

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 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

Electronically Filed
Mar 30 2021 10:21 a.m.
Elizabeth A. Brown
Clerk of Supreme Court

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 resolution be, and the same hereby are, ratified, and confirmed in all respects.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 1:00 p.m. in order for the members of the Board of Directors to attend the 2013 Annual Meeting of Shareholders (the "Annual Shareholders Meeting").

CONTINUATION

Following completion of the Annual Shareholders Meeting, upon motion duly made and seconded, the meeting was reconvened at 2:15 p.m.

ITEM 19. DISCUSSION OF ERGEN LIGHTSQUARED TRANSACTION

Mr. Moskowitz led a discussion regarding the memorandum provided by Mr. Ergen regarding the potential Ergen LightSquared Transaction. Mr. Moskowitz then walked the members of the Board of Directors through the benefits to be derived from, and the risks associated with, creating a special committee of the Board of Directors with respect to the potential transaction, in which Mr. Ergen has a personal interest, involving the Corporation, on the one hand, and LightSquared, on the other hand, as well as the possible composition of such a committee.

After discussion and deliberation no resolutions were proposed with respect to the Ergen LightSquared Transaction.

Termination

There being no further business to come before the meeting, the meeting was, upon motion duly made and seconded, terminated at 3:30 p.m., prevailing Mountain Time.

R. Stanton Dodge
Secretary

EXHIBIT 465

EXHIBIT 465



Team Summit Presentation
May 14 – 16, 2013
Risk Management Team

RISK MANAGEMENT – PROTECTING YOUR BUSINESS

Slide 1 – Risk Management, Protecting Your Business

RM - Good Afternoon, my name is Reji Musso...

Welcome to “Risk Management – Protecting Your Business.” This is our fourth presentation on this topic. Today we are going to share information that is all about protecting YOUR business and YOUR relationship with DISH to minimize the RISKS.

RM - I am always honored and excited to be here. Being face to face with our retailers is one of the rewards of working for DISH.

For those of you that I haven’t had chance to meet, I’ve been with Dish for 12 years. For the past six years, I’ve been the Compliance Manager in Retail Services. This job is all about overseeing retailers’ “compliance” with the Agreement, sharing information with you and seeing that things are done in the right way, within the guidelines.

Bruce?

BW – Reji, Thanks.

As Reji shared, we’ve been discussing business risks for some time at Team Summit and for years we’ve provided content for Retailer Chats, Important Notices and Retailer Development Forums and other venues.

I’ve been with Dish for nearly 9 years, all of that time with Retail Services Risk, Audit and Compliance. I’ve seen the team grow and change. We focus more today on data analytics. The basics haven’t changed much however. We’re tasked with identifying and mitigating risks associated with new customer activations and incentive payments based on business rules and the retailer agreement.

So we are all on the same page, let’s start off with a Disclaimer.

The information that we share with you today is not intended to be legal advice and in no way should replace the direction that you may obtain from your own advisors. If you have questions, we strongly recommend that you seek the advice of an attorney.



Slide 2 - Objectives

RM - Let's talk a little bit about what we want to accomplish today. (Show of hands) How many of you are interested in protecting your business or your employer's business? Protecting your relationship with DISH? Today, we want to provide information that will help you in doing just that. We encourage you to participate because we know that you have insights and observations into your business that we don't have. At the same time, if you want to talk about something particular to your specific business needs, we will be available to discuss outside of this session. Bruce?

BW – Before we started writing anything for this presentation we reached out to our sales organizations and asked some questions.

Slide 3 – Agenda

BW - Two topics prevailed. How can we provide more “**Visibility**” to problems and how could you understand more about “**Prevention?**”

Slide 4 - Visibility

RM - How can a retailer have **visibility** to changes in the law? (Federal, state or local)

RM - How does a retailer get **visibility** to changes or updates to the rules? (Third parties, use of Trademarks)

Slide 5 – Prevention

BW - How can a retailer **prevent** issues qualifying new customers?

BW - How can a retailer **prevent** a charge back for a duplicate account?

Slide 6 - Topics

BW - Specifically, we will provide information and clarification on the following topics:

- Retailer agreement
- Vetting third party affiliates
- Use of trademarks
- Monitoring services
- Duplicate accounts and processes

BW - We'll share some suggestions. With your input we'll talk about ways risks might be minimized. Be real aware that ultimately “control” of your business resides exclusively with you. Please share your thoughts along the way.

In addition, we want to review some of the expected behaviors in your business relationship with DISH as it relates to adhering to the terms of your Agreement.

To that end, let's jump right in and discuss some of the issues that are causing concerns for all of us today.

Reji, what's a big one?



Slide 7 – Retailer Agreement

RM – Let's talk in broad terms about the Retailer Agreement and Compliance with laws – Federal, State, Local, County and City. We reiterate this expectation time and again to protect your business and your relationship with DISH. As Bruce pointed out, you are responsible for your business and that includes knowing the laws, at the federal level such as Do Not Call laws, but in the specific areas in which you conduct business. For those of you who use or plan to use a telephone in connection with your sale of DISH products/services, so you know what an EBR is? Right, Existing Business Relationship. Some states do not recognize this relationship and others have rules that vary in each state. What that means for you is that you need to be cautious about calling your existing customers for certain types of calls. Another example is that some states have registration requirements if you conduct business in their state – not if you LIVE there or have an office there, but merely sell or conduct business there. Do you see how not knowing the rules could create problems for you?

ENGAGEMENT:

- How many of you put your personal phone numbers on Do Not Call lists?
- How many telephone numbers are currently ON the Federal DNC? Take a guess. 217,000,000...up from 210,000,000 in 2011.
- Did you know that some states have their own State DNC lists?
- Are you aware that Rules around calling mobile phones continue to change? How many of you have land lines? Not many. We are living in a mobile world.

These are just a few of the concerns that pop up. In fact, I'm going to take a minute here to mention PossibleNOW -- who is the vendor who manages our internal (Dish) Do Not Call list. Compliance Point is a division of PossibleNOW and is an expert in the laws surrounding customer engagements via phone or marketing. If any of the information shared concerns you or your business and you are not already using another vendor to aid you in these areas, consider reaching out to either of these groups and they can help. They may charge a nominal fee depending on the advice requested but I am certain it is less expensive than the alternative – getting in trouble.

BW – and Reji, not to interrupt,

Note that Possible Now is a vendor of DISH Network, but is not associated with DISH
And what about business rules...

PREVENTION POINT:

RM – Good point, Bruce. Business rules, while often operational, also define expectations. A lot of direction is circulated through these communications. We understand that you get a lot of communications from DISH, but as a point of PREVENTION, try to take the time to read them and make sure that you are following the rules if they apply to you and your business. All of the things that I discuss have been shared through Facts Blasts, Important Notices, Retailer Chats, focuson documents, etc. Another point to remember, these types of business rules support our agreement and are just as legally binding.

ENGAGEMENT:

BW - How many of you find it challenging to get everything read and digested? Do you have any suggestions on managing that responsibility for the folks in the room?



BW – And, I’m just curious, how many of you have read the retailer agreement? Business rules for Third Parties? For Social Media? For use of the trademarked terms?

BW – [after the hand raises] - Thank you all. There’s a lots of information out there and it’s important for you to be close to it all.

We’ve mentioned Social Media. Reji, what’s new there? Is there a bigger issue?

Slide 8 – Social Media

RM – We are seeing a lot of growth in the use of social media to share your business – from Facebook, to social blogs, to Twitter. How many of you use any of these? The retailer agreement continues to guide by requiring that you prominently state your business name, that you are an authorized retailer, etc. Additionally, you MUST use a disclaimer that states “The postings on this site are my own and do not represent DISH Network’s positions, strategies or opinions.” In fact, just last month we published an updated **focuson** document that can be found on Dish Portal reminding you of your obligations. I also highly encourage you to attend the class on Social Media that could help you with risks in that area.

And, if you have anyone besides yourself or an employee managing any of this social media and haven’t reported it, you may be using an unauthorized 3rd party affiliate.

Slide 9 – Third Party Definition

BW – So, Reji, how do you define an affiliate or lead generator?

RM – Anyone who is not your employee who generates a lead or sale and if you will financially benefit from the lead, you need to report it.

Bruce why should these folks be exercising caution?

BW – There are some dangerous ones - like the “pie in the sky” folks. They are the ones who give you an offer that your “gut” tells you is too good to be true. RUN. In the past we have discussed the e-mail leads that may have too much customer info in them – today it may be a “lead generator” selling internet leads or pay per call and it can be difficult to obtain the true origination of that lead. By the way, there is a class on Internet Marketing that you may want to attend.

ENGAGEMENT:

RM – Bruce, what’s the biggest problems with affiliates that have not been submitted for consent to use?

BW - They generally result in problems for the retailer from punitive consequences to CHARGE BACKS. How do we **prevent** this?

PREVENTION POINT:

BW - Report all 3rd parties AFTER you vet them but BEFORE you use? By “vet” we mean – by confirming who they are and insuring that they are doing what was promised and ONLY what was promised.



Slide 10 – Vetting Third Party Affiliates

BW - Do your own research which should include, among other things:

- Asking for references
- Google them
- Verify employment history
- Talk with your equipment provider, if applicable

Then fill out a Third Party Vendor Request Form (found on Dish Portal) and obtain the required “Consent to Use” from the Compliance Team PRIOR to engaging. Our team will do some further review – looking through Seibel and checking the “naughty list.”

What happens if you don’t follow these rules?

RM – Let me share a couple of consequences that have occurred.

- In the not too distant past, we had a large retailer, who failed to report a Third Party Vendor and then misrepresented that he was using this vendor. This retailer, despite generating over 2500 sales a month, was terminated.
- Last year we initiated a financial penalty against one of our retailers who failed to wait for consent to use. It was equivalent to about 10% of their monthly incentive payment.
- And then we had a brand new retailer just this year – hadn’t even gotten off the ground, and they failed to get consent to use prior to using an affiliate. They were terminated.

I’m not telling you this for intimidation but to reiterate that by following the rules you will protect your relationship with DISH and protect your business. I want to make sure that you’re aware of the potential consequences.

BW – Reji, this is certainly a requirement that can help safeguard a retailer’s business. Are there any other reminders that you would like to share? There’s gotta be more...

RM – I’m glad you asked...we talk about this time and again and it is also covered in your Retailer Agreement and a responsibility of the retailer...

Slide 11 – Use of Trademarks

RM – The use of trademarks. We continue to remind xxx

We continue to send updates regarding the use of trademarks. It gets murkier with the internet and all of the other forms of advertising mediums.

BW – So is this just about DISH or DISH Network?



RM – No and I think that is where there is a lot of confusion. Why do you folks think that we don't publish a comprehensive list of trademarks / trade names? For instance, who would have thought that these would be registered trademarks.

- “Why would you ever pay more for TV?”
- “Every TV in HD?”

The point is, before you start buying up domain names and dba's, you need to check with DISH to request consent to use the name.

Other registered trade names (just to name a few)

- Hopper
- Joey
- FLEXTV
- DISH Perks

While you can use them in your “copy” – refer to Dish Marketing Solutions for those guidelines, you cannot use them to in your business or domain names. Make sense? Are you surprised at some of these? And while we currently have many trademarked names, there are even more in the process of being trademarked. It is always evergreen – just as the business is.

I know this is a lot of information; you must also always identify yourself as an authorized retailer of DISH. You MUST use your licensed named or dba – the name ON FILE with DISH. All of your marketing should be accurate and traceable – to you.

So, contained within the Retailer Agreement, you have a Trademark License Agreement that details how you can use DISH branded terms. And if there are questions or reservations, please get in touch with Compliance and be proactive about getting direction.

ENGAGEMENT:

BW – What are you going to do before you set up a new domain or business name? And, how does DISH does protect its property?

RM – In addition to self-policing, we have a monitoring service that scrubs the web for a variety of things from trademark violations to equipment sales online. It looks for misuse of brands, images and copyrights.

Slide 12 – Monitoring Service

RM - The service provides reports which are reviewed by Compliance. When we connect the dots to a retailer, we reach out and discuss actions.

BW – What kind of action are you talking about, Reji?

RM - Well Bruce, this may include something as simple as contacting a retailer to advise that they need to update the landing page by adding the authorized retailer logo, adding a disclaimer, retailer contact information or updating pricing. OR it may be more serious such as asking for a domain name to be given to DISH or even taking down a web site. Make sense?



RM - Also, this monitoring service scrubs marketplaces for equipment sales which are specifically prohibited. Who among you is familiar with Craig's list and eBay? I think we have all shopped there from time to time.

Since we know we can't sell equipment online, our vendor has been given direction to take swift and immediate action on these. You may recall that in August of 2011, DISH published business rules forbidding the sale of equipment on these sites. You may also recall that this was mentioned in the Retailer Chat on April 12, 2013. Retailers are NOT permitted to sell ANY DISH branded equipment through these channels. Please be forewarned that the consequences of doing this could be as severe as termination. What you can do is sell equipment on your own retailer site.

PREVENTION POINT:

BW – Reji, this seems really complicated. But to make a few points

- Watch your use of trademarks
- Always use the authorized retailer designation
- Be careful of third party lead generators
- Make sure the name or dba you are using to identify yourself is on file with DISH
- Don't sell equipment in marketplaces

RM - We've talked about marketing and proper representation of the brand and generating leads, but Bruce, what can you tell our guests about converting those leads and properly qualifying customers for DISH service?

Slide 13 – Duplicate Accounts

BW – Thanks again Reji. One issue that comes up with retailers all the time is duplicate accounts. I suspect that many of you have run across and likely built processes around preventing duplicate accounts. At the same time, I don't want to assume everyone here has had the same experiences.

Let's start with some questions I hope we're going to answer along the way.

- What's a duplicate account?
- How are duplicates identified?
- How can a retailer dispute our findings?
- What are some of the things a retailer might consider doing to prevent duplicates?

What are your thoughts?

ENGAGEMENT:

After some discussion:



Slide 14 – Eligibility - New Customer Promotion

BW - A duplicate occurs when an account is activated for a household that is not eligible for a “New Customer Promotion” based on certain criteria. These start with:

1. Activating service at an address where a DISH account already exists
2. An account disconnected less than 90 days
3. An account disconnected with an outstanding balance or unreturned leased equipment

In addition, the system looks at new activations and identifies other accounts that are similar. These reports are reviewed daily. If it's determined that the new account is duplicate payments are held. This is the “Daily Audit Report” often referred to as DAR.

Information is sent to the sales teams and distributed to retailers for review daily. What's sent is a report shows how the accounts are associated.

