FINANCE	Assessment of internal controls over financial reporting for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q1	200
SOX – Financial Controls	FINANCE	Assessment of internal controls over financial reporting for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q2	1500
SOX – Financial Controls	FINANCE	Assessment of internal controls over financial reporting for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q3	1500

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
SOX – Financial Controls	FINANCE	Assessment of internal controls over financial reporting for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q4	1500
Internal Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards	Compliance / Legal	Q1	125
Internal Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards	Compliance / Legal	Q3	125
Follow-Up: Related Party Billing	FINANCE	Review the new PO process being implemented as well as EchoStar's classification of G&A expense used for billing DISH	Dependence on 3rd parties	Q3	200
External Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards; Work with 3rd Party to ensure compliance	Compliance / Legal	Q4	300

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
IT Access Management	IT	Evaluation of Access Management's controls and processes that ensure segregation of duties, as well as a consistent, efficient and effective approach to provisioning users in key applications with the lowest access level necessary and terminating user access timely as required	IT / infrastructure failures	Q1	250
Follow-Up: Piscataway Data Center Migration	IT	Review of the effectiveness of implemented action plans in response to the prior 2012 audit.	IT / infrastructure failures	Q1	150
Database Roles Review	IT	Assessment of read-only profiles to ensure limited access to information and data	IT / infrastructure failures	Q1	150
SOX – IT General Controls	IT	Assessment of IT general controls for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q1	750

2013 Audit Plan

Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
SOX – IT General Controls	IT	Assessment of IT general controls for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q2	600
SOX – IT General Controls	IT	Assessment of IT general controls for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q3	900
SOX – IT General Controls	IT	Assessment of IT general controls for design and effectiveness in mitigating the risk of financial misstatement	Financial Statement Integrity / SOX	Q4	750
Follow-Up: IT Asset Management	IT	Review of effectiveness of implemented action plans in response to the prior 2012 audit	Operational inefficiencies	Q2	80
Oracle ERP Upgrade (Pre-Implementation Review)	IT	Validation of effectiveness of User Acceptance Testing for functionality and reporting, as well as the timely closure of defects	IT / infrastructure failures	Q3	200
IT Security: 3rd Party Access to DISH Systems	IT	Assessment of the adequacy of security measures employed to limit third party access to DISH systems	Fraud / signal theft	Q3	250

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
IT User Profile Review	IT	Evaluation of processes and controls to determine if lowest access level necessary is granted to systems when approved for access	IT / infrastructure failures	Q3	150
Telecom Invoicing	IT	Assessment of the effectiveness of current audit processes in place to review telecom invoices for accuracy	Operational inefficiencies	Q3	200
IT Disaster Recovery	IT	Ensure DR strategies address outages of mission critical systems that could cause a significant loss of revenue or irreparable damage to customer relationships	IT / infrastructure failures	Q2	300
Bring-Your-Own-Device (BYOD) Management	IT	Validation of security policies and assessment of Mobile Device Management (MDM) strategy to ensure IT secures, monitors, manages and supports mobile devices effectively	IT / infrastructure failures	Q4	250

2013 Audit Plan

Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Work Order Creation	DNS	Review of the work order creation and modification processes for all order entry (OE) tools to identify opportunities to improve efficiencies and accuracy	Operational inefficiencies	Q1	300
Follow-Up Investigation: Inventory Mismanagement / Theft – DNS (NC and SC)	DNS	Review of recommendations from the original investigation for compliance with management action plans	Fraud / signal theft	Q1	80
Follow-Up Investigation: Inventory Theft – Ft. Lauderdale DNS LSC	DNS	Review of recommendations from the original investigation for compliance with management action plans	Fraud / signal theft	Q1	120
Command Center Operations / Forecasting	DNS	Review of forecasting process used by DNS and the corresponding impact to utilization of internal labor and 3rd parties	Operational inefficiencies	Q1	250

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Smart Home Sales (SHS) Billing & Inventory Control	DNS	Revenue assurance audit to determine if current control structure is effective in billing customers for SHS services and equipment	Operational inefficiencies	Q1	200
DNS Quality Assurance Specialist (QAS) Role & Processes	DNS	Assessment of the role of the QAS to ensure the following: 1) Appropriate coverage exists in auditing technician installations/service calls; 2) feedback is efficiently communicated to technicians; 3) Appropriate corrective action is taken when QA deficiencies are identified	Operational inefficiencies	Q2	200
DNS Payroll IVR Process	DNS	Review of the IVR process to identify opportunities for fraud in hours reporting by technicians	Fraud / signal theft	Q2	150
DNS Materials Consumption	DNS	Review of current processes for tracking materials expense at the DNS site level to identify areas of waste	Operational inefficiencies	Q3	200
DNS Site Reviews	DNS	Review of inventory management practices at select DNS locations	Operational inefficiencies	Q4	300

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Follow-Up Investigation: El Paso ERT Credit Card Theft	CSC	Follow-up on Q1 2012 Investigation; Assessment of customer security controls	Fraud / signal theft	Q1	120
CSC Agent Incentive Plans	CSC	Assessment of incentive plan design and payout accuracy	Operational inefficiencies	Q2	300
3rd Party IVR Management (Convergys)	CSC	Evaluation of current compliance with contract terms around maintenance and support of IVR	Dependence on 3rd parties	Q2	150
Follow-Up: Outsourced Call Centers	CSC	Review of effectiveness of implemented action plans in response to the prior 2012 audit	Dependence on 3rd parties	Q2	200
Loyalty Agent Incentive Plan	CSC	Assessment of the new loyalty agent plan design, accuracy of payout calculations, and proper oversight and monitoring	Operational inefficiencies	Q3	200
Damage Team Processes (Customer Damage Claims)	CSC	Review of current processes for responding to customer damage claims to ensure consistent and proper handling	Decreased customer satisfaction	Q3	300

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2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Repeat Calls Analysis	CSC	Root cause analysis of reasons for repeat customer calls	Decreased customer satisfaction	Q3	250
Call Center Payroll Accuracy	CSC	Determine if employees are working off of the clock, either by choice to enhance bonus or by management direction	Compliance / Legal	Q3	300
Blockbuster Post-Implementation Review of AIRS (New Point of Sale System)	BLOCKBUSTER	Validation of effectiveness of functionality and accuracy of data and reporting	IT / infrastructure failures	Q3	350
Blockbuster Store Closings	BLOCKBUSTER	Review processes for closing stores for efficiency and safeguarding of assets	Operational Inefficiencies	Q1	400
Blockbuster Online DC Inventory	BLOCKBUSTER	Review of existing management and oversight processes at the distribution centers and upstream / downstream impacts; Analysis of shrink trending to identify potential fraud	Fraud / signal theft	Q1	400

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2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Blockbuster Domestic Assets	BLOCKBUSTER	Validate existence of domestic assets (including real estate) and assess valuation methodologies	Inefficient capital investments / acquisitions	Q2	300
Follow-Up: MDF and Co-op Advertising	INDIRECT SALES	Review implementation of action plans from 2012 audit.	Operational inefficiencies	Q1	26
Customer Rebate Programs	INDIRECT SALES	Determine if retailers are submitting rebates on behalf of customers, decreasing the expected breakage rate	Fraud / signal theft	Q2	200
Indirect Sales Customer Qualification	INDIRECT SALES	Assessment of the effectiveness of controls for the indirect sales qualification process including a review of Axiom	Fraud / signal theft	Q2	500
Commercial Sales Revenue Assurance	INDIRECT SALES	Review of the current process for obtaining data drop reporting and billing, including validation efforts to confirm 3rd party data.	Fraud / signal theft	Q4	160

2013 Audit Plan

Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
SalesComm Review (Commissioning System for Retailers)	INDIRECT SALES	Review of commissioning system and payment processes to ensure payments and chargebacks to retailers are accurate	Operational inefficiencies	Q4	300
Programming Payments and Subscriber Count Accuracy	PROGRAMMING	Assessment of subscriber count and programming payment accuracy; review of compliance with contract terms	Increased programming costs	Q2	400
Programming Revenue Assurance	PROGRAMMING	Assessment of the processes for billing pay-per-view (PPV), VOD, and premium programming against customer purchases	Increased programming costs	Q4	150
Follow-Up: Customer Qualification Process (Direct Sales)	DIRECT SALES	Assessment of the effectiveness of implemented action plans in response to the prior 2011 audit	Fraud / signal theft	Q3	200

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Ad Sales: Data Accuracy of Viewer Behavior Reported by Rentrak (3rd Party)	AD SALES	Assessment of the data quality that impacts our revenues ; Analysis of current processes to determine if data is available within DISH rather than utilizing a 3rd party	Dependence on 3rd parties	Q2	200
Ad Sales: NOVAR Replacement System	AD SALES	Pre-implementation review of new system to assess design and effectiveness of financial controls	Inefficient capital investments / acquisitions	Q4	200
Piracy Management for DISH Digital	ADVANCED TECHNOLOGIES	Review of 3rd party processes for effectiveness in detecting / eliminating piracy	Fraud / signal theft	Q1	250
Non-Refundable Programming Revenue (Subscriber Credits)	CMO	Review classification of current subscriber credit balances and processes to ensure proper accounting treatment of non-refundable programming revenue	Compliance / Legal	Q3	200