This process is repeated at the end of every week and again at the end of the month to see if anything was missed. This is a repeating process of looking at new account information and comparing it to prior or existing accounts. Daily, weekly, monthly and beyond.

Another way duplicates are identified is through an actual audit. We look at retailer activations over a period of time and apply the same logic. This focus in these cases is on a retailer as opposed to “daily” activations.

Does this make sense?

Slide 15 – Dispute Process

Let's talk about disputes.

Typically, if a duplicate is identified, the ASM or your Distributor is going to contact you.

You'll be provided what we call a “Bucket” of accounts describing how they're associated. If an audit was involved you would have a number of accounts with similar details.

It's important to review the information that's been sent to you. If you have questions or if you think you have additional information we should consider, let us know.

When you dispute a duplicate, help us understand why the new account is not associated with the former account or the former household. For those of you who are Distributor Retailers, follow the procedures that your Distributor has in place. All others, contact us through audit.support@dish.com.

I know you have a bunch of questions but before we go there, let's talk about some of the things you might consider in order to avoid creating duplicate accounts.



Slide 16 – Strategies for Prevention

- Protect customer information.
 - Never share sensitive customer information (via text messaging or email) such as SSN, Credit card numbers, Date of birth.
 - Limit the number of employees that have access to the DISH sales tools.
 - Promptly remove all access to any former / terminated employees.
- Verify customer information:
 - Is the customer who they claim to be or should you ask for ID?
 - Does the address on the work order match the address qualified or should you ask for utility statement? (Apt. A?)
 - Consider using online search tools to validate addresses.
- Establish checks and balances within your business (separation of responsibilities):
 - Who should process sales orders?
- Know where your sales leads are coming from:
 - Have you reported to DISH and received consent to use all third parties?
 - If you're expanding into new markets and locations, how do you enter orders?
 - Has anything changed recently? Are you seeing any new trends?
 - Review Daily Activation Reports. Are there any common issues?

I don't recall that we've talked about duplicate accounts this directly in the past but hope this has been helpful.

Reji?

Slide 17 – Review

RM - I think we can safely say that we have covered a lot of information today. From Compliance with Laws, Third Party Affiliates, Use of Trademarks

Were there any surprises in what was shared today?

Any particular piece that stood out more than another?

Are there any questions?

OK, well, let's wrap it up.

Slide 18 – Wrap It Up

BW - Have we provided information that will help you in protecting your business and your relationship with DISH?

Have we given you **visibility** to current issues and possible **preventative** measures?

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Page 9



Outstanding.

Slide 19 – Contacts

Vendorinquiries@dish.com Third party requests, retailer agreement questions, trademark issues

Audit.support@dish.com Duplicate account disputes and audit issues

www.possiblenow.com Compliance and marketing solutions & services.

Retailer Care Line Questions regarding Promotional Business Rules and Service Requests
(303) 222-3010
6:00 AM - 8:00 PM MDT Monday - Friday
8:00 AM - 5:00 PM MDT Saturday

EXHIBIT 466

EXHIBIT 466

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Message

From: Pagels, Eric [/O=ECHOSTAR COMMUNICATIONS CORP/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=ERIC.PAGELS]
Sent: 5/16/2013 7:37:06 PM
To: Steve Goodbarn [steve.goodbarn@secure64.com]; 'Tom Ortolf' [tom.ortolf@gmail.com]; 'Gary Howard' [Gary@MOIFOUNDATION.ORG]
CC: Ehrhart, Brandon [brandon.ehrhart@dish.com]; Hooke, Rob [rob.hooke@dish.com]
Subject: Section 16 transactions

Steve, Tom and Gary:

Just wanted to give you a heads up that we have filed Form 4s for the following transactions over the past week.

Joe Clayton – Sold 47,250 DISH RSUs (out of 105,000 vested on 5/9/2013) pursuant to a 10b5-1 plan to cover tax obligations in connection with the vested RSUs.

Dave Shull – Exercised and sold 22,500 DISH options pursuant to a 10b5-1 plan.

Paul Orban – Exercised and sold 22,500 DISH options pursuant to a 10b5-1 plan.

Roger Lynch – Exercised and sold 4,000 DISH options pursuant to a 10b5-1 plan.

See below for cost and profit details.

Name	Date	Company	Number of Shares	Exercise Price	Sale Price	Profit
Joe Clayton	5/10/2013	DISH	47,250	\$0.00 (RSUs)	\$38.99	\$1,842,278
Dave Shull	5/9/2013	DISH	22,500	\$6.32	\$38.67	\$727,875
Paul Orban	5/9/2013	DISH	22,500	\$6.32	\$38.60	\$726,300
Roger Lynch	5/14/2013	DISH	4,000	\$18.00	\$38.53	\$128,840

Please let me know if you have any questions.

Thanks,
Eric

Eric J. Pagels
Corporate Counsel
DISH Network L.L.C.
9601 South Meridian Boulevard
Englewood, CO 80112
(303) 723-1833 (direct phone)
(262) 374-0277 (cell)
eric.pagels@dish.com

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EXHIBIT 467

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TX 102-009972

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JA010711
009514

TX 102-009973

EXHIBIT 468

EXHIBIT 468

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Message

From: Halbach, Patrick [/O=ECHOSTAR COMMUNICATIONS CORP/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=PATRICK.HALBACH]
Sent: 6/27/2013 7:42:47 PM
To: Beggs, Timothy [timothy.beggs@dish.com]
Subject: RE: TCPA surveys

Given that the audit was requested by Brett, I think the value, understanding of risks and quality of recommendations are most appropriate for him to evaluate. I make exceptions to the VP and above rule in the case of Legal because of the nature of their jobs. Joey is more at the execution level versus the governance level.

Pat

From: Beggs, Timothy
Sent: Thursday, June 27, 2013 1:10 PM
To: Halbach, Patrick
Subject: TCPA surveys

Pat: As we discussed, I'll be giving Brett Kitei a hard copy of the survey, but should we include Joey Montano as well? He's the person we worked most closely with and he owns all of the TCPA compliance processes. Brett generally deferred answers to questions to Joey – even those related to legal issues. Joey is Resource Manager in the CSC reporting up through Alex Greengold's team, but he was the only one in CSC we dealt with as he's been tasked with all of the compliance issues. Joey will also be responsible for implementing all action items.

Tim Beggs
DISH Network, LLC
Director, Internal Audit
w) 720-514-5293
c) 303-842-7203
f) 720-514-8355

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EXHIBIT 469

EXHIBIT 469

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DISH NETWORK CORPORATION

Special Meeting of the Board of Directors

July 8, 2013

A special meeting of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), was held on July 8, 2013 at 5:00 p.m. prevailing Mountain Time, via teleconference.

The following members of the Board of Directors participated:

Charles W. Ergen (*present for Items 1 through 3 only*)
Candy M. Ergen (*present for Items 1 through 3 only*)
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: Thomas A. Cullen, Executive Vice President, Corporate Development for the Corporation (*present for Items 1 through 3 only*); R. Stanton Dodge, Executive Vice President, General Counsel and Secretary of the Corporation; Jason Kiser, Vice President and Treasurer of the Corporation (*present for Items 1 through 3 only*); and Brandon Ehrhart, Vice President, Associate General Counsel and Assistant Secretary of the Corporation.

Call to Order

Mr. Ergen called the meeting to order and presided. Mr. Dodge acted as Secretary of the meeting.

Notice and Quorum

Mr. Dodge 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 special 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. DISCUSSION OF POTENTIAL STRATEGIC INVESTMENT OPPORTUNITY

Mr. Ergen presented a report on, among other things, the Corporation's wireless strategy. Messrs. Ergen, Cullen and Kiser then led a discussion regarding various potential strategic investment opportunities related to equity securities of T-Mobile US, Inc. ("T-Mobile") including, among others, total return swaps ("TRS"). A summary of their presentation and an analyst report on T-Mobile were distributed prior to the meeting.

Mr. Kiser then walked through the structure of a TRS and certain actions previously taken by the Corporation with respect to a TRS in the equity securities of T-Mobile. Mr. Kiser then walked through the filings that may need to be made with the Securities and Exchange Commission, the Department of Justice ("DOJ") and the Federal Trade Commission ("FTC") in connection with the acquisition of equity securities of T-Mobile, including, among others, the Hart-Scott-Rodino filing with the DOJ and FTC. Mr. Kiser then walked through the timelines associated with these filings.

Mr. Ergen then discussed, among other things, the value of T-Mobile. Mr. Ergen then noted the benefits to be derived from, and the risks anticipated to be associated with, a TRS in the equity securities of T-Mobile. Messrs. Ergen, Cullen and Kiser then responded to questions from members of the Board of Directors present at the meeting.

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

NOW, THEREFORE, BE IT RESOLVED, that the Corporation (or one of its subsidiaries) be, and it hereby is, authorized to acquire equity exposure to T-Mobile in an aggregate amount of up to \$1.125 billion at a price not to exceed \$27 per share; and further

RESOLVED, that the Chairman or Executive Vice President, General Counsel and Secretary of the Corporation and its subsidiaries (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 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 2. REG S-K ITEM 404 "RELATED PERSON" TRANSACTION

Mr. Dodge reviewed a certain new potential SEC Reg. S-K, Item 404 "Related Person" transaction, Nevada Revised Statutes §78.140 transaction and "Sensitive" transaction, 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 the Corporation and/or its subsidiaries are considering entering into an agreement with EchoStar Corporation ("SATS") and/or its subsidiaries whereby SATS will reimburse the Corporation for certain construction costs under an authorization to proceed (the "ATP") with Space Systems/Loral, LLC ("SS/L") related to the T2 satellite, which the Corporation acquired as part of its acquisition (the "TerreStar Acquisition") of substantially all of the assets of TerreStar Networks, Inc. ("TerreStar"), the terms and conditions of which were more fully described in the materials distributed prior to the meeting (the "SATS Transaction").

Mr. Cullen then discussed, among other things, the history of the TerreStar Acquisition; the FCC process, noting among other things, that the rules applicable to our AWS-4 wireless spectrum licenses no longer require an integrated satellite component; and SATS' recent discussions with Solaris Mobile Ltd ("Solaris") and Inmarsat Plc ("Inmarsat") regarding a transaction related to the T2 satellite. Mr. Cullen then noted that the Corporation currently has no plans to monetize the T2 satellite and recently shut down the Mobile Satellite System ("MSS") network that it acquired as part of the TerreStar Acquisition.

Mr. Ergen then responded to questions from the members of the Board of Directors present at the meeting, including, among others, a question from Mr. Vogel regarding potential buyers for the T2 satellite. Mr. Ergen noted, among other things, that the Corporation could potentially sell the T2 satellite for its scrap value. Mr. Ergen then noted, among other things, that Solaris and Inmarsat are not currently interested in purchasing the T2 satellite from the Corporation but may be interested in a potential joint venture with SATS whereby Hughes Network Systems, LLC would provide certain enhanced geostationary air link (EGAL) and other services.

ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 5:30 p.m. for the members of the Board of Directors of the Corporation who are not also directors of SATS (the "Non-Interlocking Directors") to attend a special meeting of the Non-Interlocking Directors; and for the members of the Audit Committee of the Board of Directors (the "Audit Committee") to attend a special meeting of the Audit Committee.

CONTINUATION

Upon motion duly made and seconded, the meeting was reconvened at 5:40 p.m.

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

WHEREAS, the SATS Transaction may potentially be considered a related person transaction under SEC Regulation S-K, Item 404, Nevada Revised Statutes §78.140 transaction and/or "Sensitive" transaction and therefore, out of an abundance of caution, the Board of Directors has been asked to review such transaction; and

WHEREAS, subject to all payments by the Corporation to SS/L under the ATP being reimbursed by SATS to the Corporation within three business days (the "Reimbursement Condition"), (a) management, the Non-Interlocking Directors, and the Audit Committee have found, and recommended that the Board of Directors find, that the SATS Transaction and its indefinite continuation are fair to the Corporation and its subsidiaries; and (b) 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 presentation distributed prior to the meeting other than its duration, which shall be indefinite, 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 and its subsidiaries (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 Reimbursement Condition, 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, subject to the Reimbursement Condition, 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 SATS Transaction and its indefinite continuation are fair to the Corporation and its subsidiaries; and further

RESOLVED, subject to the Reimbursement Condition, (a) that the SATS Transaction be, and it hereby is, approved on substantially the same terms and conditions described in the presentation distributed prior to the meeting other than its duration, which shall be indefinite, 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) that 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

RESOLVED, that 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 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 3. DISCUSSION OF ERGEN LIGHTSQUARED TRANSACTION

Mr. Ergen provided an update regarding the possible transaction involving LightSquared LP and/or LightSquared Inc., a debtor-in possession (collectively, "LightSquared") and the Corporation in which Mr. Ergen has a personal interest (the "Ergen LightSquared Transaction"). A draft version of a potential asset purchase agreement related to the Ergen LightSquared Transaction prepared by counsel to L-Band Acquisition, LLC was distributed prior to the meeting.

Mr. Ergen discussed the benefits to be derived from, and the risks anticipated to be associated with, the Ergen LightSquared Transaction including, among other things that: (i) the Corporation could receive 20 MHz of L-Band uplink spectrum; (ii) the additional 20 MHz of L-Band uplink spectrum would allow the Corporation to convert all of its current AWS-4 uplink spectrum to downlink spectrum, subject to Federal Communications Commission ("FCC") approval, which among other things would resolve certain impairment issues related to the Corporation's AWS-4 uplink spectrum; and (iii) the spectrum assets could make the H-Block spectrum licenses that the FCC is planning to auction off in the next year more viable to the Corporation, resulting in the Corporation potentially holding a total of 20 MHz of uplink spectrum and approximately 40-45 MHz of downlink spectrum. Mr. Ergen then discussed, among other things, the value of the current business of LightSquared, including its machine-to-machine (M2M) communication business. Mr. Ergen then noted that the Ergen LightSquared Transaction would potentially allow the Corporation to sell two satellites (T1 and D1). Mr. Ergen then noted, among other things, that LightSquared's 1.7 GHz spectrum propagates better than the Corporation's 2 GHz spectrum.

Mr. Ergen then walked through, among other things, the status of Harbinger Capital Partners' bid for LightSquared and the current litigation related to Mr. Ergen's personal purchases of certain LightSquared debt securities.

Mr. Ergen then discussed, among other things, the Corporation's potential options for its wireless strategy after the Corporation abandoned its efforts to acquire Sprint Nextel Corporation and Clearwire Corporation. Mr. Ergen then noted, among other things, that the Ergen LightSquared Transaction could assist with solving certain issues for the FCC including, among other things, that it could make the FCC's upcoming auction for certain H-Block spectrum licenses more meaningful to potential bidders and resolves the fact that LightSquared's spectrum is not being deployed in light of certain GPS-interference issues related to LightSquared. Mr. Ergen then noted, among other things, that 20 MHz of uplink spectrum and 40 MHz of downlink spectrum would be enough spectrum to build out a fixed wireless network.

ITEM 4. APPROVAL OF MINUTES

Mr. Dodge explained that draft minutes of the Special Meeting of the Board of Directors held on May 8, 2013 (the "May 8 Meeting") and the Special Meeting of the Board of Directors held on June 5, 2013 (the "June 5 Meeting") were distributed prior to the meeting.

Mr. Howard raised a question regarding the advancement of litigation expenses for members of the committee of disinterested and independent directors (the "Ergen LightSquared Transaction Committee") established in light of the Ergen LightSquared Transaction, and Mr. Goodbarn raised a question regarding the scope of indemnification of the members of the Ergen LightSquared Transaction Committee.

After discussion and deliberation: (i) no resolutions were proposed with regard to the draft minutes of the June 5 Meeting; and (ii) upon motion duly made and seconded, the following resolution was unanimously adopted with regard to the draft minutes of the May 8 Meeting subject to incorporation of any comments made by the members of the Board of Directors present at the meeting:

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Special Meeting of the Board of Directors held on May 8, 2013, in substantially the form distributed prior to the meeting be and they hereby are, approved, ratified and confirmed in all respects.

ITEM 5. DISCUSSION OF INDEMNIFICATION AND COMPENSATION OF THE ERGEN LIGHTSQUARED TRANSACTION COMMITTEE MEMBERS

Mr. Dodge led a discussion regarding indemnification and compensation of the members of the Ergen LightSquared Transaction Committee. A copy of Mr. Dodge's presentation was distributed prior to the meeting.

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Mr. Goodbarn suggested that the discussion of indemnification and compensation of the members of the Ergen LightSquared Transaction Committee be tabled at this time. Mr. Howard then provided an update regarding the process undertaken by the Ergen LightSquared Transaction Committee.

Messrs. Goodbarn and Howard then excused themselves from the meeting.

Messrs. DeFranco, Moskowitz, Vogel, Clayton and Ortolf then discussed, among other things, the indemnification and compensation of the members of the Ergen LightSquared Transaction Committee with the members of management present at the meeting.

After discussion and deliberation, no resolutions were proposed with respect to the indemnification and compensation of the Ergen LightSquared Transaction Committee.

Termination

There being no further business to come before the meeting, the meeting was, upon motion duly made and seconded, terminated at 7:45 p.m., prevailing Mountain Time.

R. Stanton Dodge
Executive Vice President, General
Counsel and Secretary

EXHIBIT 470

EXHIBIT 470

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Message

From: Vendor Inquiries [/O=ECHOSTAR COMMUNICATIONS CORP/OU=ECHOSTAR/CN=RECIPIENTS/CN=ADMINISTRATIVE ACCOUNTS/CN=GENERAL MAILBOX ACCOUNTS/CN=VENDORINQUIRIES]
Sent: 7/18/2013 4:58:43 PM
To: Kitei, Brett [brett.kitei@dish.com]; Wang, Men [men.wang@dish.com]; Conley, Amy [amy.conley@dish.com]
CC: Vendor Inquiries [vendorinquiries@dish.com]; Werner, Bruce [bruce.werner@dish.com]; Weddle, Mark [mark.weddle@dish.com]; Cox, Christine [christine.cox@dish.com]; Conley, Amy [amy.conley@dish.com]
Subject: RE: Unsolicited Telemarketing Calls Complaint

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

From: Kitei, Brett
Sent: Thursday, July 18, 2013 2:52 PM
To: Wang, Men; Conley, Amy
Cc: Vendor Inquiries; Werner, Bruce; Weddle, Mark; Cox, Christine; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

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

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From: Wang, Men
Sent: Thursday, July 18, 2013 2:46 PM
To: Kitei, Brett; Conley, Amy
Cc: Vendor Inquiries; Werner, Bruce; Weddle, Mark
Subject: RE: Unsolicited Telemarketing Calls Complaint

Please see attached.

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

Thanks,
Men

From: Wang, Men
Sent: Thursday, July 18, 2013 2:23 PM
To: Kitei, Brett; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

Here is the latest from NSS.

Thanks,
Men

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JA010724
009527

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SLC_ DNC_ Investigation_0006132
TX 102-009986

CONFIDENTIAL

From: Wang, Men
Sent: Wednesday, July 17, 2013 4:29 PM
To: Kitei, Brett; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

Please see attached update from NSS.

Thanks,
Men

From: Wang, Men
Sent: Wednesday, July 17, 2013 2:59 PM
To: Kitei, Brett; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

Please see attached opt-in information from NSS.

Thanks,
Men

From: Kitei, Brett
Sent: Wednesday, July 17, 2013 1:36 PM
To: Wang, Men; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

Thanks.

Brett J. Kitei
Senior Corporate Counsel & Director | DiSH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Wang, Men
Sent: Wednesday, July 17, 2013 1:15 PM
To: Kitei, Brett; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

I spoke with Kobi Levi, NSS President. He advised that they have opt-in for the number dialed, but he has instructed his Legal folks to settle w/ Daniel Smith. I followed up with an email, asking him to keep me in the loop with changes so I can provide a daily update until the matter is fully resolved.

Thanks,
Men

From: Kitei, Brett
Sent: Tuesday, July 16, 2013 2:57 PM
To: Wang, Men; Werner, Bruce; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

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JA010725
009528

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TX 102-009987

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Brett J. Kitei

Senior Corporate Counsel & Director | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Wang, Men
Sent: Tuesday, July 16, 2013 2:55 PM
To: Werner, Bruce; Kitei, Brett; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

Greetings – NSS confirmed that they own both (347) 468-8970 and (305) 434-7003, please see attached email for details. I spoke with Nathan Jones this morning about the unsolicited telemarketing complaint from Daniel Smith, and also forwarded him a copy of his letter. I asked Nathan to take the necessary actions to resolve with Daniel and also to provide explanation of events.

Thanks,
Men

From: Wang, Men
Sent: Monday, July 15, 2013 1:58 PM
To: Werner, Bruce; Kitei, Brett; Weddle, Mark
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

I'll reach out to NSS.

Thanks,
Men

From: Werner, Bruce
Sent: Monday, July 15, 2013 1:48 PM
To: Kitei, Brett; Weddle, Mark; Wang, Men
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

So I verified with Reji and Dish Promotions was / is registered DBA of NSS.

National Satellite Systems uses a number of local phone numbers that they use for call backs.

We may want to reach out to Kobi, share what we have.

Ask for a new DID list and numbers they own...and then get them to do their thing - find opt in - get recordings, etc. if these are associated with them.

Bruce M. Werner
Retail Services | DISH Network L.L.C.
O-720.514.5745 | F-720.514.7441 | C-720.301.7791
bruce.werner@dishnetwork.com

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JA010726
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TX 102-009988

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From: Kitei, Brett
Sent: Monday, July 15, 2013 12:53 PM
To: Weddle, Mark; Wang, Men
Cc: Vendor Inquiries; Conley, Amy; Werner, Bruce
Subject: RE: Unsolicited Telemarketing Calls Complaint

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Brett J. Kitei

Senior Corporate Counsel & Director | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Weddle, Mark
Sent: Monday, July 15, 2013 11:10 AM
To: Kitei, Brett; Wang, Men
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

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We need to get with CMO to try and see if they can help.

From: Kitei, Brett
Sent: Monday, July 15, 2013 10:55 AM
To: Weddle, Mark; Wang, Men
Cc: Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

We just received another letter from this guy claiming to have received more calls

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Brett J. Kitei

Senior Corporate Counsel & Director | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Wang, Men
Sent: Monday, July 08, 2013 4:23 PM
To: Kitei, Brett
Cc: Weddle, Mark; Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

I tried calling a few times to setup dummy FlexTV account, but was told they don't have promotions that don't require credit check and term agreement.

Thanks,
Men

From: Kitei, Brett
Sent: Monday, July 08, 2013 3:42 PM
To: Wang, Men
Cc: Weddle, Mark; Vendor Inquiries; Conley, Amy
Subject: RE: Unsolicited Telemarketing Calls Complaint

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009530

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Brett J. Kitei

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(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Wang, Men
Sent: Monday, July 08, 2013 3:36 PM
To: Kitei, Brett
Cc: Weddle, Mark; Vendor Inquiries
Subject: RE: Unsolicited Telemarketing Calls Complaint

Brett – I got in touch w/ Patty Pfeiffer with Sterling regarding the complaint. She advised that they have no records of calling (615) 478-7172. Furthermore, Patty confirmed neither (347) 468-8970 nor (305) 434-7003 belong to or are associated with Sterling.

I called (305) 434-7003 which had the automated recording of 'Dish Promotions, authorized retailer of DISH Network'. Rep advised that they are based out of California, but I was not able to obtain additional information.

Thanks,
Men

From: Wang, Men
Sent: Monday, July 08, 2013 9:28 AM
To: Kitei, Brett
Cc: Weddle, Mark; Vendor Inquiries
Subject: RE: Unsolicited Telemarketing Calls Complaint

Brett – (305) 434-7003 also goes to Dish Promotions (Sterling Commerce Group). We'll reach out to Sterling and report back.

Thanks,
Men

From: Kitei, Brett
Sent: Monday, July 08, 2013 9:22 AM
To: Wang, Men
Cc: Weddle, Mark; Vendor Inquiries
Subject: RE: Unsolicited Telemarketing Calls Complaint

See attached. The number at issue is 615-478-7172. This guys also claims to have received additional calls from 305-434-7003. **REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT**

REDACTED-ATTORNEY-CLIENT PRIVILEGED/WORK-PRODUCT

Thanks.

Brett J. Kitei

Senior Corporate Counsel & Director | DISH Network L.L.C.
(303) 723-2290 [p] | (720) 514-8479 [f] | brett.kitei@dish.com

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From: Wang, Men
Sent: Tuesday, July 02, 2013 5:44 PM
To: Kitei, Brett
Cc: Weddle, Mark; Vendor Inquiries
Subject: FW: Unsolicited Telemarketing Calls Complaint

Brett – (347) 468-8970 rings to Dish Promotions, authorized retailer of DISH. I spoke to a few agents and obtained their website, www.dishpromotions.com, which belongs to Sterling Commerce Group Inc, OE #10039650.

Per our conversation, we do not have phone number(s) that allegedly received these unsolicited telemarketing calls.

Please let me know if you have any questions or need additional information.

Thanks,
Men

From: Kitei, Brett
Sent: Tuesday, July 02, 2013 5:03 PM
To: Wang, Men
Cc: Weddle, Mark
Subject: FW: Unsolicited Telemarketing Calls Complaint

I believe these types of complaints now fall in your bucket?

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Thanks.

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

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From: Gorsuch, Elena
Sent: Tuesday, July 02, 2013 4:55 PM
To: Kitei, Brett; Conley, Amy
Cc: Cox, Christine
Subject: Unsolicited Telemarketing Calls Complaint

Hello,

Please see the attached Letter re Unsolicited Telemarketing Calls Complaint.

Regards,

Elena A Gorsuch
Litigation Administrative Assistant

DISH Network L.L.C.
elena.gorsuch@dish.com
(720) 514-5895 Direct
(720) 514-7470 Direct Fax

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From: MER1-1W-LEGAL4@DISHNETWORK.COM [mailto:MER1-1W-LEGAL4@DISHNETWORK.COM]
Sent: Tuesday, July 02, 2013 3:34 PM
To: Gorsuch, Elena
Subject: Message from MER1-1W-LEGAL4

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TX 102-009992

EXHIBIT 471

EXHIBIT 471

CONFIDENTIAL
LATITUDE GROUP, LLC
175 SOUTH MAIN STREET, SUITE 500
SALT LAKE CITY, UT 84111

July 25, 2013

VIA EMAIL: executiveresolution@dishnetwork.com

VIA FEDEX
DISH Network L.L.C.
Attn: Vice President of Retail Sales
9601 S. Meridian Blvd.
Englewood, Colorado 80155

VIA FEDEX
R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
DISH Network L.L.C.
P.O. Box 6655
Englewood, Colorado 80155

Re.: Dish Network Retailer Agreement (the "Agreement"), by and between DISH Network LLC ("DISH") and Latitude Group LLC ("LMG")

Dear Sirs,

We are in receipt of your letter dated July 8, 2013 in which you provide notice of automatic termination of the Agreement pursuant to the provisions of Section 10.4 of such Agreement. Please be advised that LMG has been wrongfully terminated as an OE Dish Network Retailer and has suffered damages as a result of the wrongful termination.

As you know, we submitted a letter on July 9, 2013, to Bruce Werner, stating in sum and substance that DISH had incorrectly terminated the Agreement. In our letter, we attempted to communicate the sequence of events leading to this misunderstanding. On July 11th, it was clear from our conversation with Blake Van Ernst that DISH did not properly consider the content of our letter when he advised us "we are not making progress on this call and this is just a courtesy call to allow you to get things off your chest."

We hereby demand that DISH reinstate the Agreement within 7 days of the date hereof and make immediate payment of past due sums for commissions and residuals. Please regard this letter as Notice of Claim pursuant to Section 15.1 and, barring reinstatement within 7 days, please be advised that we intend to give notice to commence non-binding mediation pursuant to Section 15.2 of the Agreement.

It is our hope that that if DISH considers the contents of this letter that it will realize that is has erroneously terminated Agreement and that it can quickly reinstate the Agreement so that we can resume our business operations in compliance with the Agreement.

As of the writing of this letter, LMG still has not been provided adequate or reasonable grounds for the DISH's termination letter. The termination letter referenced above states that the termination is pursuant to Section 10.4 of the Agreement, a clause with 22 sub-clauses and numerous sub-sub-clauses, none of which apply to the reasons provided verbally by Blake Van Ernst and Eric [last name unknown] in our telephone call on July 11, 2013.