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2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Project Scope Document (PSD) Process	CORPORATE CUSTOMER CARE	Review of the existing PSD process (used to initiate IT projects) to ensure appropriate communication exists between business units and that projects are prioritized appropriately	Inefficient capital investments / acquisitions	Q1	150
Personnel File & Document Management	HR	Assessment of compliance and privacy management procedures related to employee file access, storage and destruction	Compliance / Legal	Q1	200
Follow-Up: Terminated Employee Payroll	HR	Review status of action items from prior 2012 audit	Operational inefficiencies	Q2	100
3rd Party Background Check Compliance	HR	Review of processes in place to ensure background checks are being performed on 3rd parties (RSPs/subcontractors) per Company policy	Negative publicity	Q3	150

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2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
HR Recruiting Processes	HR	Review of recruiting processes from application submission to 1st day of training to determine if operational efficiencies can be obtained	Operational inefficiencies	Q4	200
California Overtime Pay & Reporting	LEGAL	Assessment of processes to determine if DNS hourly employees in California are being paid in accordance with new CA overtime laws	Compliance / Legal	Q2	200
Time & Labor Compliance	LEGAL	Assessment of payroll accuracy for call center agents to ensure compliance with time and labor laws	Compliance / Legal	Q1	225
TCPA ("Do Not Call") Compliance	LEGAL	Assessment of compliance with the Telephone Consumer Protection Act guidelines	Compliance / Legal	Q2	225
Social Media	LEGAL	Assessment of processes in place for monitoring employee social media activities for compliance with Company policies	Compliance / Legal	Q3	225

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Follow-Up: FACT Act	LEGAL	Follow-up of 2009 audit to ensure compliance with the Fair and Accurate Credit Transactions Act (FACTA) of 2003 and "Red Flags Rule" legislation	Compliance / Legal	Q4	225
Follow-Up: Anti-Bribery and Corruption	LEGAL	Assessment of the effectiveness of implemented action plans in response to the prior 2012 audit	Compliance / Legal	Q3	100
Follow-Up: General Audit of Marketing Function	MARKETING & ADVERTISING	Assessment of the effectiveness of implemented action plans in response to the prior 2012 audit	Operational inefficiencies	Q3	80
Follow-Up: International Marketing Purchase Orders	MARKETING & ADVERTISING	Assessment of the effectiveness of implemented action plans in response to the prior 2012 audit	Operational inefficiencies	Q3	100
Direct Mail Processes	MARKETING & ADVERTISING	Assessment of compliance to contract terms with (multiple) third party vendors used for direct mail marketing	Dependence on 3rd parties	Q4	250

2013 Audit Plan

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Est. Hours
Miscellaneous Investigations	OTHER	TBD	Fraud / signal theft	Q1	150
Miscellaneous Investigations	OTHER	TBD	Fraud / signal theft	Q2	150
Miscellaneous Investigations	OTHER	TBD	Fraud / signal theft	Q3	150
Miscellaneous Investigations	OTHER	TBD	Fraud / signal theft	Q4	150
Quarterly Follow-Up Audits	OTHER	Follow-up as needed for audits completed in 2013	TBD	Q2	300
Quarterly Follow-Up Audits	OTHER	Follow-up as needed for audits completed in 2013	TBD	Q3	300
Quarterly Follow-Up Audits	OTHER	Follow-up as needed for audits completed in 2013	TBD	Q4	300
Return Authorization / Box Retrieval Processes	SERVICE	Assessment of processes for exchanging malfunctioning equipment and retrieving leased equipment from disconnected subscribers	Operational inefficiencies	Q2	300
Follow-Up: Service Scrap	SERVICE	Assessment of the effectiveness of implemented action plans in response to the prior 2012 audit	Operational Inefficiencies	Q3	200
Travel & Entertainment Expenses	TRAVEL	Review of current T&E processes to assess for efficiency improvements and appropriate fraud controls	Operational inefficiencies	Q4	150

EXHIBIT 460

EXHIBIT 460

DISH NETWORK CORPORATION

Regular Meeting of the Board of Directors

February 11, 2013

A regular meeting of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), was held on February 11, 2013 at 10:15 a.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
Candy M. Ergen
James DeFranco
David K. Moskowitz
Carl E. Vogel
Joseph P. Clayton
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; Robert E. Olson, Executive Vice President and Chief Financial Officer of the Corporation; and Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation.

Call to Order

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

Notice and Quorum

Mr. Ergen advised that as: (i) proper notice was delivered to each member of the Board of Directors; or (ii) each member of the Board of Directors has waived any and all notices that may have been required to be given with respect to a regular meeting of the Board of Directors, by: (a) participating in the meeting without objection to notice; or (b) otherwise communicating waiver of any such notice to the Secretary or Assistant Secretary of the Corporation or their designees, 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 November 2, 2012; the minutes of the Special Meeting of the Board of Directors held on November 30, 2012; and the minutes of the Special Meeting of the Board of Directors held on December 28, 2012, were attached as Exhibits 1A, 1B and 1C, respectively, to the board book for the meeting.

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

> NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Regular Meeting of the Board of Directors held on November 2, 2012; the minutes of the Special Meeting of the Board of Directors held on November 30, 2012; and the minutes of the Special Meeting of the Board of Directors held on December 28, 2012, in substantially the form attached as Exhibits 1A, 1B and 1C, respectively, to the board book for the meeting be, and they hereby are, approved, ratified and confirmed in all respects, subject to incorporation of any comments made by the members of the Board of Directors at the meeting.

ITEM 2. QUARTERLY REVIEW OF CERTAIN INVESTMENTS

Mr. Ergen provided an update on certain investments made by the Corporation during the fourth quarter. A copy of the investment policy of the Corporation and a summary of the investments made by the Corporation during the fourth quarter 2012 were attached as Exhibit 3A to the board book for the meeting.

ITEM 3. REG. S-K ITEM 404 “RELATED PERSON” TRANSACTIONS

Mr. Dodge reviewed 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 explained that, during 2012, the Corporation (or one of its subsidiaries) employed Mrs. Candy M. Ergen. The Corporation (or one of its subsidiaries) paid Mrs. Ergen approximately $100,000 during 2012, and expects to pay her approximately $100,000 during 2013, although depending on the time and services that will be provided she may earn more than that amount during 2013. During 2013, the Corporation may elect to employ certain Ergen children and expects to pay them approximately $25,000 in the aggregate, although depending on the time and services that will be provided, they may earn more than that amount during 2013 (collectively, the "Ergen Transaction I").

Mr. Dodge further explained that Mrs. Ergen is a member of the Board of Directors of Children's Hospital Colorado to which the Corporation provides pay-TV services (the "Ergen Transaction II"). Children's Hospital Colorado paid the Corporation approximately $70,000 and $70,000 for the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that, during 2012, Summit Capital L.L.C. ("Summit Capital"), an entity controlled by Mr. Ergen, subleased approximately 1,100 square feet of office space at 5701 S. Santa Fe Drive. Under the sublease, Summit Capital paid the Corporation approximately $8,000 during 2012 and is expected to pay the Corporation approximately $8,500 during 2013 (the "Ergen Transaction III").

Mr. Dodge further explained that, during 2006, Mr. Carl Vogel, Senior Advisor to the Corporation and a member of the Board of Directors, agreed to serve as a director of Shaw Communications Inc. ("Shaw"), a diversified Canadian communications company whose core business is providing broadband cable television, high-speed Internet, digital phone, telecommunications services and satellite direct-to-home services to over three million customers, and Mr. Vogel has beneficial ownership of 70,000 shares of Shaw common stock, options to purchase an additional 70,000 shares of Shaw common stock and 9,860 deferred share distribution units of Shaw common stock (the "Vogel Transaction I").

Mr. Dodge further explained that, during 2011, Mr. Vogel agreed to serve as a director of Sirius XM Radio Inc. ("SiriusXM"), a provider of satellite radio (the "Vogel Transaction II"). The Corporation and its distributors act as authorized distributors and retailers of SiriusXM receivers and related hardware and the Corporation receives certain programming rights from SiriusXM. Mr. Vogel has beneficial ownership of 100,000 shares of SiriusXM common stock and options to purchase an additional 136,597 shares of SiriusXM common stock. The Corporation paid SiriusXM approximately $1,300,000 and $1,700,000 during the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that, during 2009, Mr. Vogel agreed to serve as a director of Universal Electronics Inc. ("UEI"), a provider of pre-programmed universal wireless control products and audio-video accessories that are marketed to enhance home entertainment systems, and Mr. Vogel has beneficial ownership of 15,833 shares of UEI common stock and options to purchase an additional 20,000 shares of UEI common stock (the "Vogel Transaction III"). The Corporation paid UEI approximately $0 and $1,700 during the years ended December 31, 2011 and 2012, respectively, for purchases of certain equipment by the Corporation, such as remote controls. SATS has paid UEI approximately $28,000,000 and $26,000,000 during the years ended December 31, 2011 and 2012, respectively, for purchases of certain equipment, such as remote controls.

Mr. Dodge further explained that, during 2009, Mr. Vogel agreed to serve as a director of Ascent Media Corporation ("Ascent Media"), which provides creative services and content management and delivery services to the media and entertainment industries in the United States, the United Kingdom and Singapore, and Mr. Vogel has beneficial ownership of approximately 6,035 shares of Ascent Media common stock and options to purchase an additional 6,329 shares of Ascent Media common stock (the "Vogel Transaction IV"). The Corporation paid Ascent Media approximately $1,000 and $0 during the years ended December 31, 2011 and 2012, respectively, for certain video duplication services.