During that call, Blake and Eric communicated that the cause for termination was due to a recent violation of business rules regarding unauthorized use of a third party vendor, namely the OfferWeb Media network. Blake argued that even though OfferWeb was approved as a third party vendor, DISH now requires that it be provided with every name and number of publishers in the

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OfferWeb Media network. We categorically reject that we have violated the business rules for the following reasons:

- (i) First, DISH granted consent to the use of the OfferWeb network on 8/30/11 (renewed most recently on 3/7/2013) as a **Email Marketing Vendor**. (See EX 1 which shows the list of approved vendors LMG has been granted permission to use). On the Third Party Vendor form, LMG clearly advises DISH that OfferWeb is a network of publishers. OfferWeb's website, www.offerweb.com, is clearly shown on the form. OfferWeb's website states: "**OfferWeb – You're Performance Network**", "Network" being the operative word. The website further states "*We pride ourselves in our long term, **publisher** relationships as we provide the personal contact and support needed to be an affiliate success. Our quality, publisher distribution channels include: **Emailers, Newsletters, PPC, Display Banner, SEO paid & organic, Contextual, Social Media and Call Center.***"[emphasis added] (See EX 2). It is clear from DISH's approval that OfferWeb is a network and DISH gave approval of that network initially on 8/31/2011, over two years ago, and consistently renewed that approval (most recently on 3/7/2013).
- (ii) Second, on our call with Blake and Eric on July 11, 2013, Eric stated that we violated a business rule and read verbiage from the Retailer Business Rules, Effective Date: April 29th, 2008, in the Section titled "Retailer Request to Use LGVs/Third Party Vendors", attached as Ex 3. He read the following:

"All telephone numbers used by retailer, its employees and Affiliates and/or the applicable Third Party and its employees, independent contractors, subcontractors, Affiliates, agents, sub-agents for any reason in connection with any Telemarketing Activities performed in connection with the marketing, promotion or solicitation of orders for Programming and/or any other Services or Hardware offered by DISH and/or any of its Affiliates;]"

Clearly, this business rule was written for retailers working with call centers or other telemarketers and has absolutely no bearing on the type of marketing we do, which is email based. There is no business rule that states that publishers names within an approved email marketing network must be provided to DISH for additional approval. Furthermore, DISH has never requested that it approve publisher names after approval of email networks.
- (iii) Third, DISH vendor inquiries, DISH's national account managers, and DISH network compliance officers, all understood and condoned this marketing method and the use of email networks, like OfferWeb. As outlined above in section (i) of this letter, these networks are a conglomerate of email publishers that bulk email legally and lawfully. It is inappropriate to suggest, as Eric did, that because LMG did not get an individual publisher in the network approved, that we had violated a third party business rule that had been written for call centers and telemarketers. (See EX 3) Therefore, it is completely inappropriate to use such business rule "violation" as a reason to terminate the Agreement.
- (iv) Fourth, DISH continues to permit other DISH retailers to use OfferWeb and other email networks without getting publisher information. DISH is singling out LMG for no apparent reason and more importantly no reason consistent with the Agreement. Joy Miskovich of OfferWeb states and provides an email confirmation that other Dish OE partners, like LMG, have used OfferWeb and its network mailers and would not know the names of all publishers within its networks. Therefore, consistent with the practices condoned by DISH, other DISH OE partners have not submitted Third Party Approval forms for the publishers within these same networks. The names of these publishers are proprietary information of the networks. (See EX 4, 5, and 6 from Joy Miskovich). See EX 4, which states, "*We have no record of signing any third party vendor form with Walla*". See EX 5 which states, "*Confirmed to us he has never filled out a third party form or even heard of it for that matter. I can guarantee*

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based on response right now walla is def not doing this!" and EX 6 shows a response regarding another publisher within OfferWeb's Network, namely W4, and which states: "...W4 pushing DISH in their Daily 'Recommended Campaigns' – so Yes, it's being done by all. Plus, they broadcast this to their entire database of 'affiliates.'" We personally know numerous DISH retailers which are using email networks without providing the publisher information to DISH.


- (v) Fifth, on our call with Men Wang on July 8, 2013, we were verbally advised that one of the reasons that DISH sent the termination letter is that Charlie Ergen, CEO of DISH, received a June 28th email solicitation for DISH services to which he objected because the From line read: "Dish Promotions". Please be advised that the solicitation was a "legal" email, in that Mr. Ergen had "opted in" to receive solicitations through Forbes.com and, that at no time did LMG authorize any email solicitation with the From line: "Dish Promotions". In fact, LMG specifically sent emails to OfferWeb stating the words "Dish Promotions" were not to be used in the From line. See the attached May 29, 2013, email which was sent to OfferWeb stating, "We cannot use 'Dish Promotions' in the from line", attached as EX 7. Even though we take responsibility for our Third Party Vendors, the error noted in this email does not warrant automatic termination of the Agreement. The attachments to this letter show that LMG received approval to work with OfferWeb and LMG submitted approved subject lines and from lines prior to the June 28, 2013, email to Charlie Ergen. As directed by DISH, we took appropriate steps of control and followed all email guidelines.
- (vi) Lastly, during our call with Bruce Werner on July 8, 2013, upon asking him for the reason for abrupt termination notice, we were also advised that during our 7+ years as a retailer there were two past purported infractions that had already been settled that were used by DISH in making a determination to terminate the Agreement. The Agreement does not provide DISH the right to retroactively use past purported infractions in making a determination to terminate the Agreement. Further, as we have previously advised DISH, the infractions which we were told about are not valid infractions and, in any event, do not warrant an automatic termination of the Agreement.

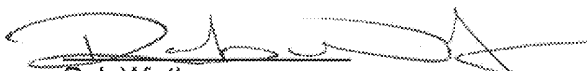
As DISH considers this letter, it should be noted, that on July 15, 2013 Jennifer Pacher from Quality Audit sent us an email showing we had the highest quality score within the Dish Network with 97% for the previous week. Our level of commitment to quality and other expectations Dish has given us is a priority. (see EX8 showing 97% and EX9 showing that that is leading the way up against all peer OE Partners).

LMG has been a committed OE partner of the highest Quality for many years and this termination decision has damaged the company greatly. For the reasons stated in this letter, DISH has incorrectly terminated the Agreement. We demand reinstatement immediately and payment of past due sums for commissions and residuals.

If you have any questions or would like to discuss this matter, please call us at 801-589-8442 (Osmond Seangsuwan) or 801-949-5595 (Rob Wintle).

Sincerely yours.


Osmond Seangsuwan


Rob Wintle

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TX 102-009996

Date Submitted	Date Renewal Submitted	Reseller Name	Reseller Number	Reseller Phone	Reseller Web Site	Submitted By	Reseller E-mail address	Reseller Fax #	Hardware Provider	OTM Sales Manager	Vendor Company Name	Vendor Company Address	Vendor City	Vendor State	Vendor Zip Code	Vendor Company Telephone	Vendor Telephoning Caller ID	Detailed Vendor Description	
8/31/10	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	CallTracker	CallTracker Corp	1821 Blake St #20	San Marcos	CA	92069	888-721-4840	N/A	Inbound call center for overflow sales calls
8/31/10	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	integrate	Easy Connect	1302 Clear Springs Trl #2	Denver	CO	80202	888-721-4840	N/A	Email Marketing
8/30/11	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	Elavive Marketing	201 Avenida Parkside	San Clemente	CA	92672	888-481-5545	888-481-5545	OTM phone and data sales. Call into our center	
8/23/11	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	National Direct Media	725 Stanford Ave	La Mesa	CA	91942	817-645-8114	817-645-8114	Google advertising, search engine, Ad words, and other free products using LMS	
8/20/11	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	Offerweb	220 E. Commercial Blvd #205	Corpus Christi	TX	78403	854-533-3235	854-533-3235	Offering local phone and other free products using LMS	
8/20/11	1/17/13	LATITUDE GROUP LLC	14428896	800-591-6525	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	Offerweb	973 cob place bnd	Laurens	SC	29553	716-425-8911	716-425-8911	Shared mail marketing	
8/20/11	1/17/13	LATITUDE GROUP LLC	14428896	801-549-5555	freedshow.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	Vestpro	1001 N. Rensselaer Ave # 200	Kearney	NE	68043	703-544-4083	703-544-4083	Email Marketing vendor	
12/18/11	1/17/13	LATITUDE GROUP LLC	14428896	801-796-1542	latitude.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	KASH LLC	942 N. Rainbow Blvd #151	Las Vegas	NV	89107	603-458-2953	603-458-2953	Email marketing	
8/7/12	1/17/13	LATITUDE GROUP LLC	14428896	801-796-1542	latitude.com	Rob White	rob@latitude.com	801-405-8071	Other	John Morris	Defender Direct	100 S. Dr. Ste. 200	Indianapolis	IN	46240	917-910-4230	917-910-4230	Overflow call center	

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EX 2

username: password: SIGN IN | [Forgot Password?](#)



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- [Quality Reports](#)
- [Reliability](#)
- [Consistent Performance](#)
- [Personalized](#)
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Quality over Quantity

Leading the industry since 2002, OfferWeb continues to service the largest and most qualified, top tiered publishers in the industry. Our **impeccable reputation** speaks for itself. We pride ourselves in our long term, publisher relationships as we provide the personal contact and support needed to be an affiliate success!

Our quality, publisher distribution channels include:

- .Emailers
- .Newsletters
- .PPC
- .Display/Banner
- .SEO paid & organic
- .Contextual
- .Social Media
- .Call Center

Publishers >

UNIQUE, EXCLUSIVE
AOR CAMPAIGNS

RELIABLE, CONSISTENT
LOW PERFORMERS



Advertisers >

NO RISK, PERFORMANCE
BASED MARKETING

INCREASE YOUR ROI



Events >



LEADS CON NEW YORK, NY

AUGUST 14 - 15



AFFILIATE SUMMIT 4A01

Ex 3



RETAILER BUSINESS RULES
Retailer Use of Third Parties and PossibleNOW Requirements
Effective Date: April 29th, 2008

The terms and conditions set forth in these Business Rules are subject to (and without limitation of) the terms and conditions set forth in a retailer's EchoStar Retailer Agreement, Distributor Retailer Agreement, such other form of agreement as may be determined by DISH at Any Time in its Sole Discretion authorizing a retailer to market, promote and solicit orders for Programming (each, a "Retailer Agreement"), any Other Agreement and other applicable Business Rules. Retailers with a valid Retailer Agreement in full force and effect with DISH Network L.L.C., formerly known as EchoStar Satellite L.L.C. ("DISH"), are hereinafter referred to as "DISH Retailers."

Any breach or default of any of your obligations under these Business Rules may be deemed, as determined in DISH's Sole Discretion, to be a breach and/or default under your Retailer Agreement(s).

THESE BUSINESS RULES ARE SUBJECT TO CHANGE FOR ANY REASON OR NO REASON AT ANY TIME AND FROM TIME TO TIME AT THE SOLE AND ABSOLUTE DISCRETION OF DISH UPON NOTICE TO RETAILER. THESE BUSINESS RULES SUPERSEDE ANY AND ALL PRIOR VERSIONS IN THEIR ENTIRETY.

Definitions:

Solely for purposes of these Business Rules, the terms below shall have the following meanings:

"Covered Retailers" means a DISH Retailer: (i) to which six hundred (600) or more activations of Programming for Subscriber Accounts are attributable during the immediately preceding calendar year, as determined at Any Time by DISH in its Sole Discretion; and (ii) that directly or indirectly participates in Telemarketing Activities in connection with the marketing, promotion or solicitation of orders for Programming and/or any other Services or Hardware offered by DISH and/or any of its Affiliates, as determined by DISH at Any Time in its Sole Discretion.

"Telemarketing" or "Telemarketing Activities" means a Telephone Solicitation or other transaction defined as "telemarketing" in applicable Laws (including without limitation the "Telemarketing Sales Rule," 16 C.F.R. § 310, as amended).

"Telephone Solicitation" means a voice communication, whether prerecorded, live, or a facsimile, over a telephone line or wireless telephone network or via a commercial mobile radio service that is made by a telephone solicitor to a telephone subscriber for the purpose of soliciting or encouraging the purchase or rental of, or investment in, property goods, or services; obtaining or providing information that will or may be used for that purpose; soliciting or encouraging a telephone subscriber's participation in any contest, sweepstakes, raffle, or lottery, whether legal or illegal, or obtaining a charitable donation.

All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in your Retailer Agreement.

THE FOLLOWING SECTIONS OF THESE BUSINESS RULES APPLY TO ALL RETAILERS:

Retailer Use of Third Parties:

Retailers are prohibited by their respective Retailer Agreement(s) (including without limitation the provisions of Section 7.1) from using any independent contractors, subcontractors, Affiliates, agents, sub-agents or any other person(s) not employed by such retailers (solely for purposes of these Business Rules, each a "Third Party" and collectively the "Third Parties") to fulfill any of their obligations thereunder without DISH's specific prior written consent (solely for purposes of these Business Rules, "Prior Written Consent"). All Prior Written Consents issued hereunder must be signed by a Vice President, Senior Vice President or Executive Vice President of DISH (or his/her designee).

Lead Generation Vendors:

Solely for purposes of these Business Rules, any Third Party that directly or indirectly participates in the generation of DISH Network customer leads (including without limitation through Telemarketing Activities) shall be referred to as a "Lead Generation Vendor" or "LGV". For the avoidance of doubt Third Parties include, but are not limited to, LGVs.

DISH acknowledges that retailers may wish to use one or more Third Parties (including without limitation one or more LGVs) for the purpose of generating customer leads in connection with such retailer's marketing, promotion and solicitation of orders for Programming under its Retailer Agreement(s). Without limitation of the foregoing or any provision of such retailer's Retailer Agreement or Other Agreement(s), DISH may, at Any Time in its Sole Discretion, consent to the use of Third Parties by DISH Retailers solely for the purposes authorized by DISH in a Prior Written Consent. Any use by a DISH Retailer of a Third Party that is not specifically set forth in a Prior Written Consent is strictly prohibited. Furthermore, use by a DISH Retailer of any Third Party, as set forth in a Prior Written Consent, shall, among other things, at all times be subject to: (i) applicable Laws; and (ii) the terms and conditions set forth in: (a) such retailer's Retailer Agreement(s), (b) these and any other applicable Business Rules, and (c) any Other Agreement(s). **For the avoidance of doubt: (1) these Business Rules shall in no way limit or otherwise affect a DISH Retailer's obligation to obtain DISH's specific written consent prior to using any Third Party in fulfillment of such retailer's obligations under its Retailer Agreement(s), irrespective of whether such Third Party is an LGV; (2) DISH may**

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deny its consent, either in whole or in part, to a retailer that submits a Request to Use Third-Party Vendor (as defined below) at Any Time in its Sole Discretion; and (3) DISH may revoke or otherwise limit any Prior Written Consent at Any Time in its Sole Discretion.

Retailer Request to Use LGVs/Third-Party Vendors:

Except as otherwise expressly set forth in a writing signed by a Vice President, Senior Vice President or Executive Vice President of DISH (or his/her designee), DISH Retailers desiring to use a Third Party to fulfill any of such retailers' obligations under their Retailer Agreement(s) must submit, for DISH's consideration, a completed written request in the form prescribed by DISH at Any Time in its Sole Discretion via e-mail to vendoringquiries@echostar.com (solely for purposes of these Business Rules, a "Request to Use Third-Party Vendor") PRIOR to using such Third Party.

To the extent such information is not included in a retailer's Request to Use Third-Party Vendor, retailers must also submit the following information to DISH either via the e-mail address set forth in the immediately preceding paragraph or via fax to (720) 514-8288 PRIOR to using any Third Party to fulfill any obligations under their Retailer Agreement:

- All telephone numbers used by retailer, its employees and Affiliates and/or the applicable Third Party and its employees, independent contractors, subcontractors, Affiliates, agents, sub-agents for any reason in connection with any Telemarketing Activities performed in connection with the marketing, promotion or solicitation of orders for Programming and/or any other Services or Hardware offered by DISH and/or any of its Affiliates;
- A detailed description of all marketing and other methods that Retailer and/or an applicable Third Party uses or plans to use to target prospective DISH Network subscribers; and
- Written and/or other documentation (as may requested by DISH at Any Time in its Sole Discretion and from retailer to retailer) evidencing such Retailer's and the corresponding Third Party's adherence to, and/or compliance with, federal and state Telemarketing and Do Not Call/Do Not Contact ("DNC") Laws (such materials may include, without limitation, copies of receipts evidencing payment by retailer or an applicable Third Party for federal and/or state DNC lists).

Retailers using any Third Party to fulfill any obligations under their Retailer Agreement(s) shall be solely responsible for providing DISH with written notice within thirty (30) days following any change in the information provided to DISH in a Request to Use Third-Party Vendor or otherwise under these Business Rules. Without limitation of the notice provisions set forth in a retailer's Retailer Agreement, all such notices should be sent to the same e-mail address or fax number set forth above.

Unless otherwise expressly set forth to the contrary in a Prior Written Consent or other writing signed by a Vice President, Senior Vice President or Executive Vice President of Dish (or his/her designee), Retailers are **prohibited** from using any Third Party that: (i) engages in outbound telemarketing to generate DISH Network customer leads; and/or (ii) is located outside of the continental United States. Under no circumstances shall any such writing or Prior Written Consent constitute: (a) an endorsement by DISH and/or any of its Affiliates of any Third Party or the acts and omissions of such Third Party; and/or (b) an acknowledgement by DISH and/or any of its Affiliates that the acts and omissions of any particular Third Party are in compliance with any Laws.

IN ADDITION TO (AND WITHOUT LIMITATION OF) ANY OTHER PROVISION HEREIN SET FORTH, RETAILERS AND THIRD PARTIES (INCLUDING WITHOUT LIMITATION LGVS) ARE EXPRESSLY PROHIBITED FROM ENGAGING IN THE PRACTICE KNOWN AS "SPOOFING" WHEREBY A DIFFERENT TELEPHONE NUMBER IS MADE TO APPEAR ON A CONSUMER'S CALLER IDENTIFICATION DEVICE OTHER THAN THE TELEPHONE NUMBER THAT WAS ACTUALLY USED TO PLACE AN OUTBOUND TELEPHONE SOLICITATION.

IN ADDITION TO (AND WITHOUT LIMITATION OF) APPLICABLE TERMS AND CONDITIONS SET FORTH IN A RETAILER'S RETAILER AGREEMENT, APPLICABLE BUSINESS RULES AND ANY OTHER AGREEMENT(S), ANY DISH RETAILER USING THIRD PARTIES (INCLUDING WITHOUT LIMITATION LGVS) SHALL BE RESPONSIBLE FOR THE ACTS AND OMISSIONS OF SUCH THIRD PARTIES TO THE SAME EXTENT IT IS RESPONSIBLE FOR THE ACTS AND OMISSIONS OF ITS OWN EMPLOYEES. EXCEPT AS SPECIFICALLY SET FORTH IN A PRIOR WRITTEN CONSENT, UNDER NO CIRCUMSTANCES SHALL ANY THIRD PARTY (INCLUDING WITHOUT LIMITATION AN LGV) BE AUTHORIZED TO PERFORM ANY OBLIGATIONS OF A RETAILER UNDER SUCH RETAILER'S RETAILER AGREEMENT, INCLUDING WITHOUT LIMITATION THE MARKETING, PROMOTION AND/OR SOLICITATION OF ORDERS FOR PROGRAMMING).

Unauthorized Retailer Use of LGVS:

The provisions and terms and conditions set forth in these Business Rules and in any Prior Written Consent are without prejudice as to any rights and remedies that may be available at Any Time to DISH and/or any of its Affiliates, whether arising at law, in equity, under contract (including without limitation a retailer's Retailer Agreement or any Other Agreement(s)) or otherwise.

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Retailer Reporting Requirement:

Retailers shall immediately provide DISH with written notice (via e-mail to vsn.doinquiries@echostar.com or by fax to (720) 514-8288) if they or any of their Affiliates: (i) are sued by; or (ii) enter into any type of settlement agreement or consent judgment with, a consumer, federal or state agency in connection with a DNC or autodialer related matter.

UNLESS OTHERWISE PRESCRIBED BY DISH AT ANY TIME IN ITS SOLE DISCRETION (AND FROM RETAILER TO RETAILER), OR UNLESS OTHERWISE SET FORTH HEREIN TO THE CONTRARY, THE FOLLOWING SECTIONS OF THESE BUSINESS RULES APPLY SOLELY TO COVERED RETAILERS (AS DEFINED ABOVE):

PossibleNOW Services:

By June 30, 2008, Covered Retailers must, at their sole cost and expense and at all times thereafter while they have a Retailer Agreement in force and effect, enroll with, acquire the software of, and/or otherwise subscribe to and use, DNC list-related services and/or programs offered by PossibleNOW, Inc. ("PossibleNOW"), as may be required by DISH or any of its Affiliates at Any Time upon notice to such retailers (solely for purposes of these Business Rules and collectively, the "PossibleNOW Services"); provided, however, that at no time shall PossibleNOW Services used by a Covered Retailer consist of any less than the "DNCInteractive" suite of products. Covered Retailers may contact PossibleNOW, Inc. in order to subscribe to or otherwise purchase PossibleNOW Services by calling (800) 585-4888 or by visiting the PossibleNOW, Inc. website at <http://www3.dncsolution.com/>. DISH and its Affiliates may, at Any Time in their Sole Discretion, require Covered Retailers to provide written proof of their enrollment in, acquisition of or other subscription to, PossibleNOW Services. For the avoidance of doubt: (i) Covered Retailers that have not already done so must enroll with, acquire the software of and/or otherwise subscribe to and use all required PossibleNOW Services no later than ninety (90) calendar days following the Effective Date; and (ii) all Covered Retailers must otherwise maintain and use all required PossibleNOW Services at all times while they have a Retailer Agreement in force and effect with DISH.

Sharing of Retailer Internal DNC Lists:

In addition to (and without limitation of) any other terms and conditions set forth in these Business Rules, Covered Retailers must share their internal DNC lists with DISH and its Affiliates in the manner and at such times as prescribed by DISH at Any Time in its Sole Discretion; provided, however that Covered Retailers shall share their internal DNC lists with DISH and its Affiliates no less frequently than once per week. Covered Marketers acknowledge and consent to the sharing of any and all information (whether written or verbal) between PossibleNOW and any of its Affiliates on the one hand, and DISH and any of its Affiliates on the other hand, relating to, among other things as DISH may (but shall be under no obligation to) determine at Any Time in its Sole Discretion, such Covered Retailer's: (i) use of PossibleNOW Services (including without limitation through a Third Party); and (ii) such Covered Retailer's Retailer Agreement.

Call Monitoring:

Covered Retailers acknowledge and agree that DISH shall have the right (but not the obligation) at Any Time in its Sole Discretion to monitor, record and/or otherwise access, whether electronically or otherwise and in all cases at DISH's election, any and all telephone or other similar communications made between such Covered Retailer and/or any of its employees, agents, sub-agents, independent contractors or Affiliates, on the one hand, and any prospective or actual consumer, on the other hand, that arise from or relate in any manner to the marketing, promotion and/or solicitation of orders for Programming and/or any other Services or Hardware offered by DISH and/or any of its Affiliates. Promptly, upon DISH's request, each Covered Retailer shall, at its sole cost and expense, undertake any and all acts and omissions (and/or cause its employees, agents, sub-agents, independent contractors or Affiliates to undertake all acts and omissions) that may be required to provide DISH with such access and/or otherwise carry out the purpose or intent of any of the foregoing, in all cases in such form and manner as may be specified by DISH at Any Time in its Sole Discretion.

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Re: Third Party Approval info

Rob Wintle <rob@golatitude.com>

Fri, Jul 12, 2013 at 9:28 AM

To: Joy Miskovich <joy@offerwebmail.com>

Cc: "Osmond Seangsuwan (osmond@golatitude.com)" <osmond@golatitude.com>, Joy Miskovich <joy@offerwebmail.com>

Joy,

Thank you for this response. We are working through a claim process. I will be in touch with updates.

Rob

Sent from my iPhone

On Jul 11, 2013, at 3:38 PM, "Joy Miskovich" <joy@offerwebmail.com> wrote:

Hi Rob,

We have no record of signing any third party vendor form with Walla.

OFFERweb has maintained a quality, *email only campaign* for LMG through its entire marketing relationship. We strive in quality, over quantity unlike other DISH competing offers in the marketplace (ie: Walla/National). We differ by mailing mostly TLD (top level domains) yahoo, aol which are harder to inbox, but the proven quality, outweighing others.

OFFERweb prides itself in its direct quality control of where our emails campaigns are placed. By definition our 'sub affiliate' sources, is defined by our tracking system and how all data is spread out, and managed accordingly. It references the varied segments of data we manage most importantly by domain (as outlined below), combination of drop dates, and/or creatives. We do not rebroker to unknown 3rd parties, out of our control.

Here is a sampling of 'sub affiliate' sources, and to what domains they represent; YTD:

SubID	mailing domain(s)	
37561	Yahoo	<i>Represents 45% of all traffic</i>
202364	Yahoo, aol	

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147889_sv279784	charter	
147889_sv230531	aol, hotmail	
147889_sv229458	cables	
147889_sv270402	Cable, yahoo, aol mix	
201608	Comcast, yahoo	

Only with such quality control, customer service and reliability, are we also able to successfully manage direct relationships with several branded clients like DISH, just a few being: DirecTV, eSurance, Quicken Loans, Fidelity Life, Everest College Phoenix University, Proactive, Vista Print & *many more.*

To lastly add, OFFERweb has also spent days of its own personal resources and technical man hours building our own mobile optimized campaign for DISH: www.ordersatellitetvnow.com. With the importance of mobile optimization, 50%+ of our emails are opened from a mobile device, we are able to capture a much broader audience. This level of time, passion, and dedication in such a build out, only exemplifies our commitment to LMG, and the success of DISH Network.

Please let me know if I can be of further assistance.

Thank you,

<image002.jpg> **Joy Miskovich-Dudas**

CEO/Founder

OFFERweb.com

p. 954.533.3235 x 1002 | f. 954. 333.3650

Joy@offerwebmail.com | 220 Commercial Blvd. #205 | Lauderdale by the Sea, FL 33308

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From: Rob Wintle [mailto:rob@golatitude.com]
Sent: Thursday, July 11, 2013 3:51 PM
To: Joy Miskovich
Cc: Osmond Seangsuwan
Subject: Third Party Approval info

Joy,

Thank you for your time on the phone and continued commitment to LMG. As mentioned we have you approved as a third party vendor by way of submitting to DISH the appropriate form. DISH asks this of us for various reasons, but most importantly to ensure we have close control and oversight over marketing practices. We know that you work carefully with managed data resources to get marketing out legally and compliantly.

It is important that we communicate to DISH that we have worked together in a quality effort to do fantastic marketing. Would you please explain further the nature of you managed data resources and how we are able to get out approved landing pages emailed?

As mentioned we are being terminated based on not having proper authorization to use "Sub affiliates" that work with you. Your approved but not others you might use to do you work. We are confident that we have been working in email arena like Walla Media/National Satellite has for years. Yet with greater compliance because we have approved you and that is who we work with.

Can you confirm that you have no record of NSS or Walla ever providing a Third Party Vendor form?

Finally, would you comment on our campaign always being email only and you knowledge that Walla not on does significantly higher volumes with less oversight?

You have been great to work with and patient with me while I awaited approvals from DISH OE advertising of components of the emails we packaged together? Some of the gray areas of the process made clear can save our retailer agreement.

Thank you,

Rob

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<image003.jpg>

ROB WINTLE

PARTNER

OFFICE: 801-736-1542 EXT 2001

CELL: 801-949-5595

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SLC_ DNC_Investigation_0014943
TX 102-010006

EX5



Rob Wintle <rob@golatitude.com>

Big Ben

5 messages

Joy Miskovich <joy@offerwebmail.com>
To: Rob Wintle <rob@golatitude.com>

Tue, Jul 16, 2013 at 8:16 PM

Confirmed to us he has never filled out a third party form or even heard of it for that matter.

I can guarantee based on response right now walla is def not doing this!

Let's talk tomorrow on update

Rob Wintle <rob@golatitude.com>
To: Joy Miskovich <joy@offerwebmail.com>

Tue, Jul 16, 2013 at 9:36 PM

Thanks. We definitely have a case and I appreciate the information. Talk tomorrow on some updates but know that we are sending a demand letter to Dish to be reinstated in the next 7 days.

Sent from my iPhone
[Quoted text hidden]

Rob Wintle <rob@golatitude.com>
To: Osmond Seangsuwan <osmond@golatitude.com>

Tue, Jul 16, 2013 at 9:40 PM

Another exhibit or potential exhibit.

Sent from my iPhone

On Jul 16, 2013, at 8:16 PM, "Joy Miskovich" <joy@offerwebmail.com> wrote:

[Quoted text hidden]

Joy Miskovich <joy@offerwebmail.com>
To: Rob Wintle <rob@golatitude.com>

Wed, Jul 17, 2013 at 1:15 PM

Ok, keep me posted.
Sounds like a good & much needed plan - "demand letter" that is.