Mr. Dodge further explained that, during 2010, Mr. Vogel agreed to serve as a director of ION Media Networks, Inc. ("ION"), which owns and operates the ION channel and certain local television stations carried by the Corporation and which also owns certain 700 MHz spectrum, and Mr. Vogel has an option to acquire 0.015% of ION (the "Vogel Transaction V").

Mr. Dodge further explained that, during December 2012, The Gores Group, LLC ("The Gores Group"), an investment firm for which Mr. Vogel serves as an advisor, agreed to purchase the Harris Broadcast Communications division from Harris Corporation ("Harris"). Harris generally provides audio and video broadcast technology and communications systems and information networks for voice, data, imaging and video. Mr. Vogel will join the board of directors of The Gores Group entity that purchased the Harris Broadcast Communications division ("Harris Broadcast"), and acquire a one percent (1%) ownership interest in Harris Broadcast through his advisory role for The Gores Group (the "Vogel Transaction VI"). The Corporation paid Harris approximately $530,000 and $190,000 during the years ended December 31, 2011 and 2012, respectively, for certain services provided to the Corporation's media sales business. SATS paid Harris Broadcast approximately $900,000 and $900,000 during the years ended December 31, 2011 and 2012, respectively, for certain broadcast technology products.

Mr. Dodge further explained that, during 2012, the Corporation (or one of its subsidiaries) employed Ms. Meaghan Ortolf (who serves the Corporation as a Sales Operations Analyst I which is not a financial reporting role), the daughter of Mr. Ortolf, a member of the Board of Directors (the "Ortolf Transaction"). The Corporation (or one of its subsidiaries) paid Ms. Meaghan Ortolf, approximately $36,000 during 2012, and expects to pay her approximately $37,000 during 2013, although depending on the time and services that will be provided, she may earn more than that amount during 2013.

Mr. Dodge further explained that, during 2012 the Corporation (or one of its subsidiaries) employed Mr. Matt Stovall, the son-in-law of Mr. Joseph P. Clayton, President, Chief Executive Officer and a member of the Board of Directors (the "Clayton Transaction"). The Corporation (or one of its subsidiaries) paid Mr. Matt Stovall approximately $70,000 during 2012, and expects to pay him approximately $75,000 during 2013, although depending on the time and services that will be provided, he may earn more than that amount during 2013.

Mr. Dodge further explained that, during 2012, Mr. Steven Goodbarn, a member of the Board of Directors, agreed to serve as a director of MobiTV, Inc. ("MobiTV"), which provides end-to-end mobile media solutions, including, among other things, the delivery of live TV, video-on-demand, and download-and-store services, for certain of the Corporation's competitors (the "Goodbarn Transaction").

Mr. Dodge further explained that the Corporation (or one of its subsidiaries), is proposing to enter into a commercial agreement with Digitalsmiths LLC ("Digitalsmiths"), the terms and conditions of which will be described in the materials distributed prior to the meeting (the "Lynch Transaction"). Digitalsmiths is a company that provides personalized video search, recommendation and browsing services. Roger Lynch, an employee of the Corporation and SATS, is a member of the board of directors of Digitalsmiths and received a standard director package from Digitalsmiths consisting of 125,000 common stock options (approximately 0.3% of the fully diluted equity), with 50,000 of the common stock options currently vested and the remaining 75,000 common stock options on a four-year vesting schedule. The Corporation (or one of its subsidiaries) expects to pay Digitalsmiths approximately \$4.3 million over the three year term of the agreement (\$1 million in year 1; \$1.5 million in year 2; and \$1.8 million in year 3). The Board of Directors then discussed the inclusion of a change-of-control provision in the agreement with Digitalsmiths.

Mr. Dodge further explained that, during 2011, Mr. Gary Howard, a member of the Board of Directors, agreed to serve as a director of Avail-TVN ("Avail-TVN"), which provides transport, encoding and metadata services for certain of the Corporation's "Video-On-Demand" ("VOD") programming (the "Howard Transaction"). The Corporation paid Avail-TVN approximately \$323,000 and \$207,000 during the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that the Corporation and SATS are parties to that certain Tax Sharing Agreement dated December 31, 2007 and that the Corporation and SATS are considering entering into certain agreements (each, an "Agreement," and, collectively, the "Agreements") regarding the allocation of certain rights, responsibilities and obligations related to the Internal Revenue Service ("IRS") audits for the 2005, 2006 and 2008 fiscal years (the "IRS Audits") and certain super-combined state tax returns, the terms and conditions of which are more fully described in the materials distributed prior to the meeting (the "SATS Transaction"). Mr. Dodge then noted that at the meeting of the members of the Board of Directors who are not also members of the Board of Directors of SATS (the "Non-Interlocking Directors") held earlier, the Non-Interlocking Directors noted that: (i) the Agreement related to the IRS Audits (the "Audit Agreement") should contain a provision to lock the tax rates under the Audit Agreement at the current tax rates; (ii) the Audit Agreement should contain certain provisions reflecting that the Corporation will pay SATS for tax benefits under the Audit Agreement only (a) when SATS becomes a cash taxpayer, (b) when SATS otherwise would have received a tax benefit for such items, and (c) to the extent SATS could have received a tax benefit for such items; and (iii) approval of the SATS Transaction is subject to further discussion between management and KPMG regarding the SATS Transaction ((i) – (iii) collectively, the "Tax Sharing Conditions").

Mr. Dodge reviewed the transactions between the Corporation and/or its subsidiaries and SATS and/or its subsidiaries (if any) that were entered into since the Regular Meeting of the Board of Directors held on November 2, 2012, and approved by Mr. Joseph P. Clayton 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 2, 2011 (each a "Delegated SATS Transaction"). Mr. Dodge will note that a list of the Delegated SATS Transactions approved since the Regular Meeting of the Board of Directors held on November 2, 2012 (if any), is attached hereto as Exhibit 5A.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted, subject to approval of the above transactions by the audit committee of the Board of Directors (the "Audit Committee") (with Mr. Ergen and Mrs. Ergen abstaining with respect to the Ergen Transaction I, the Ergen Transaction II and the Ergen Transaction III, Mr. Vogel abstaining with respect to the Vogel Transaction I, the Vogel Transaction II, the Vogel Transaction III, the Vogel Transaction IV, the Vogel Transaction V and the Vogel Transaction VI, Mr. Ortolf abstaining with respect to the Ortolf Transaction, Mr. Clayton abstaining with respect to the Clayton Transaction, Mr. Goodbarn abstaining with respect to the Goodbarn Transaction, and Mr. Howard abstaining with respect to the Howard Transaction):

WHEREAS, the Ergen Transaction I, Ergen Transaction II, Ergen Transaction III, Vogel Transaction I, Vogel Transaction II, Vogel Transaction III, Vogel Transaction IV, Vogel Transaction V, Vogel Transaction VI, Ortolf Transaction, Clayton Transaction, Goodbarn Transaction, Lynch Transaction, Howard Transaction and the SATS Transaction may potentially be considered related party transactions under SEC Regulation S-K, Item 404, Nevada Revised Statutes §78.140 transactions or "Sensitive" transactions and therefore, out of an abundance of caution, the Board of Directors has been asked to review such transactions;

Ergen Transaction I

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013 is fair to the Corporation and its subsidiaries; provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children does not exceed $25,000 in 2013; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013; and (c) the Audit Committee: (i) ratified and confirmed in all respects, and recommended that the Board of Directors ratify and confirm, the prior Ergen Transaction I; and (ii) authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt, the continuation of the Ergen Transaction I in 2013; provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children does not exceed $25,000 in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Ergen Transaction I; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussion with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013 is fair to the Corporation and its subsidiaries; provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children, does not exceed $25,000 in 2013; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013; and further

RESOLVED, that the Board of Directors hereby: (a) ratifies and confirms in all respects the prior Ergen Transaction I; and (b) authorizes, ratifies and adopts in all respects the continuation of the Ergen Transaction I in 2013, provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children, does not exceed $25,000 in 2013; and further

Ergen Transaction II

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Ergen Transaction II in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Ergen Transaction II in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Ergen Transaction II in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Ergen Transaction II in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Ergen Transaction II in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Ergen Transaction II in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Ergen Transaction II in 2013; and further

RESOLVED, that, for so long as Mrs. Ergen is a member of the Board of Directors of Children's Hospital Colorado, Mrs. Ergen shall recuse herself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Children's Hospital Colorado or any of its affiliates; and further

Ergen Transaction III

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Ergen Transaction III in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Ergen Transaction III in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Ergen Transaction III in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Ergen Transaction III in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Ergen Transaction III in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Ergen Transaction III in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Ergen Transaction III in 2013; and further

RESOLVED, that, for so long as Mr. Ergen is a member of the Board of Directors of Summit Capital or retains a significant financial stake in Summit Capital, Mr. Ergen shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Summit Capital; and further

Vogel Transaction I

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Vogel Transaction I in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction I in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Vogel Transaction I in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Vogel Transaction I in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Vogel Transaction I in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction I in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Vogel Transaction I in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of Shaw or retains a significant financial stake in Shaw, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Shaw or Bell ExpressVu or any of their affiliates; and further

Vogel Transaction II

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Vogel Transaction II in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction II in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Vogel Transaction II in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Vogel Transaction II in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Vogel Transaction II in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction II in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Vogel Transaction II in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of SiriusXM or has a significant financial stake in SiriusXM, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involves SiriusXM or any of its affiliates; and further

Vogel Transaction III

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Vogel Transaction III in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction III in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Vogel Transaction III in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Vogel Transaction III in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Vogel Transaction III in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction III in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Vogel Transaction III in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of UEI or retains a significant financial stake in UEI, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve UEI or any of its affiliates; and further