Thanks Joy
[Quoted text hidden]

Rob Wintle <rob@golatitude.com>
To: Joy Miskovich <joy@offerwebmail.com>, Osmond Seangsuwan <Osmond@golatitude.com>

Wed, Jul 17, 2013 at 2:01 PM

I am trying to prove the case that Dish has reviewed your website in the past when you were approved and other like your company that go out to the network to get mail out specific to marketing Dish. Your website

clearly states the following:

*"We pride ourselves in our long term, ***publisher*** relationships as we provide the personal contact and support needed to be an affiliate success. Our quality, publisher distribution channels include: Emailers, Newsletters, PPC, Display Banner, SEO paid & organic, Contextual, Social Media and Call Center."*

If you have any old communications or email examples of people mailing Dish using a network that would be ideal. Bottom line is Dish has known and allowed network and "sub affiliates" for years but something has them terminating us and not them.

Rob



ROB WINTLE

PARTNER

OFFICE: 801-736-1542 EXT 2001

CELL: 801-949-5595

[Quoted text hidden]



Re: Ipad 2 creative approved

Rob Wintle <rob@golatitude.com>

Wed, May 29, 2013 at 3:56 PM

To: Marcia Rubio <marcia@offerwebmail.com>

Cc: Joy Miskovich <joy@offerwebmail.com>, Chalymar Acevedo <chaly@offerwebmail.com>, Accounting <accounting@offerwebmail.com>, Osmond Seangsuwan <Osmond@golatitude.com>

These From and Subjects are actually in addition to and obviously the Ipad 2 oneS And F are specific to That creative.



ROB WINTLE

PARTNER

OFFICE: 801-736-1542 EXT 2001

CELL: 801-949-5595

On Wed, May 29, 2013 at 3:55 PM, Rob Wintle <rob@golatitude.com> wrote:

We cannot use Dish Promotion. We can use that Subject. Yes the new replace the old.

Thanks!



ROB WINTLE

PARTNER

OFFICE: 801-736-1542 EXT 2001

CELL: 801-949-5595

On Wed, May 29, 2013 at 3:48 PM, Marcia Rubio <marcia@offerwebmail.com> wrote:

Hi Rob,

CONFIDENTIAL

Please confirm that the from/subject lines below are to Replace existing ones.

Additionally we had the following from/subject lines approved for 1 pub is it ok for them to continue to use them

From: DISH Promotions

Subject: Free HD for life with DISH

Thanks,

Marcia

From: Marcia Rubio
Sent: Wednesday, May 29, 2013 2:16 PM
To: 'Rob Wintle'; Joy Miskovich
Cc: Chalymar Acevedo; Accounting; Osmond Seangsuwan
Subject: RE: Ipad 2 creative approved

Hi Rob,

Just to confirm, the from / subject lines below are the ONLY ones to be made available correct?

Thanks,

Marcia

From: Rob Wintle [mailto:rob@golatitude.com]
Sent: Wednesday, May 29, 2013 1:15 PM
To: Joy Miskovich
Cc: Chalymar Acevedo; Accounting; Marcia Rubio; Osmond Seangsuwan
Subject: Re: Ipad 2 creative approved

Same Froms:

CONFIDENTIAL

JA010748
009551

Confidential/

SLC_ DNC_Investigation_0014947
TX 102-010010



Rob Wintle <rob@golatitude.com>

FW: Recommended Campaigns - June 19th 2013

1 message

Joy Miskovich <joy@offerwebmail.com>

Wed, Jul 17, 2013 at 3:12 PM

To: Rob Wintle <rob@golatitude.com>, Osmond Seangsuwan <Osmond@golatitude.com>

Hi Rob,

Here is a network called w4 pushing DISH in their Daily "Recommended Campaigns" – so Yes, it's being done by all. Plus, they broadcast this to their entire database of 'affiliates.'

I'm sure we have more, but this should suffice! Let me know what's going on ASAP; we really need to get paid, so we can pay our mailers etc. Not to mention get Live again.

Thanks, Joy

From: W4 Performance Ad Market [mailto:info@tracking4.com]

Sent: Wednesday, June 19, 2013 9:51 AM

Subject: Recommended Campaigns - June 19th 2013

Trouble viewing? Please add info@tracking4.com to your email safelist.



Wednesday June 19, 2013



RECOMMENDED CAMPAIGNS

Dear Friends, Affiliates:

Big sweepstakes and giveaways offer. Users are offered a chance to win \$1,000 gift cards or cash!

You could be
the next winner!

Choose Your
prize

Enter your
details

Exclusive
Offers

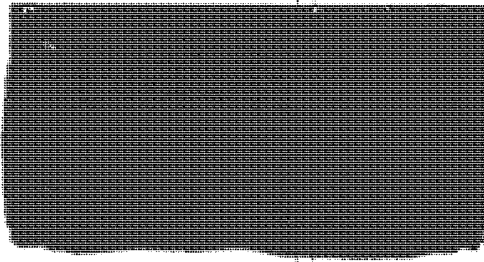


7231 - Sweepstakes - Big Giveaways

\$0.86 CPA

Converting at 18.56%

with a \$0.17 eCPC for Display/PPV Traffic



FREE Installation
in up to 6 Rooms

FREE Service on
Second TV

FREE Hopper
Whole-home HD DVR



FREE TV Everywhere™ Technology
No pay-per-view technology. Without your cable or satellite subscription, you can watch your favorite TV shows and movies on your smartphone, tablet, and laptop. All the shows, all the time, for only \$49.99.

6825 - Erovie FR - 35+ Dating

2407 - DISH - Zip Submit

\$5.20 CPA

Converting at 7.30%

with a \$0.41 eCPC for Social/Display Traffic

\$3.40 CPA

Converting at 36.50%

with a \$1.24 eCPC for Email Traffic

BURN FAT! *quicker*
without diet & exercise

- **Stop Fat Production**
HELPS STOP FAT FROM BEING MADE
- **100% Pure**
MADE FROM PURE GARCINIA CAMBOGIA
- **Maximize Results**
RELIABLELY YOU CAN SEE RESULTS IN 14 DAYS
- **No Side Effects**
NATURAL FLAVONOID EXTRACT

CLAIM YOUR

WHAT IS YOUR ESSENTIAL SPRING ACCESSORY?
DO YOU REDEEM KOHL'S CASH?

CLAIM YOUR GIFT CARD



6325 - Pure Garcinia Cambogia Extract - Diet

7029 - ODR - Kohl's Spring Savings - Email Submit

\$52.00 CPA

Converting at 1.77%

with a \$0.96 eCPC for Email Traffic

\$1.80 CPA

Converting at 16.70%

with a \$0.30 eCPC for Email Traffic

W4 Referrals 1% of gross revenue earned by referred affiliates for life!

W4 Rewards 1% cash back paid monthly on your total revenue.*

Questions? Call 888-838-1572

Cathy Zanduetta

cathy@w4.com

AIM: w4cathy

Natalie Colman

natalie@w4.com

AIM: w4natalie

Caroline Cornutt

caroline@w4.com

AIM: W4Caroline

Laura Stolarik

laura@w4.com

AIM: w4laura

Lily Trevisanut

lily@w4.com

AIM: w4lily

Megan Shulby

megan@w4.com

AIM: w4megan

Lisa Galansky

lisa@w4.com

AIM: LiseliseW4

Jimmy Guaman

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AIM: W4jimmy

Lindsay Minter

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Luke Karboski

luke@w4.com

AIM: w4luke

All Schaening

all@w4.com

AIM: allschaeningw4

AJ Pollock

aj@w4.com

AIM: w4aj

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W4 Performance Ad Market

2415 A Main Street

Santa Monica, CA 90405

© W4 LLC

**Re: Ipad 2 creative approved**

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PARTNER

OFFICE: 801-736-1542 EXT 2001

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Sent: Wednesday, May 29, 2013 2:16 PM

To: 'Rob Wintle'; Joy Miskovich

Cc: Chalymar Acevedo; Accounting; Osmond Seangsuwan

Subject: RE: Ipad 2 creative approved

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Sent: Wednesday, May 29, 2013 1:15 PM

To: Joy Miskovich

Cc: Chalymar Acevedo; Accounting; Marcia Rubio; Osmond Seangsuwan

Subject: Re: Ipad 2 creative approved

Same Froms:

CONFIDENTIAL

JA010754
009557

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SLC_ DNC_Investigation_0014953

TX 102-010016



Ex 8

Latitude Marketing Group - WE 07 12 13

Pacher, Jennifer <Jennifer.Pacher@dish.com>

Mon, Jul 15, 2013 at 2:10 PM

To: "osmond@latitudegroupplc.com" <osmond@latitudegroupplc.com>, "armstrong@golatitude.com" <armstrong@golatitude.com>, "rob@latitudegroupplc.com" <rob@latitudegroupplc.com>, "aarbon@golatitude.com" <aarbon@golatitude.com>

Cc: "Pacher, Jennifer" <Jennifer.Pacher@dish.com>, "Bell, April" <April.Bell@dish.com>, "Morris, John" <John.Morris@dish.com>

Good afternoon.

I've attached your WE 07 12 13 report. **Your overall score is 97%.** Great job!!

Your accuracy score for WE 07 12 13 is 68.75%.

Below are areas of accuracy we wanted to bring to your attention this week.

- An agent said the price will not go up for two years.
- An agent told a customer worried about signal loss that we offer a 99.99% signal guarantee.

Thank you,

Jennifer (Jen) Pacher

DISH Retail Services

P-720-514-5037

F-720-514-8288

Email-jennifer.pacher@dish.com



WE 07 12 13.xls
380K

Ex 9

CONFIDENTIAL



Fwd: OE Channel QA Rankings: Week Ending 7/12

Osmond Seangsuwan <osmond@golatitude.com> Mon, Jul 15, 2013 at 4:33 PM
To: Armstrong Seangsuwan <Armstrong@golatitude.com>, Rob Wintle <rob@golatitude.com>, "Morris, John" <John.Morris@dish.com>

Well at least we were the top of our quality this week!

----- Forwarded message -----
From: POESupport <POESupport@dish.com>
Date: Mon, Jul 15, 2013 at 4:25 PM
Subject: OE Channel QA Rankings: Week Ending 7/12
To: POESupport <POESupport@dish.com>

OE Retailers --

Please refer to your weekly QA report to determine where you rank within the sales channel. The minimum expectation for OE retailers is 90%.

Partner Rank	Score
National Sales Partner 1	97
National Sales Partner 2	97
National Sales Partner 3	97
National Sales Partner 4	96
National Sales Partner 5	96
National Sales Partner 6	96
National Sales Partner 7	95
National Sales Partner 8	95
National Sales Partner 9	95
National Sales Partner 10	94
National Sales Partner 11	93
National Sales Partner 12	93
National Sales Partner 13	93
National Sales Partner 14	92
National Sales Partner 15	92
National Sales Partner 16	92
National Sales Partner 17	92
National Sales Partner 18	92
National Sales Partner 19	91
National Sales Partner 20	91
National Sales Partner 21	91
National Sales Partner 22	91
National Sales Partner 23	89
National Sales Partner 24	88

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TX 102-010018

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National Sales Partner 25	B7
National Sales Partner 26	B7
National Sales Partner 27	B1
OE Partner	B2

Question #	OE Channel Top Improvement Opportunities	Score
8	Did the agent provide accurate information throughout the call?	64
20	Did the agent ask for the name as it appears on the card to ensure it matches account holder? (DHA24 Elite/Plus/Standard, Flex24)	77
26	Did the agent disclose the then-current package price after 12 months? (DHA24 Elite/Plus/Standard, Flex24)	77
10	Did the agent correctly input two contact numbers (if applicable)?	79
22	Did the agent recap equipment verification disclosures with the customer? (DHA24 Elite/Plus/Standard, Flex24, FlexTV)	80
30	Did the agent disclose that at the end of 3 months the customer will be billed for the premium(s) at the then-current price, currently \$____ per month? (DHA24 Elite/Plus/Standard, Flex24, FlexTV)	81
21	Did the agent disclose the customer's local market along with all major local networks the customer will be receiving in HD? (DHA24 Elite/Plus/Standard, Flex24, FlexTV, Activation)	83
2	Did the agent ask for the number of HD TV's (if applicable)?	87
27	Did the agent disclose the customer's bill will be reduced by \$____ per month for 12 months? (DHA24 Elite/Plus/Standard, Flex24)	87
7	Did the agent offer both the iPad and introductory savings offers? (DHA24 Elite/Plus/Standard)	88

Regards,

OE Management

--

C. OSMOND SEANGSUWAN
PARTNER
 888.666.6666 (TOLL FREE)
 1.801.235.1342 -- OFFICE
 1.801.235.8442 -- MOBILE

LMG
 170 SOUTH MAIN STREET SUITE 500
 SALT LAKE CITY, UTAH 84111
 1.800.541.8000 (TOLL FREE)
 1.801.455.0071 -- CORPORATE FAX

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JA010757
 009560

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TX 102-010019

EXHIBIT 472

EXHIBIT 472

CONFIDENTIAL

DISH NETWORK CORPORATION

Regular Meeting of the Board of Directors

August 1, 2013

A regular meeting of the board of directors (the "Board of Directors") of DISH Network Corporation (the "Corporation"), was held on August 1, 2013 at 1:00 p.m., prevailing Mountain Time, at the Corporation's headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The following members of the Board of Directors participated:

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

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 the minutes of the Annual Meeting of the Board of Directors held on May 2, 2013; the minutes of the Special Meeting of the Board of Directors held on May 13, 2013; the minutes of the Special Meeting of the Board of Directors held on May 28, 2013; the minutes of the Special Meeting of the Board of Directors held on June 5, 2013; and the minutes of the Special Meeting of the Board of Directors held on July 8, 2013 were attached as Exhibits 1A, 1B, 1C, 1D and 1E, respectively, to the board book for the meeting.

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

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Annual Meeting of the Board of Directors held on May 2, 2013; the minutes of the Special Meeting of the Board of Directors held on May 13, 2013; and the minutes of the Special Meeting of the Board of Directors held on May 28, 2013, 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. 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 then explained that the Corporation and EchoStar Corporation ("SATS") are parties to that certain Tax Sharing Agreement dated December 31, 2007, and that the Corporation and SATS are considering modifying the terms and conditions of an agreement related to certain tax matters under the Tax Sharing Agreement that the Board of Directors approved on February 11, 2013, as more fully described in the materials attached as Exhibit 2A to the board book for the meeting (the "Tax Sharing Agreement Amendment"). Mr. Dodge then explained that on July 8, 2013 the Board of Directors approved a transaction between the Corporation and/or its subsidiaries and SATS and/or its subsidiaries whereby SATS will reimburse the Corporation for certain construction costs under an authorization to proceed (the "ATP") with Space Systems/Loral, LLC ("SS/L") related to the T2 satellite, which the Corporation acquired as part of its acquisition (the "TerreStar Acquisition") of substantially all of the assets of TerreStar Networks, Inc. (the "ATP Agreement"), and that the Corporation and SATS are considering modifying the terms and conditions of the ATP Agreement to include: (i)

a right of first refusal on any sale of the T2 satellite by the Corporation; and (ii) a right of first offer on the T2 satellite at a price that the Corporation and SATS will use commercially reasonable good faith efforts to negotiate, taking into account, among other things, a salvage value for the T2 satellite and any available comparable sales (the "ATP Agreement Amendment"). The Tax Sharing Agreement Amendment and the ATP Agreement Amendment shall collectively be referred to herein as the "SATS Transactions".