Vogel Transaction IV

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Vogel Transaction IV in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction IV in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Vogel Transaction IV in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Vogel Transaction IV in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Vogel Transaction IV in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction IV in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Vogel Transaction IV in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of Ascent Media or retains a significant financial stake in Ascent Media, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Ascent Media or any of its affiliates; and further

Vogel Transaction V

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Vogel Transaction V in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the

Vogel Transaction V in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Vogel Transaction V in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Vogel Transaction V in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Vogel Transaction V in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Vogel Transaction V in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Vogel Transaction V in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of ION or retains a significant financial stake in ION, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve ION or any of its affiliates; and further

Vogel Transaction VI

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Vogel Transaction VI in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Vogel Transaction VI in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Vogel Transaction VI in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Vogel Transaction VI in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the Vogel Transaction VI in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Vogel Transaction VI in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the Vogel Transaction VI in 2013; and further

RESOLVED, that, for so long as Mr. Vogel serves as a member of the Board of Directors of Harris Broadcast or retains a significant financial stake in Harris Broadcast, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Harris Broadcast or any of its affiliates; and further

Ortolf Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013 is fair to the Corporation and its subsidiaries; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013; and (c) the Audit Committee: (i) ratified and confirmed in all respects, and recommended that the Board of Directors ratify and confirm, the prior Ortolf Transaction; and (ii) authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt, the continuation of the Ortolf Transaction in 2013; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Ortolf Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussion with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013 are fair to the Corporation and its subsidiaries; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013; and further

RESOLVED, that the Board of Directors hereby: (a) ratifies and confirms in all respects the prior Ortolf Transaction; and (b) authorizes, ratifies and adopts in all respects the continuation of the Ortolf Transaction in 2013; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013; and further

Clayton Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the prior Clayton Transaction and the continuation of the Clayton Transaction in 2013 is fair to the Corporation and its subsidiaries; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the prior Clayton Transaction and the continuation of the Clayton Transaction in 2013; and (c) the Audit Committee: (i) ratified and confirmed in all respects, and recommended that the Board of Directors ratify and confirm, the prior Clayton Transaction; and (ii) authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt, the continuation of the Clayton Transaction in 2013; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the Clayton Transaction; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussion with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the prior Clayton Transaction and the continuation of the Clayton Transaction in 2013 are fair to the Corporation and its subsidiaries; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the prior Clayton Transaction and the continuation of the Clayton Transaction in 2013; and further

RESOLVED, that the Board of Directors hereby: (a) ratifies and confirms in all respects the prior Clayton Transaction; and (b) authorizes, ratifies and adopts in all respects the continuation of the Clayton Transaction in 2013; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013; and further

Goodbarn Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Goodbarn Transaction in

2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Goodbarn Transaction in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Goodbarn Transaction in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Goodbarn Transaction in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Goodbarn Transaction in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Goodbarn Transaction in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Goodbarn Transaction in 2013; and further

RESOLVED, that, for so long as Mr. Goodbarn is a member of the Board of Directors of MobiTV or retains a significant financial stake in MobiTV, Mr. Goodbarn shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve MobiTV or any of its affiliates; and further

Lynch Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the Lynch Transaction is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the Lynch Transaction; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the Lynch Transaction;

NOW, THEREFORE, BE IT RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, the Board of Directors hereby approves, ratifies and confirms the recommendations of management and the Audit Committee regarding the Lynch Transaction; and further

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation and other members of management, and upon such other inquiries and other matters as are deemed appropriate or relevant by the Board of Directors, the Board of Directors hereby finds that the Lynch Transaction is fair to the Corporation and its subsidiaries; and further

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the Lynch Transaction; and further

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, the Board of Directors hereby authorizes, ratifies and adopts in all respects the Lynch Transaction; and further

RESOLVED, that for so long as Mr. Lynch is a member of the Board of Directors of Digitalsmiths, Mr. Lynch shall recuse himself from any matters presented to the Corporation or its subsidiaries that directly or indirectly involve Digitalsmiths or any of its subsidiaries; and further

Howard Transaction

WHEREAS, (a) the Audit Committee has found, and recommended that the Board of Directors find, that the continuation of the Howard Transaction in 2013 is fair to the Corporation and its subsidiaries; (b) the Audit Committee has waived, and recommended that the Board of Directors waive, any conflict of interest (whether actual or potential) in connection with the continuation of the Howard Transaction in 2013; and (c) the Audit Committee authorized, ratified and adopted in all respects, and recommended that the Board of Directors authorize, ratify and adopt the continuation of the Howard Transaction in 2013;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendations of the Audit Committee regarding the continuation of the Howard Transaction in 2013; and further

RESOLVED, that based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation, and upon such other matters as are deemed relevant by the Board of Directors, the Board of Directors hereby finds that the continuation of the Howard Transaction in 2013 is fair to the Corporation and its subsidiaries; and further

RESOLVED, that the Board of Directors hereby waives any conflict of interest (whether actual or potential) in connection with the continuation of the Howard Transaction in 2013; and further

RESOLVED, that the Board of Directors hereby authorizes, ratifies and adopts in all respects the continuation of the Howard Transaction in 2013; and further

RESOLVED, that, for so long as Mr. Howard is a member of the Board of Directors of Avail-TVN or retains a significant financial stake in Avail-TVN, Mr. Howard shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Avail-TVN or any of its affiliates; and further

SATS Transaction

WHEREAS, (a) management, those members of the Board of Directors who are not also members of the Board of Directors of SATS (the "Non-Interlocking Directors"), and the Audit Committee have found, and recommended that the Board of Directors find, that, subject to the Tax Sharing Conditions, the SATS Transaction is fair to the Corporation and its subsidiaries; and (b) subject to the Tax Sharing Conditions, the Non-Interlocking Directors and the Audit Committee have approved, and recommended that the Board of Directors approve, the SATS Transaction on substantially the same terms and conditions described in the materials distributed prior to the meeting with such non-material modifications, changes, or amendments to such terms and conditions as the Chief Executive Officer or Executive Vice President, General Counsel and Secretary of the Corporation (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, subject to the Tax Sharing Conditions, the Board of Directors hereby approves, ratifies and confirms the recommendations of management, the Non-Interlocking Directors and the Audit Committee regarding the SATS Transaction; and further

RESOLVED, that, based upon the information received by the Board of Directors, the above-referenced discussions with the General Counsel of the Corporation and other members of management, and upon such other inquiries and other matters as are deemed appropriate or relevant by the Board of Directors, the Board of Directors hereby finds that, subject to the Tax Sharing Conditions, the SATS Transaction is fair to the Corporation and its subsidiaries; and further

RESOLVED, that, subject to the Tax Sharing Conditions: (a) the SATS Transaction be, and hereby is, approved on substantially the same terms and conditions described in the materials distributed prior to the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as the proper officers, or any one of them, shall in their discretion approve; and (b) the consummation of such transaction by any proper officer, with such non-material modifications, changes, or amendments to the terms and conditions of the SATS Transaction as any proper officer shall approve, shall constitute conclusive evidence that such transactions have been approved hereby; and further

General Enabling Resolutions

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.

ITEM 4. 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 other applicable privileges.

ITEM 5. APPROVAL OF FORM AND FILING OF ANNUAL REPORT ON FORM 10-K AND REPORT ON ACTIVITIES OF AUDIT COMMITTEE

Mr. Tom A. Ortolf, Chairman of the Audit Committee, presented a report on the general activities of the Audit Committee and the Audit Committee's review of the Corporation's financial statements and Form 10-K for the year ended December 31, 2012.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted, subject to: (i) approval by the Audit Committee; and (ii) incorporation of any comments received at the Audit Committee meeting:

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by March 1, 2013, an Annual Report on Form 10-K for the year ended December 31, 2012 (the "Form 10-K");

WHEREAS, a draft of the Form 10-K proposed to be filed with the Commission was attached as Exhibit 7A to the board book for the meeting (the "Draft Form 10-K"), and each member of the Board of Directors has read the Draft Form 10-K 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-K contains year-end financial statements of the Corporation that were audited by KPMG LLP ("KPMG"), independent registered public accounting firm for the Corporation;

WHEREAS, management has recommended that the Audit Committee approve (i) as to form the Draft Form 10-K, 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-K (with any such non-material changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and

WHEREAS, the Audit Committee has (a) approved, ratified and confirmed the recommendation of management concerning the approval (i) as to form of the Draft Form 10-K, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) of the filing with the Commission of the Form 10-K (with any such non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and (b) recommended that the Board of Directors approve (i) as to form the Draft Form 10-K, 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-K (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 Board of Directors hereby approves, ratifies and confirms the recommendation of the Audit Committee concerning the approval as to form and filing of the Form 10-K; and further

RESOLVED, that the Draft Form 10-K, in substantially the form attached as Exhibit 7A to the board book for the meeting, be, and it hereby is, approved as to form with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate; and further

RESOLVED, that the Form 10-K, in substantially the form attached as Exhibit 7A to the board book for the meeting, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, be filed with the Commission at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and further

RESOLVED, that the General Counsel and Chief Financial Officer be, and they collectively hereby are, authorized, empowered and directed to prepare or cause to be prepared, to execute or cause to be executed, and to file or cause to be filed with the Commission such non-material amendments and supplements to the Form 10-K as they, collectively, may deem necessary or desirable, or as may be required by the Commission; and further

RESOLVED, that, in the event that such an amendment or supplement to the Form 10-K is filed, the members of the Board of Directors shall be provided with redline copies of the revised Form 10-K showing the changes that were made; and further

RESOLVED, that the Chairman, the Chief Executive Officer, the Executive Vice President, General Counsel and Secretary or Executive Vice President and Chief Financial Officer 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 resolutions; 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, ratified, and confirmed in all respects.

ITEM 6. 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 of the Board of Directors (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 fourth quarter 2012, a list of which was attached as Exhibit 8A 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 "Stock Incentive Plan"), which Stock Incentive Plan provides for the grant of stock options, among other stock-based performance awards, to key employees of the Corporation and its subsidiaries;

WHEREAS, (i) 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 Stock Incentive Plan; and (ii) under the Stock Incentive Plan: (a) no grantee may be granted options or stock appreciation rights in the aggregate of more than four million (4,000,000) shares in any one calendar year; and (b) the maximum dollar amount of the fair market value of shares that any grantee may receive in any one calendar year in respect of performance awards granted under the Stock Incentive Plan may not exceed thirty million dollars ($30,000,000);

WHEREAS, the Board of Directors has established the Executive Compensation Committee to administer the Stock Incentive 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 Stock Incentive Plan was adopted by the Board of Directors and approved by stockholders in recognition of management's belief;

WHEREAS, (i) awards under the Stock Incentive 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 of the Board of Directors, 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 Stock Incentive Plan;

WHEREAS, at the Annual Meeting of the Board of Directors held on May 2, 2012, (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 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 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 Executive 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 8A 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 Stock Incentive Plan and an incentive stock option agreement to be approved by the Chairman of the Corporation; and

WHEREAS, (i) the date of grant of such Options is December 31, 2012 (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 at the Annual Meeting of the Board of Directors held on May 2, 2012.

ITEM 7. DETERMINATION OF NONEMPLOYEE DIRECTOR INDEPENDENCE, FINANCIAL LITERACY AND OTHER QUALIFICATIONS AND DESIGNATION OF "AUDIT COMMITTEE FINANCIAL EXPERT"

Mr. Dodge led a discussion on the independence, financial literacy and other requirements for nonemployee directors and the qualifications necessary for designation as an "audit committee financial expert" pursuant to Item 401(h) of Regulation S-K. Mr. Dodge noted that a copy of the relevant requirements was included on pages 16-18 of Exhibit 9A attached to the board book for the meeting. Mr. Dodge explained that management has determined that Mr. Steven R. Goodbarn, Mr. Tom A. Ortolf and Mr. Gary S. Howard each meet the applicable independence, financial literacy and other requirements and that Mr. Goodbarn possesses the applicable qualifications necessary for designation as an "audit committee financial expert" pursuant to Item 401(h) of Regulation S-K, based upon, among other things, their respective qualifications as set forth in the draft Proxy Statement attached as Exhibit 10A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted (with Messrs. Goodbarn, Ortolf and Howard abstaining with respect to the resolutions applicable to themselves):

Nonemployee Director Independence

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors after due deliberation has determined that Messrs. Goodbarn, Ortolf and Howard each meet the applicable independence, financial literacy and other requirements of the charters, laws, rules, and regulations applicable to the Corporation, including without limitation, the Audit Committee Charter; the Executive Compensation Committee Charter; the Nominating Committee Charter; Rule 4200(a)(15) of the NASDAQ Stock Market; Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended; Item 407 of Regulation S-K; Rules 10A-3 and 16b-3 of the rules and regulations of the Securities and Exchange Commission; Section 162(m) of the Internal Revenue Code; and Treasury Regulation 1.162-27(e);

Audit Committee Expert

WHEREAS, Mr. Goodbarn has expressed his willingness and desire to be designated as an "audit committee financial expert" pursuant to Item 401(h) of Regulation S-K;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors after due deliberation has determined that Mr. Goodbarn possesses the applicable qualifications necessary for designation as an "audit committee financial expert" pursuant to Item 401(h) of Regulation S-K; and further

RESOLVED, that Mr. Goodbarn be, and he hereby is, designated as an "audit committee financial expert" pursuant to Item 401(h) of Regulation S-K until the 2014 Annual Meeting of the Board of Directors and until his respective successor is duly designated and qualified.

ITEM 8. APPROVAL OF ANNUAL SHAREHOLDERS MEETING DATE AND RELATED MATTERS

Mr. Dodge proposed that the 2013 Annual Meeting of Shareholders (the "Annual Shareholders Meeting") be held on Thursday, May 2, 2013, at 1:00 p.m., prevailing Mountain Time, at the Corporation's offices located at 9601 S. Meridian Blvd., Englewood, Colorado 80112 to consider and vote upon: (a) the election of the members of the Board of Directors to serve until the next annual shareholders meeting or until their successors are duly elected and qualified; (b) a proposal to ratify the appointment by the Board of Directors of KPMG as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2013; (c) amendment of the Amended and Restated DISH Network Employee Stock Purchase Plan (the "ESPP"); and (d) to consider and act upon any other business that may properly come before the Annual Shareholders Meeting or any adjournment or postponement of the Annual Shareholders Meeting.

Mr. Dodge noted that the Corporation's Bylaws require that notice of the Annual Shareholders Meeting be given to shareholders of record on such date as is established by the Board of Directors not less than ten nor more than sixty days before the date of the Annual Shareholders Meeting. Mr. Dodge then proposed that the record date for determining those shareholders entitled to notice of and to vote at the Annual Shareholders Meeting or any adjournment or postponement thereof be March 7, 2013.

Mr. Dodge then led a discussion regarding the proposed amendment of the ESPP to increase the maximum number of shares issuable thereunder from one million eight hundred thousand (1,800,000) to two million eight hundred thousand (2,800,000).

Mr. Dodge then reviewed the draft Proxy Statement attached as Exhibit 10A to the board book for the meeting.

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

Approval of Meeting Date and Record Date for the 2013 Annual Meeting of Shareholders

NOW, THEREFORE, BE IT RESOLVED, that the Annual Shareholders Meeting shall be held on Thursday, May 2, 2013 at 1:00 p.m., prevailing Mountain Time, at the

Corporation's offices located at 9601 S. Meridian Blvd., Englewood, Colorado 80112, or on such other date and/or at such other location as management shall determine; and further

RESOLVED, that March 7, 2013, be, and it hereby is, established as the record date for determining shareholders of the Corporation entitled to notice of and to vote at the Annual Shareholders Meeting or any adjournment thereof, or on such other date as management shall determine; and further

RESOLVED, that Broadridge Financial Services, Inc., be, and it hereby is, appointed as Election Judge at the Annual Shareholders Meeting; and further

Establishment of Number of Independent Director Positions for which the Nominating Committee Shall Recommend Independent Director Nominees

RESOLVED, that, in connection with the Annual Shareholders Meeting, the number of independent director positions for which the Nominating Committee shall recommend independent director nominees for selection by the Board of Directors be, and it hereby is, established to be three (3); and further

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 11:45 a.m. in order for Messrs. Steven R. Goodbarn, Tom A. Ortolf and Gary S. Howard to attend a meeting of the Nominating Committee.

CONTINUATION

Following completion of the Nominating Committee meeting, upon motion duly made and seconded, the meeting was reconvened at 11:50 a.m.

Approval of Nominees for Election to the Board of Directors

WHEREAS, management has recommended that the Board of Directors nominate Charles W. Ergen, Candy M. Ergen, James DeFranco, David K. Moskowitz, Carl E. Vogel and Joseph P. Clayton for election to the Board of Directors in connection with the Annual Shareholders Meeting, based upon, among other things, their respective qualifications as set forth in the draft Proxy Statement attached as Exhibit 10A to the board book for the meeting; and

WHEREAS, the Nominating Committee has recommended Tom A. Ortolf, Steven R. Goodbarn and Gary S. Howard for selection by the Board of Directors as independent director nominees for election to the Board of Directors in connection with the Annual Shareholders Meeting, based upon, among other things, their respective qualifications as set forth in the draft Proxy Statement attached as Exhibit 10A to the board book for the meeting;

NOW, THEREFORE, BE IT RESOLVED, (a) that Charles W. Ergen, Candy M. Ergen, James DeFranco, David K. Moskowitz, Carl E. Vogel, Joseph P. Clayton, Tom A. Ortolf, Steven R. Goodbarn and Gary S. Howard be, and they hereby are, selected as nominees for election to the Board of Directors; (b) that the Board of Directors unanimously recommends a vote FOR the election of all the nominees named herein; and (c) that such nominees be presented to the shareholders of the Corporation for election at the Annual Shareholders Meeting; and further

Appointment of KPMG as Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2013

RESOLVED, that, subject to approval by the Audit Committee: (a) the Board of Directors hereby determines that it is in the best interests of the Corporation to have KPMG continue to serve as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2013, and, therefore, the Board of Directors hereby approves, ratifies and adopts the appointment of KPMG as the independent registered public accounting firm of the Corporation for the fiscal year ending December 31, 2013 (subject to ratification by the shareholders); (b) that the Board of Directors unanimously recommends a vote FOR ratification of such appointment; and (c) that such appointment be presented to the shareholders of the Corporation for ratification at the Annual Shareholders Meeting; and further

Amendment of Amended and Restated DISH Network Employee Stock Purchase Plan

WHEREAS, at the Annual Shareholders Meeting held on May 11, 2006, the shareholders approved the amendment, as recommended by the Board of Directors, of the ESPP to increase the maximum number of shares that may be issued under the ESPP from eight hundred thousand (800,000) to one million eight hundred thousand (1,800,000);