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 Annual Meeting of the Board of Directors held on May 2, 2013, 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 there were no Delegated SATS Transactions entered into since the Annual Meeting of the Board of Directors held on May 2, 2013.

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

WHEREAS, the SATS Transactions 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 Board of Directors has been asked to review such transactions;

SATS Transactions

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 the SATS Transactions are fair to the Corporation and its subsidiaries; and (b) the Non-Interlocking Directors, and the Audit Committee have approved, and recommended that the Board of Directors approve, the SATS Transactions on substantially the same terms and conditions described in the materials attached as Exhibit 2A to the board book for the meeting and as discussed at 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 the Board of Directors hereby approves, ratifies and confirms the recommendations of management, the Non-Interlocking Directors and the Audit Committee regarding the SATS Transactions; and further

RESOLVED, that based upon the information received by the Board of Directors 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 Board of Directors, the Board of Directors hereby finds that the SATS Transactions are fair to the Corporation and its subsidiaries; and further

RESOLVED, (a) that the SATS Transactions be, and they hereby are, approved on substantially the same terms and conditions described in the materials attached as Exhibit 2A to the board book for the meeting and as discussed at 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) that 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 Transactions 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 3. 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 4. APPROVAL OF FORM AND FILING OF ANNUAL REPORT ON FORM 10-Q 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-Q for the Quarter ended June 30, 2013. Mr. Olson led a discussion regarding the impairments taken in the second quarter.

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

WHEREAS, the Corporation is required to file with the Securities and Exchange Commission (the "Commission") by August 9, 2013, a Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (the "Form 10-Q");

WHEREAS, a draft of the Form 10-Q proposed to be filed with the Commission was attached as Exhibit 4A to the board book for the meeting (the "Draft Form 10-Q"), and each member of the Board of Directors has read the Draft Form 10-Q and has provided all comments and responses they deem necessary and appropriate to the General Counsel and Chief Financial Officer of the Corporation (or their designees);

WHEREAS, the Draft Form 10-Q contains quarter-end financial statements of the Corporation that were reviewed by KPMG;

WHEREAS, management has recommended that the Audit Committee and the Board of Directors approve (i) as to form the Draft Form 10-Q, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such non-material changes) at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine; 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-Q, 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-Q (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-Q, with such non-material changes as the General Counsel and Chief Financial Officer of the Corporation shall deem necessary and appropriate, and (ii) the filing with the Commission of the Form 10-Q (with any such non-material changes), at such time as the General Counsel and Chief Financial Officer of the Corporation shall determine;

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NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendation of management and the Audit Committee concerning the approval as to form and filing of the Form 10-Q; and further

RESOLVED, that the Draft Form 10-Q, in substantially the form attached as Exhibit 5A 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-Q, in substantially the form attached as Exhibit 4A 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-Q 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-Q is filed, the members of the Board of Directors shall be provided with redline copies of the revised Form 10-Q showing the changes that were made; and further

RESOLVED, that the Chairman, the Chief Executive Officer, 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 of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 5. 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 for the second quarter 2013, if any, a list of which was attached as Exhibit 5A to the board book for the meeting. Mr. Goodbarn explained that no such grants were made for the second quarter 2013.

ITEM 6. DISCUSSION OF POTENTIAL WIRELESS SEGMENT ENTITY RESTRUCTURING

Mr. Olson discussed the potential restructuring of certain of the Corporation's wireless business segment assets and liabilities, including the wireless segment subsidiary entities. Mr. Olson then walked the members of the Board of Directors through a presentation summarizing the proposed potential restructuring. A copy of Mr. Olson's presentation was distributed at the meeting. Mr. Olson then responded to questions from the members of the Board of Directors.

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

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the transfer, following the receipt of all required regulatory approvals, of all of the assets and liabilities associated with the Corporation's wireless business segment, including, without limitation, the transfer of all of the ownership interests of the following subsidiaries of the Corporation to a newly formed wireless segment holding company that will be a wholly-owned subsidiary of the Corporation (the "Wireless Segment Holdco"): DBSD North America, Inc., Manifest Wireless L.L.C., DISH Network Investment Holding L.L.C., Gamma Acquisition L.L.C. and Gamma Acquisition Holding Corporation; as more fully described in the presentation distributed at the meeting and as discussed at the meeting; and further

RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the consolidation of the wireless segment entities' inter-company balances with the Corporation into one inter-company loan (with a line of credit up to \$6 billion) (the "Wireless Segment Note") between the Wireless Segment Holdco and the Corporation, and the accrual of interest on the Wireless Segment Note at the Corporation's monthly weighted average coupon rate, as more fully described in the presentation distributed at the meeting and as discussed at the meeting; and further

RESOLVED, that the Chairman, Executive Vice President, General Counsel and Secretary or Executive Vice President and Chief Financial Officer of the

Corporation and its subsidiaries (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 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 7. REVIEW OF NONEMPLOYEE DIRECTOR COMPENSATION

Mr. Dodge led a discussion regarding nonemployee director compensation. Mr. Dodge then walked the members of the Board of Directors through certain proposed changes to the nonemployee director compensation including, among other things, the reimbursement of reasonable education expenses of nonemployee directors and annual option grants to nonemployee directors. A copy of Mr. Dodge's presentation was attached as Exhibit 7A to the board book for the meeting. A discussion then ensued regarding, among other things, the reimbursement of reasonable education expenses of nonemployee directors and annual option grants to nonemployee directors.

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

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

Initial Stock Option Grant: for nonemployee directors joining after August 1, 2013, a fully-vested option to purchase five thousand (5,000) shares and a fully-vested option to purchase a pro-rata amount of five thousand (5,000) shares based on the date on which the nonemployee director joins the Board of Directors according to the schedule below, both with a grant date of the first day of the calendar quarter following the quarter in which the nonemployee director joined the Board of Directors.

Date Nonemployee Director Joins the Board	Pro-Rata Option Grant Amount
July 1 – Sept. 30	3,750
Oct. 1 – Dec. 31	2,500
Jan 1 – March 31	1,250
Apr. 1 – June 30	0

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

Discretionary Annual Stock Option Grant: upon the prior approval of the Board of Directors, a fully-vested option to purchase shares with an annual grant date of July 1, provided the applicable nonemployee director is a member of the Board of Directors on the grant date and provided further that such grant does not impact the independence of the applicable nonemployee director.

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

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

Travel and Education Expense Reimbursement: reimbursement of: (a) reasonable travel expenses related to attendance at meetings of the Board of Directors and its committees and (b) with the prior approval of the Board of Directors, reasonable education expenses.

ITEM 8. APPROVAL OF THE AMENDED AND RESTATED CHARTER OF THE EXECUTIVE COMPENSATION COMMITTEE

Messrs. Goodbarn and Dodge presented a report regarding certain proposed changes to the Executive Compensation Committee Charter. Messrs. Goodbarn and Dodge noted that a copy of the proposed changes was attached as Exhibit 8A to the board book for the meeting.

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

WHEREAS, the Executive Compensation Committee has recommended that the Amended and Restated Charter of the Executive Compensation Committee, in substantially the form attached as Exhibit 8A to the board book for the meeting, be approved, ratified and adopted by the Board of Directors in all respects;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves, ratifies and confirms the recommendation of the Executive Compensation Committee concerning the approval, ratification and adoption of the Amended and Restated Charter of the Executive Compensation Committee; and further

RESOLVED, that the Board of Directors after due deliberation hereby approves, ratifies and adopts the Amended and Restated Charter of the Executive Compensation Committee of the Board of Directors of the Corporation, in substantially the form attached as Exhibit 8A to the board book for the meeting; and further

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 of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, ratified, and confirmed in all respects.

ITEM 9. QUARTERLY REVIEW OF CERTAIN INVESTMENTS

Mr. Ergen provided an update on certain investments made by the Corporation during the second quarter 2013. A copy of the investment policy of the Corporation and a summary of the investments made by the Corporation during the second quarter 2013 were attached as Exhibit 9A to the board book for the meeting.

ITEM 10. 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.

Mr. Ergen then led a discussion regarding a proposal by management to increase the amount of new unsecured high-yield debt securities (the "Notes") that the Corporation (or one its wholly-owned subsidiaries) may issue and sell, an aggregate principal amount of up to \$2 billion (an increase in the existing authorization by up to \$1.3 billion). Mr. Ergen then responded to several questions from the members of the Board of Directors.

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

Rescission of Certain Authorizations

NOW, THEREFORE, BE IT RESOLVED, that any and all unexecuted outstanding authorizations of the Corporation or any of its subsidiaries to acquire equity exposure to: (i) Sprint Nextel Corporation ("Sprint") in an aggregate amount of up to \$1 billion at a price not to exceed \$7 per share; and (ii) MetroPCS Communications, Inc. ("MetroPCS") in an aggregate amount of up to \$500 million at a price not to exceed \$12 per share be, and hereby are, rescinded to the extent that such outstanding authorizations have not previously been executed; and further

RESOLVED, that any and all unexecuted outstanding authorizations of the Corporation or any of its subsidiaries to merge with Sprint for a total consideration of \$25.5 billion, consisting of \$17.3 billion in cash and \$8.2 billion in stock (the "Sprint Merger Proposal") be, and hereby are, rescinded to the extent that such outstanding authorizations have not previously been executed; and further

RESOLVED, that any and all unexecuted outstanding authorizations of the Corporation or any of its subsidiaries of up to \$3.5 billion aggregate principal amount of new unsecured high-yield debt securities with an interest rate not to exceed 7% per annum to finance the Sprint Merger Proposal be, and hereby are, rescinded to the extent that such outstanding authorizations have not previously been executed; and further

RESOLVED, that any and all unexecuted outstanding authorizations of the Corporation or any of its subsidiaries to carry out the potential tender offer to purchase all outstanding shares of Class A Common Stock of Clearwire Corporation ("Clearwire"), including any shares of Class A Common Stock issued in respect of outstanding shares of Class B Common Stock (the "Clearwire Tender Offer") at a price not to exceed \$5 per share be, and hereby are, rescinded

to the extent that such outstanding authorizations have not previously been executed; and further

RESOLVED, that any and all unexecuted outstanding authorizations of the Corporation or any of its subsidiaries to purchase debt securities issued by Clearwire up to an aggregate principal amount of \$2 billion (including Clearwire debt securities previously purchased by the Corporation) be, and hereby are, rescinded to the extent that such outstanding authorizations have not previously been executed; and further

Increase in Debt Authority

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation for it (or one of its wholly-owned subsidiaries) to increase the authorization of the aggregate principal amount of the Notes by up to an additional \$1.3 billion with an interest rate not to exceed 7% per annum (so that the Corporation is currently authorized to raise an aggregate principal amount of up to \$2 billion in Notes) with the proceeds of the Notes offering to be used for general corporate purposes;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation (or one of its wholly-owned subsidiaries) be, and it (or one of its wholly-owned subsidiaries) hereby is, authorized to: (i) increase the aggregate principal amount of the Notes by up to an additional \$1.3 billion (so that the Corporation is currently authorized to raise an aggregate principal amount of up to \$2 billion in Notes); and (ii) issue and sell the Notes at such time and on such terms and conditions as the Chairman, Chief Financial Officer, and Executive Vice President, General Counsel and Secretary of the Corporation and its subsidiaries (each, a "proper officer" and collectively, the "proper officers") shall determine up to \$2 billion aggregate principal amount with an interest rate not to exceed 7% per annum and with the proceeds of the Notes to be used for general corporate purposes

General Enabling Resolutions

RESOLVED, that the Corporation (or one of its wholly-owned subsidiaries) is hereby authorized to enter into agreements with such entities to act as initial purchasers of the Notes, and upon such terms and provisions, as the proper officers, or any one of them, shall in their discretion approve; and further

RESOLVED, that the proper officers be, and they hereby are, authorized to take all appropriate and customary actions as any one of them shall deem necessary or desirable in connection with the issuance of the Notes, including without limitations all actions necessary or desirable to consummate a registered exchange offer for the Notes; and further

RESOLVED, that the Corporation hereby adopts the form of any and all resolutions required by the SEC, the trustee, the depositary, the registrar, the paying agent, the notice agent, the exchange agent (each, as specified in the indenture), the DTC and any state authority, jurisdiction, institution, person or agency in connection with the issuance of the Notes if: (i) in the opinion of the proper officers (or any one of them) the adoption of such resolutions is necessary and desirable; and (ii) the Secretary or Assistant Secretary of the Corporation evidences such adoption by filing with the minutes of the Corporation copies of such resolutions, in which case those resolutions shall be deemed to be adopted by the Board of Directors and incorporated herein by reference with the same force and effect as if expressly contained herein; and further

RESOLVED, that 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 (or, if applicable, one of its wholly-owned subsidiaries) and under its (or, if applicable, one of its wholly-owned subsidiaries') corporate seal or otherwise, from time to time, to make, execute and deliver, or cause to be made, executed and delivered, all such 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 (or, if applicable, one of its wholly-owned 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 within the terms of the foregoing resolutions (including, without limitation, any and all actions taken in furtherance of the issuance, offering and sale of the Notes) be, and the same hereby are, ratified and confirmed in all respects.

ITEM 11. 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 2014 were attached as Exhibit 11A to the board book for the meeting.

ITEM 12. CHIEF EXECUTIVE OFFICER'S REPORT

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 achievement of certain goals Mr. Clayton set when he became the President and Chief Executive

Officer of the Corporation in June 2011. Mr. Clayton distributed a scorecard to the members of the Board of Directors regarding these goals. Mr. Clayton then responded to questions from the members of the Board of Directors.