NOW, THEREFORE, BE IT RESOLVED, that, after due consideration, the Board of Directors deems it to be advisable and in the best interests of the Corporation to amend, and hereby does amend, the ESPP to increase the maximum number of shares that may be issued under the ESPP from one million eight hundred thousand (1,800,000) to two million eight hundred thousand (2,800,000); and further

RESOLVED, (a) that the Board of Directors unanimously recommends a vote FOR approval of amendment of the ESPP; and (b) that the amended ESPP be presented to the shareholders of the Corporation for approval at the Annual Shareholders Meeting; and further

Approval of Form, Filing and Distribution of the Proxy Statement

RESOLVED, that the draft Proxy Statement, in substantially the form as distributed prior to the meeting, be, and it hereby is, approved as to form with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate; and further

RESOLVED, that the Proxy Statement, in substantially the form as distributed prior to the meeting, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, be filed with the Commission pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; and further

RESOLVED, that the General Counsel and Chief Financial Officer be, and they collectively hereby are, authorized, empowered and directed to prepare or cause to be prepared, to execute or cause to be executed, and to file or cause to be filed with the Commission such amendments and supplements to the Proxy Statement as they, collectively, may deem necessary or desirable, or as may be required by the Commission; and further

RESOLVED, that, in the event that an amendment or supplement to the Proxy Statement is filed, the members of the Board of Directors shall be provided with redline copies of the revised Proxy Statement showing the changes that were made; and further

RESOLVED, that the Corporation be, and it hereby is, directed to distribute the Proxy Statement, in substantially the form previously distributed to the members of the Board of Directors, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, to each shareholder owning the Corporation's voting securities on the record date of March 7, 2012; and further

General Enabling Resolutions

RESOLVED, that the Chairman 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 resolutions; 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, ratified, and confirmed in all respects.

ITEM 9. REVIEW OF CERTAIN ITEMS PREVIOUSLY APPROVED BY THE BOARD OF DIRECTORS

Mr. Dodge reviewed certain items approved by the Board of Directors year-to-date that are outside of the ordinary course and have not been consummated and the status of each such item, as well as certain items approved by the Board of Directors in prior years that remain active. 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. Mr. Dodge then noted that his review did not include items approved year-to-date that are ordinary course (whether consummated or not) or that are outside of the ordinary course but have been consummated.

ITEM 10. 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, the Corporation's wireless strategy, various potential strategic investment opportunities for the Corporation, and 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 2A to the board book for the meeting. Mr. Ergen then responded to questions from the members of the Board of Directors.

ITEM 11. CHIEF EXECUTIVE OFFICER'S REPORT AND 2013 BUDGET REVIEW

Mr. Clayton presented a report on his observations as President and Chief Executive Officer of the Corporation, including, among other things, a discussion regarding the operation of the Corporation's Blockbuster business, the Corporation's 2 GHz satellite fleet and its associated valuation that included, without limitation, certain ongoing discussions for potential uses of the Corporation's 2 GHz satellites in Europe and a potential modification of the T2 satellite (currently not launched) to support various missions on-orbit. Messrs. Clayton and Olson then reviewed the 2013 budget for the Corporation and its subsidiaries with the members of the Board of Directors. A copy of Messrs. Clayton and Olson's presentation was distributed at the meeting. Messrs. Clayton and Olson then responded to questions from the members of the Board of Directors.

ITEM 12. 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 2013 through December 2013 were attached as Exhibit 12A to the board book for the meeting. Members of the Board of Directors requested that Mr. Dodge reschedule the dates of certain of the upcoming meetings.

Termination

There being no further business to come before the meeting, the meeting was, upon motion duly made and seconded, terminated at 1:30 p.m., prevailing Mountain Time.

____

R. Stanton Dodge
Secretary

APEN

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DISTRICT COURT

CLARK COUNTY, NEVADA

PLUMBERS LOCAL UNION NO. 519 PENSION TRUST FUND and CITY OF STERLING HEIGHTS POLICE AND FIRE RETIREMENT SYSTEM, derivatively on behalf of nominal defendant DISH NETWORK CORPORATION, Plaintiffs, v. CHARLES W. ERGEN; JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN R. GOODBARN; DAVID MOSKOWITZ; TOM A. ORTOLF; CARL E. VOGEL; GEORGE R. BROKAW; JOSEPH P. CLAYTON; and GARY S. HOWARD, Defendants, DISH NETWORK CORPORATION, a Nevada corporation, Nominal Defendant	CASE NO.: A-17-763397-B DEPT. NO.: XI **VOLUME 23 OF APPENDIX TO THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION**

Ex.	Date	Description	Page No.
461	02/11/2013	DISH Minutes of Audit Committee	9435
462	05/01/2013	Email from A. Ahmed to B. Neylon	9465
463	05/02/2013	Amended and Restated Charter of The Audit Committee of The Board of Directors of DISH Network Corporation	9470

DATED this 28th day of November 2018.

By [signature]
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CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of November 2018, a true and correct copy of the foregoing **VOLUME 23 OF APPENDIX TO 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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EXHIBIT 461

EXHIBIT 461

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

February 11, 2013

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 February 11, 2013 at 2:00 p.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: Joseph P. Clayton, President and Chief Executive Officer of the Corporation and a member of the Board of Directors *(present for Items 9 – 17 only)*; R. Stanton Dodge, Executive Vice President, General Counsel and Secretary of the Corporation; 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 7 only);* Pat Halbach, Vice President, Internal Audit for the Corporation; Matt Sheers, Vice President, Tax Administration of the Corporation *(present for Items 6-12 only);* Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation; Arnold Hoy, Lead Engagement Partner, KPMG LLP ("KPMG"), independent registered public accounting firm for the Corporation; Mike Bearup, Audit Partner, KPMG; Michael Moore, Tax Partner, KPMG; and Jessica Hall, Senior Manager, KPMG.

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

Mr. Ortolf advised that as: (i) proper notice was delivered to each member of the Audit Committee; or (ii) each member of the Audit Committee has waived any and all notices that may have been required to be given with respect to a regular meeting of the Audit Committee, by: (a) participating in the meeting without objection to notice; or (b) otherwise communicating waiver of any such notice to the Secretary or Assistant Secretary of the Corporation or their designees, and a quorum was present, the meeting was properly convened.

Approval of Minutes and Signing of Consents

The first item of business was the approval of the minutes of the Special Meeting of the Audit Committee held on October 30, 2012; the minutes of the Regular Meeting of the Audit Committee held on November 2, 2012; and the minutes of the Special Meeting of the Audit Committee held on November 30, 2012. Mr. Dodge explained that draft minutes of those meetings were attached as Exhibits 2A, 2B and 2C, respectively, to the board book for the meeting.

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

> NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Special Meeting of the Audit Committee held on October 30, 2012; the minutes of the Regular Meeting of the Audit Committee held on November 2, 2012; and the minutes of the Special Meeting of the Audit Committee held on November 30, 2012, in substantially the form attached hereto as Exhibits

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> 2A, 2B, and 2C, respectively, to the board book for the meeting be, and they hereby are, approved, ratified and confirmed in all respects, subject to incorporation of any comments made by the members of the Audit Committee at the meeting.

Review of Fourth Quarter and Year End Financial Performance and Marketable Securities

The second item of business was a report presented by Messrs. Olson and Orban regarding the Corporation's audited financial statements for the year ended December 31, 2012 (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 fourth quarter and year ended December 31, 2012, including, without limitation, certain subscriber related metrics; the Corporation's Pay TV income statement; the Corporation's business segment income statement; the Corporation's consolidated 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 policies; certain financing transactions; and certain metrics for competitors of the Corporation during the fourth quarter 2012 and prior periods.

Mr. Orban then led a discussion regarding the valuation analysis of the assets acquired as part of the Corporation's acquisitions of 100% of the equity of reorganized DBSD North America, Inc. (the "DBSD Transaction") and substantially all of the assets of TerreStar Networks, Inc. (the "TerreStar Transaction"). A summary of Mr. Orban's presentation was distributed at the meeting. The members of the Audit Committee reviewed and discussed the valuation analysis with Mr. Orban and the other members of management present at the meeting.

Mr. Orban then led a discussion regarding the draft programming dispute accrual memorandum and the draft late fee analysis that were distributed at the meeting and walked the members of the Audit Committee through the changes made to the draft programming dispute accrual memorandum from the fourth quarter 2012.

Mr. Orban then reviewed the positions held by the Corporation in marketable strategic and non-strategic securities as of December 31, 2012. Mr. Orban noted that, for the reference of the members of the Audit Committee, a summary of the Corporation's marketable securities as of December 31, 2012 was attached as Exhibit 3B to the board book for the meeting.

Mr. Orban also 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 fourth quarter, a copy of the portfolio summary for the D&O trust fund as of December 31, 2012, and a breakdown of current assets included in the Corporation's draft Form 10-K were attached as Exhibits 3C, 3D and 3E, 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.

Management's Report on Internal Control Evaluation and Officer Certifications

The third 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 December 31, 2012, 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 December 31, 2012 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting. As such, Mr. Robert E. Olson (the Chief Financial Officer of the Corporation) and Mr. Joseph P. Clayton (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.

Mr. Olson also noted that on March 9, 2012, the Corporation completed the DBSD Transaction and the TerreStar Transaction. Mr. Olson also noted that the Corporation is currently integrating policies, processes, people, technology and operations for each of these acquisitions, and that management will continue to evaluate the Corporation's internal control over financial reporting as it executes integration activities.

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

The fourth item of business was a discussion led by Mr. Dodge of all recurring and a certain new potential SEC Reg. S-K, Item 404 "Related Person" transaction, Nevada Revised

Statutes §78.140 transaction 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.

REDACTED-ATTORNEY-CLIENT PRIVILEGED

[redacted]

Mr. Dodge explained that, during 2012 the Corporation (or one of its subsidiaries) employed Mrs. Candy M. Ergen. The Corporation (or one of its subsidiaries) paid Mrs. Ergen approximately $100,000 during 2012, and expects to pay her approximately $100,000 during 2013, although depending on the time and services that will be provided she may earn more than that amount during 2013. During 2013, the Corporation may elect to employ certain Ergen children and expects to pay them approximately $25,000 in the aggregate, although depending on the time and services that will be provided, they may earn more than that amount during 2013 (collectively, the "Ergen Transaction I").

Mr. Dodge further explained that Mrs. Ergen is a member of the Board of Directors of Children's Hospital Colorado to which the Corporation provides pay-TV services (the "Ergen Transaction II"). Children's Hospital Colorado paid the Corporation approximately $70,000 and $70,000 for the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that, during 2012, Summit Capital L.L.C. ("Summit Capital"), an entity controlled by Mr. Ergen, subleased approximately 1,100 square feet of office space at 5701 S. Santa Fe Drive. Under the sublease, Summit Capital paid the Corporation approximately $8,000 during 2012 and is expected to pay the Corporation approximately $8,500 during 2013 (the "Ergen Transaction III").

Mr. Dodge further explained that, during 2006, Mr. Carl E. Vogel, Senior Advisor to the Corporation and a member of the Board of Directors, agreed to serve as a director of Shaw Communications Inc. ("Shaw"), a diversified Canadian communications company whose core business is providing broadband cable television, high-speed Internet, digital phone, telecommunications services and satellite direct-to-home services to over three million customers, and Mr. Vogel has beneficial ownership of 70,000 shares of Shaw common stock, options to purchase an additional 70,000 shares of Shaw common stock and 9,860 deferred share distribution units of Shaw common stock (the "Vogel Transaction I").

Mr. Dodge further explained that, during 2011, Mr. Vogel agreed to serve as a director of Sirius XM Radio Inc. ("SiriusXM"), a provider of satellite radio (the "Vogel Transaction II"). The Corporation and its distributors act as authorized distributors and retailers of SiriusXM receivers and related hardware and the Corporation receives certain programming rights from SiriusXM. Mr. Vogel has beneficial ownership of 100,000 shares of SiriusXM common stock and options to purchase an additional 136,597 shares of SiriusXM common stock. The Corporation paid SiriusXM approximately $1,300,000 and $1,700,000 during the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that, during 2009, Mr. Vogel agreed to serve as a director of Universal Electronics Inc. ("UEI"), a provider of pre-programmed universal wireless control products and audio-video accessories that are marketed to enhance home entertainment systems, and Mr. Vogel has beneficial ownership of 15,833 shares of UEI common stock and options to purchase an additional 20,000 shares of UEI common stock (the "Vogel Transaction III"). The Corporation paid UEI approximately $0 and $1,700 during the years ended December 31, 2011 and 2012, respectively, for purchases of certain equipment by the Corporation, such as remote controls. EchoStar Corporation ("SATS") has paid UEI approximately $28,000,000 and $26,000,000 during the years ended December 31, 2011 and 2012, respectively, for purchases of certain equipment, such as remote controls.

Mr. Dodge further explained that, during 2009, Mr. Vogel agreed to serve as a director of Ascent Media Corporation ("Ascent Media"), which provides creative services and content management and delivery services to the media and entertainment industries in the United States, the United Kingdom and Singapore, and Mr. Vogel has beneficial ownership of approximately 6,035 shares of Ascent Media common stock and options to purchase an additional 6,329 shares of Ascent Media common stock (the "Vogel Transaction IV"). The Corporation paid Ascent Media approximately $1,000 and $0 during the years ended December 31, 2011 and 2012, respectively, for certain video duplication services.

Mr. Dodge further explained that, during 2010, Mr. Vogel agreed to serve as a director of ION Media Networks, Inc. ("ION"), which owns and operates the ION channel and certain local television stations carried by the Corporation and which also owns certain 700 MHz spectrum, and Mr. Vogel has an option to acquire 0.015% of ION (the "Vogel Transaction V").

Mr. Dodge further explained that, during December 2012, The Gores Group, LLC ("The Gores Group"), an investment firm for which Mr. Vogel serves as an advisor, agreed to purchase the Harris Broadcast Communications division from Harris Corporation ("Harris"). Harris generally provides audio and video broadcast technology and communications systems and information networks for voice, data, imaging and video. Mr. Vogel will join the board of directors of The Gores Group entity that purchased the Harris Broadcast Communications division ("Harris Broadcast"), and acquire a one percent (1%) ownership interest in Harris Broadcast through his advisory role for The Gores Group (the "Vogel Transaction VI"). The Corporation paid Harris approximately $530,000 and $190,000 during the years ended December 31, 2011 and 2012, respectively, for certain services provided to the Corporation's media sales business. SATS paid Harris Broadcast approximately $900,000 and $900,000 during the years ended December 31, 2011 and 2012, respectively, for certain broadcast technology products.

Mr. Dodge further explained that, during 2012, the Corporation (or one of its subsidiaries) employed Ms. Meaghan Ortolf (who serves the Corporation as a Sales Operations Analyst I which is not a financial reporting role), the daughter of Mr. Ortolf, a member of the Board of Directors (the "Ortolf Transaction"). The Corporation (or one of its subsidiaries) paid Ms. Meaghan Ortolf, approximately $36,000 during 2012, and expects to pay her approximately $37,000 during 2013, although depending on the time and services that will be provided, she may earn more than that amount during 2013.

Mr. Dodge further explained that, during 2012 the Corporation (or one of its subsidiaries) employed Mr. Matt Stovall, the son-in-law of Mr. Joseph P. Clayton, President, Chief Executive Officer and a member of the Board of Directors (the "Clayton Transaction"). The Corporation (or one of its subsidiaries) paid Mr. Matt Stovall approximately $70,000 during 2012, and expects to pay him approximately $75,000 during 2013, although depending on the time and services that will be provided, he may earn more than that amount during 2013.

Mr. Dodge further explained that, during 2012, Mr. Steven Goodbarn, a member of the Board of Directors, agreed to serve as a director of MobiTV, Inc. ("MobiTV"), which provides end-to-end mobile media solutions, including, among other things, the delivery of live TV, video-on-demand, and download-and-store services, for certain of the Corporation's competitors (the "Goodbarn Transaction").

Mr. Dodge further explained that the Corporation (or one of its subsidiaries), is proposing to enter into a commercial agreement with Digitalsmiths LLC ("Digitalsmiths"), the terms and conditions of which are more fully described in the materials distributed prior to the meeting (the "Lynch Transaction"). Digitalsmiths is a company that provides personalized video search, recommendation and browsing services. Roger Lynch, an employee of the Corporation and SATS, is a member of the board of directors of Digitalsmiths and received a standard director package from Digitalsmiths consisting of 125,000 common stock options (approximately 0.3% of the fully diluted equity), with 50,000 of the common stock options currently vested and the remaining 75,000 common stock options on a four-year vesting schedule. The Corporation (or one of its subsidiaries) expects to pay Digitalsmiths approximately $4.3 million over the three year term of the agreement ($1 million in year 1; $1.5 million in year 2; and $1.8 million in year 3). Mr. Dodge then noted that at the meeting of the Board of Directors held earlier, the Board of Directors discussed the inclusion of a change-of-control provision in the agreement with Digitalsmiths.

Mr. Dodge further explained that, during 2011, Mr. Gary Howard, a member of the Board of Directors, agreed to serve as a director of Avail-TVN ("Avail-TVN"), which provides transport, encoding and metadata services for certain of the Corporation's "Video-On-Demand" ("VOD") programming (the "Howard Transaction"). The Corporation paid Avail-TVN approximately $323,000 and $207,000 during the years ended December 31, 2011 and 2012, respectively.

Mr. Dodge further explained that the Corporation and SATS are parties to that certain Tax Sharing Agreement dated December 31, 2007 and that the Corporation and SATS are considering entering into certain agreements (each, an "Agreement," and, collectively, the "Agreements") regarding the allocation of certain rights, responsibilities and obligations related to the Internal Revenue Service ("IRS") audits for the 2005, 2006 and 2008 fiscal years (the "IRS Audits") and certain super-combined state tax returns, the terms and conditions of which are more fully described in the materials distributed prior to the meeting (the "SATS Transaction"). Mr. Dodge then noted that at the meeting of the members of the Board of Directors who are not also members of the Board of Directors of SATS (the "Non-Interlocking Directors") held earlier, the Non-Interlocking Directors noted that: (i) the Agreement related to the IRS Audits (the "Audit Agreement") should contain a provision to lock the tax rates under the Audit Agreement at the current tax rates; (ii) the Audit Agreement should contain certain provisions reflecting that the Corporation will pay SATS for tax benefits under the Audit Agreement only (a) when SATS becomes a cash taxpayer, (b) when SATS otherwise would have received a tax benefit for such items, and (c) to the extent SATS could have received a tax benefit for such items; and (iii) approval of the SATS Transaction is subject to further discussion between management and KPMG regarding the SATS Transaction ((i) – (iii) collectively, the "Tax Sharing Conditions").

Mr. Dodge then reviewed the transactions between the Corporation and/or its subsidiaries and SATS and/or its subsidiaries (if any) that were entered into since the Regular Meeting of the Board of Directors held on November 2, 2012, and approved by Mr. Joseph P. Clayton 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 2, 2011 (each a "Delegated SATS Transaction"). Mr. Dodge noted that a list of the Delegated SATS Transactions approved since the Regular Meeting of the Board of Directors held on November 2, 2012 (if any), was attached as Exhibit 6A to the board book for the meeting.

After discussion and deliberation, upon motion duly made and seconded, the following resolutions were unanimously adopted (with Mr. Ortolf abstaining with respect to the Ortolf Transaction, Mr. Goodbarn abstaining with respect to the Goodbarn Transaction, and Mr. Howard abstaining with respect to the Howard Transaction):

WHEREAS, the Ergen Transaction I, Ergen Transaction II, Ergen Transaction III, Vogel Transaction I, Vogel Transaction II, Vogel Transaction III, Vogel Transaction IV, Vogel Transaction V, Vogel Transaction VI, Ortolf Transaction, Clayton Transaction, Goodbarn Transaction, Lynch Transaction, Howard Transaction and the SATS Transaction may potentially be considered related party transactions 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 transactions;

Ergen Transaction I

NOW, THEREFORE, BE IT RESOLVED, that based upon the information received by the Audit Committee, 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 prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013, is fair to the Corporation and its subsidiaries; provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children does not exceed $25,000 in 2013; 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 prior Ergen Transaction I and the continuation of the Ergen Transaction I in 2013; 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 prior Ergen Transaction I; and (b) authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Ergen Transaction I in 2013; provided that Mrs. Ergen's employment compensation does not exceed $110,000 in 2013 and the aggregate employment compensation of the Ergen children does not exceed $25,000 in 2013; and further

Ergen Transaction II

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Ergen Transaction II in 2013 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 continuation of the Ergen Transaction II in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Ergen Transaction II in 2013; and further

RESOLVED, that, for so long as Mrs. Ergen is a member of the Board of Directors of Children's Hospital Colorado, Mrs. Ergen shall recuse herself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Children's Hospital Colorado or any of its affiliates; and further

Ergen Transaction III

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Ergen Transaction III in 2013 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 continuation of the Ergen Transaction III in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Ergen Transaction III in 2013; and further

RESOLVED, that, for so long as Mr. Ergen is a member of the Board of Directors of Summit Capital or retains a significant financial stake in Summit Capital, Mr. Ergen shall recuse himself from any matters presented to the Corporation that directly or indirectly involve Summit Capital; and further

Vogel Transaction I

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Vogel Transaction I in 2013 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 continuation of the Vogel Transaction I in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Vogel Transaction I in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of Shaw or retains a significant financial stake in Shaw, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Shaw or ExpressVu or any of their affiliates; and further

Vogel Transaction II

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Vogel Transaction II in 2013 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 continuation of the Vogel Transaction II in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Vogel Transaction II in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of SiriusXM or retains a significant financial stake in SiriusXM, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve SiriusXM or any of its affiliates; and further

Vogel Transaction III

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Vogel Transaction III in 2013 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 continuation of the Vogel Transaction III in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Vogel Transaction III in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of UEI or retains a significant financial stake in UEI, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve UEI or any of its affiliates; and further

Vogel Transaction IV

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Vogel Transaction IV in 2013 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 continuation of the Vogel Transaction IV in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Vogel Transaction IV in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of Ascent Media or retains a significant financial stake in Ascent Media, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Ascent Media or any of its affiliates; and further

Vogel Transaction V

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Vogel Transaction V in 2013 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 continuation of the Vogel Transaction V in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Vogel Transaction V in 2013; and further

RESOLVED, that, for so long as Mr. Vogel is a member of the Board of Directors of ION or retains a significant financial stake in ION, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve ION or any of its affiliates; and further

Vogel Transaction VI

RESOLVED, that based upon the information received by the Audit Committee, 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 Vogel Transaction VI in 2013 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 Vogel Transaction VI in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the Vogel Transaction VI in 2013; and further

RESOLVED, that, for so long as Mr. Vogel serves as a member of the Board of Directors of Harris Broadcast or retains a significant financial stake in Harris Broadcast, Mr. Vogel shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Harris Broadcast or any of its affiliates; and further

Ortolf Transaction

RESOLVED, that based upon the information received by the Audit Committee, 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 prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013 are fair to the Corporation and its subsidiaries; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013; 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 prior Ortolf Transaction and the continuation of the Ortolf Transaction in 2013; 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 prior Ortolf Transaction; and (b) authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Ortolf Transaction in 2013; provided that Ms. Ortolf's employment compensation does not exceed $45,000 in 2013; and further

Clayton Transaction

RESOLVED, that based upon the information received by the Audit Committee, 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 prior Clayton Transaction and the continuation of the Clayton Transaction in 2013 are fair to the Corporation and its subsidiaries; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013; 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 prior Clayton Transaction and the continuation of the Clayton Transaction in 2013; 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 prior Clayton Transaction; and (b) authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Clayton Transaction in 2013; provided that Mr. Stovall's employment compensation does not exceed $85,000 in 2013; and further

Goodbarn Transaction

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Goodbarn Transaction in 2013 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 continuation of the Goodbarn Transaction in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Goodbarn Transaction in 2013; and further

RESOLVED, that, for so long as Mr. Goodbarn is a member of the Board of Directors of MobiTV or retains a significant financial stake in MobiTV, Mr. Goodbarn shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve MobiTV or any of its affiliates; and further

Lynch Transaction

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, based upon the information received by the Audit Committee, 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 (subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths), and hereby recommends that the Board of Directors find, that the Lynch Transaction is fair to the Corporation and its subsidiaries;

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, the Audit Committee hereby waives, and hereby recommends that the Board of Directors waives, any conflict of interest (whether actual or potential) in connection with the Lynch Transaction; and further

RESOLVED, that, subject to the incorporation of a change-of-control provision in the agreement with Digitalsmiths, the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the Lynch Transaction; and further

RESOLVED, that, for so long as Mr. Lynch is a member of the Board of Directors of Digitalsmiths or retains a significant financial stake in Digitalsmiths, Mr. Lynch shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Digitalsmiths or any of its affiliates; and further

Howard Transaction

RESOLVED, that based upon the information received by the Audit Committee, 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 continuation of the Howard Transaction in 2013 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 continuation of the Howard Transaction in 2013; and further

RESOLVED, that the Audit Committee hereby authorizes, ratifies and adopts in all respects, and hereby recommends that the Board of Directors authorize, ratify and adopt, the continuation of the Howard Transaction in 2013; and further

RESOLVED, that, for so long as Mr. Howard is a member of the Board of Directors of Avail-TVN or retains a significant financial stake in Avail-TVN, Mr. Howard shall recuse himself from any matters presented to the Board of Directors (or its committees) that directly or indirectly involve Avail-TVN or any of its affiliates; and further

SATS Transaction

WHEREAS, (a) management and the Non-Interlocking Directors, have found, and recommended that the Audit Committee and the Board of Directors find, that the SATS Transaction is fair to the Corporation and its subsidiaries; and (b) the Non-Interlocking Directors approved, and recommended that the Audit Committee and the Board of Directors approve, the SATS Transaction on substantially the same terms and conditions described in the materials distributed prior to the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as the Chief Executive Officer or Executive Vice President, General Counsel and Secretary of the Corporation (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, subject to the Tax Sharing Conditions, the Audit Committee hereby approves, ratifies and confirms the recommendations of management and the Non-Interlocking Directors regarding the SATS Transaction; and further

RESOLVED, that, subject to the Tax Sharing Conditions, based upon the information received by the Audit Committee from management, the above-referenced discussions with the General Counsel of the Corporation and other members of management, and upon such other inquiries and other matters as are deemed appropriate or relevant by the Audit Committee, the Audit Committee hereby finds, and recommends that the Board of Directors find, that the SATS Transaction is fair to the Corporation and its subsidiaries; and further

RESOLVED, that, subject to the Tax Sharing Conditions: (a) the Audit Committee hereby approves, and recommends that the Board of Directors approve, the SATS Transaction on substantially the same terms and conditions described in the materials distributed prior to the meeting, with such non-material modifications, changes, or amendments to such terms and conditions as the proper officers, or any one of them, shall in their discretion approve; and (b) the consummation of such transaction by any proper officer, with such non-material modifications, changes, or amendments to the terms and conditions of the SATS Transaction as any proper officer shall approve, shall constitute conclusive evidence that such transaction has been approved hereby; and further

General Enabling Resolutions

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.

Litigation Update

The fifth item of business was an update presented by Mr. Dodge, in his capacity as General Counsel of the Corporation, regarding significant litigation in which the Corporation and/or its subsidiaries are involved. Mr. Dodge explained that his report and any ensuing discussions were subject to the attorney/client and other applicable privileges.

Review and Approval of Form and Filing of Form 10-K

The sixth item of business was the approval of the form and filing of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012. Messrs. Dodge and Sheers led a discussion regarding, among other things, the SATS Transaction and certain tax attributes of the Corporation's agreements for the AMC-15 and AMC-16 satellites. Messrs. Dodge, Olson, Sheers and Ehrhart then responded to questions from the members of the Audit Committee and KPMG.