ITEM 13. 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, an update on the status of a possible transaction (the "LightSquared Transaction") involving the Corporation and/or one or more of its subsidiaries and LightSquared LP and/or LightSquared Inc., debtors-in-possession (collectively, "LightSquared"), in the Chapter 11 bankruptcy cases pending in the United States Bankruptcy Court for the Southern District of New York, 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 13A to the board book for the meeting. Mr. Ergen then responded to questions from the members of the Board of Directors.

Termination

There being no further business to come before the meeting, the meeting was, upon motion duly made and seconded, terminated at 3:30 p.m., prevailing Mountain Time.

R. Stanton Dodge
Secretary

FILED

NOV 28 2018

Alison S. Blum
CLERK OF COURT

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19 *Nominal Defendant DISH Network*
20 *Corporation*

DISTRICT COURT

CLARK COUNTY, NEVADA

21 PLUMBERS LOCAL UNION NO. 519 PENSION
22 TRUST FUND and CITY OF STERLING
23 HEIGHTS POLICE AND FIRE RETIREMENT
24 SYSTEM, derivatively on behalf of nominal
25 defendant DISH NETWORK CORPORATION,

26 Plaintiffs,

27 v.

28 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 25 OF APPENDIX TO
THE REPORT OF THE SPECIAL
LITIGATION COMMITTEE OF
DISH NETWORK CORPORATION


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<u>Ex.</u>	<u>Date</u>	<u>Description</u>	<u>Page No.</u>
473	08/01/2013	Audit Committee Update Internal Audit & SOX 404	9576
474	08/06/2013	Compliance OE Retailers PowerPoint	9606
475	11/20/2013	What is Internal Audit?	9637
476	11/26/2013	2014 Risk Assessment	9670
477	12/10/2013	Email from P. Halbach to J. Clayton	9714
478	2013 - 2014	Schedule for DISH Board/Audit Committee Meetings	9716
479	02/00/2014	2014 Risk Assessment & Audit Plan Report	9719
480	06/19/2018	Email from K. Wener to E. Burton and M. Burg	9736
481	08/20/2018	Email from E. Burton to D. O'Mara, et al.	9738
482	08/22/2018	Email from E. Luedeke to E. Burton, et al.	9741
483	09/13/2018	Email from B. Ehrhart to E. Burton	9745
484	09/19/2018	Letter from C. Flinn to E. Luedeke	9747
485	04/19/2006	Email from D. Steele to S. Dodge, et al.	9750
486	10/24/2006	Legal TCPA Meeting Discussion Topics	9759
487	01/22/2007	Letter from R. Goodale to Retail Audit and Risk Attention R. Musso	9762

DATED this 28th day of November 2018.

By 
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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 25 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 473

EXHIBIT 473



Audit Committee Update
Internal Audit & SOX 404

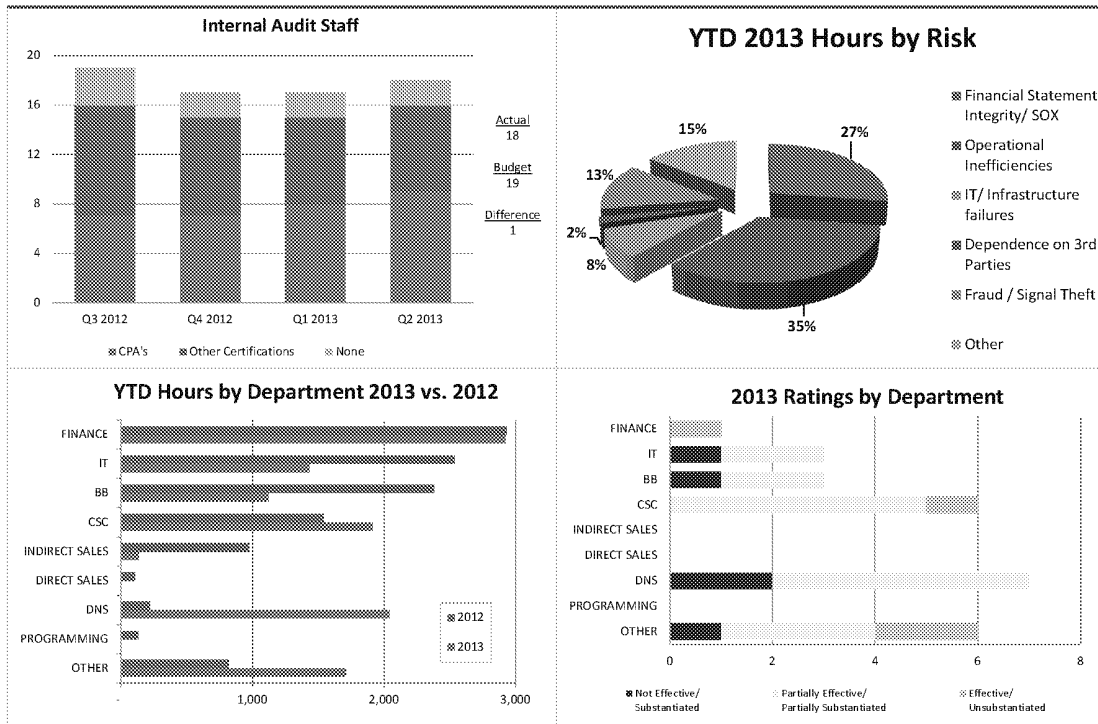
August 1, 2013

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Internal Audit Scorecard



KB – Will re-run hours once Q2 is complete.

SOX Deficiency Status — Updates in Red



Deficiency	Environment	Planned Date	# Deficient	Implemented	Status
Change Management	VCN	3/31/2013	1	Y	Remediation validated.
Change Management	TripWire	3/31/2013	1	N	Competing priorities kept the operations team from completing the implementation on schedule. The new implementation date is mid May (revised to 7/30/2013). A policy waiver signed by the CIO was extended through the end of July.
Logical Access	Oracle (DISH)	3/31/2013	8	N	435 Oracle service accounts with "write" capabilities were originally identified as non-compliant with the existing password policy. Although IT has not fully remediated the deficiencies, significant progress has been made. To date, only 66 (15%) Oracle service accounts are not remediated. Of these accounts, 29 have a plan for remediation by the end of June (revised to 12/31/2013), and the remaining 37 will be completed by the end of Q4 2013 (on track).
Logical Access	Unix	3/31/2013	1	N	Although IT has been focused on addressing Oracle service account deficiencies, progress is being made. Of the 192 UNIX service accounts, 69 (36%) are not compliant (no change), to date, with the existing password policy. The on-going remediation efforts will be completed by the end of Q4 2013 (on track).
Logical Access	IntreBos (BB)	3/31/2013	1	Y	Remediation validated.
Logical Access	Racer-X (BB)	3/31/2013	2	N	Technical difficulties were experienced when attempting to initially remediate the deficiencies. A one-time manual validation of active users will allow IT to institute existing termination and management review processes. The on-going remediation efforts will be completed by the end of August (on track for 9/4 implementation).
Logical Access		6/30/2013	3	N	A development project to remediate the deficiencies was created, but competing priorities has delayed final approval until after the April 19 release. Identified solutions will be completed by the end of August (on track for 9/4 implementation).

Internal Audit Projects



<u>PROJECTS – Q2, 2013</u>	<u>Status</u>	<u>Rating</u>	<u>Comments</u>
<u>Audits</u>			
Payroll IVR Process	Complete	Partially Effective	Management taking action
dishNET Wireline	Complete	No rating given	N/A
Damage Claim Processes	Complete	Partially Effective	Management taking action
DNS Inventory Follow-up	Complete	Not Effective	Management taking action
Return Authorization/Equipment Retrieval	Complete	Partially Effective	Management taking action
TCPA Compliance	Complete	Partially Effective	Management taking action
Blockbuster Store Close	Complete	Partially Effective	Management taking action
Database Role Review	Complete	Partially Effective	Management taking action
Online DC – Blockbuster Inventory	Complete	Partially Effective	Management taking action
Work Order Creation	Complete	Partially Effective	Management taking action
California Overtime Pay & Reporting – ACP	Complete	Partially Effective	Management taking action
DNS Quality Assurance	Complete	Partially Effective	Management taking action
Personnel File and Document Management	Complete	Not Effective	Management taking action
Piracy Management	Complete	Effective	N/A
SHS Billing and Inventory Control	Complete	Not Effective	Management taking action
Travel and Expense	Complete	Effective	N/A
Accounts Payable Duplicate Checks	In Progress	TBD	Recently Initiated
FACT Compliance	In Progress	TBD	Recently Initiated
Telecom Invoicing	In Progress	TBD	Recently Initiated

Internal Audit Projects



<u>PROJECTS – Q2, 2013</u>	<u>Status</u>	<u>Rating</u>	<u>Comments</u>
<u>Audits</u>			
Commercial Sales Revenue Assurance	In Progress	TBD	Recently Initiated
CSC Incentive Plans	In Progress	TBD	Recently Initiated
Direct Mail Process	In Progress	TBD	Recently Initiated
Time and Labor Compliance	In Progress	TBD	Recently Initiated
<u>Follow Up Audits</u>			
Q2 2012 Terminated Employee Payroll Follow Up	Complete	Partially Implemented	N/A
Q4 2012 IMPO Follow Up and Fraud Investigation	Complete	Partially Implemented	N/A

Internal Audit Projects



<u>PROJECTS – Q1, 2013</u>	<u>Status</u>	<u>Rating</u>	<u>Comments</u>
<u>Audits</u>			
IT EUC Asset Management	Complete	Not effective	Management taking action
Inventory Valuation	Complete	Effective	N/A
DISH Customer Refund Processes	Complete	Effective	N/A
Equipment Verification Team	Complete	Partially Effective	Management taking action
Blockbuster Customer Refund Processes	Complete	Not effective	Management taking action
Project Initiation and Approval (CCB/CCMB/PSD) Process	Complete	Partially Effective	Management taking action
Access Management Operational Procedures	Complete	Partially Effective	Management taking action
Command Center Operations and Job Forecasting	Complete	Partially Effective	Management taking action
Corporate Aircraft Audit	Complete	Partially Effective	Recommendations implemented
<u>Follow-Up Audits</u>			
Q4 2011 Customer Qualification Follow Up	Complete	Partially Implemented	N/A
Q1 2012 DNS Inventory Theft – Ashland LSC	Complete	Partially Implemented	N/A
Q1 2012 DNS Fuel Card Misuse – Salisbury Depot	Complete	Implemented	N/A
Q2 2012 Marketing Development Fund	Complete	Implemented	N/A
Q2 2012 Outsourced Call Center Follow Up	Complete	Partially Implemented	N/A
Q4 2012 Piscataway DC Migration Follow Up	Complete	Implemented	N/A
<u>Investigations</u>			
Alvin CSC Work Environment Pressures audit Investigation	Complete	Partially Substantiated	Management taking action

Audit / Investigation Details (Not Effective / Substantiated) – 2Q, 2013



Audit	Finding(s)	Corrective Action(s) (Due Date)
Smart Home Services (SHS) Billing and Inventory Control	<ul style="list-style-type: none"> Inventory and revenue assurance controls are inadequate to ensure SHS sales are appropriately recorded. Internal technicians are performing SHS installs without proper certification. Controls do not exist to prevent credits from being issued to SHS service codes without a corresponding SHS purchase. 	<ul style="list-style-type: none"> Automated solution has been submitted to IT to allow the inventory and billing systems to communicate. Currently awaiting a Level of Effort from IT to determine magnitude of project. Reporting exists to identify non-SHS techs performing installations. It will be used going forward for ongoing management of technicians for compliance. Additional training on SHS services to be rolled out. Est. implementation date: 9/2/2013. Customer Management Operations (CMO) will institute reporting for inappropriate SHS adjustments that is communicated to CSC and DNS leadership for feedback corrective action by 8/13/13.
DNS Inventory Follow Up	<ul style="list-style-type: none"> 8 of 14 recommendations from our Q4 audit of 6 DNS sites (as well as several inventory investigations in 2012) were not implemented. <ul style="list-style-type: none"> Sites cannot consistently demonstrate that cycle counts are being performed per procedure (missing paperwork, management approvals, "blind" counts are not always performed, etc.) Failure to maintain evidence of proper research for inventory transactions/ adjustments. Failure to utilize security system reporting to identify unusual activity. 	<ul style="list-style-type: none"> New Facilities Checklist drafted that requires Warehouse Supervisor to observe cycle count process weekly to ensure compliance and conduct the cycle count process on a monthly basis for GM review. Dissemination/training on revised checklist by end of August 2013. Creating a Reference Guide to give offices information on how to research and what to retain, to be fully deployed by July 31, 2013. Database has been configured for online reporting at the DNS Director/ROM/GM levels. DNS Support Group will begin emailing weekly reports of all facilities that failed to open or close on schedule. Full implementation date scheduled for July 31, 2013.
Personnel File and Document Management	<ul style="list-style-type: none"> Retention Policy is not complete nor reflective of current practice and are not effectively communicated to applicable HR employees Personnel files are not properly managed or tracked to locate files for internal or external purposes. Personnel files are not complete and accurate. Personnel files are not properly purged in accordance with HR policy for retention. 	<ul style="list-style-type: none"> Work with legal to update the policy to reflect current practice by 11/1/2013 and communicate to impacted HR employees by 12/31/2013. Implement form upload to Oracle for use of enhanced automated tracking capabilities by 12/31/2013. Implement annual audit of files for compliance with updated policy by 6/30/2014. Evaluate storage options at each office to protect access. In sites with file rooms, explore feasibility of limiting access to just authorized HR personnel and exclude Accounting/Payroll reps, where possible. 12/31/2013 Will develop, document, communicate and implement a formal process for granting and monitoring file access with policy update by 12/31/2013.
Investigation	Finding(s)	Corrective Action(s)
N/A	N/A	N/A

Audit / Investigation Details (Not Effective / Substantiated) – 1Q, 2013



Audit	Finding(s)	Corrective Action(s) (Due Date)
Blockbuster Customer Refund Processes	<ul style="list-style-type: none"> Refunds are not properly authorized, and no review process exists to ensure refund payments are valid and accurate. Proper management oversight does not exist to monitor customer refunds, determine root causes, or implement corrective action. Agent training guidelines are not clearly defined or communicated for proper refund decisions. Systemic controls do not exist to prevent fraudulent activity within refund transactions. 	<ul style="list-style-type: none"> Implement periodic reporting to obtain real time information directly from the CSA system for review. Develop a review process to ensure that refund requests and payments are valid and accurate. (10/31/2013) {on track} Develop and document understanding of the CSA system. Develop system controls around documenting approvals, such as a checkbox or documentation field. (10/31/2013) {on track} Review and assess current agent training to ensure that guidelines for refund documentation and escalation are clear. Develop a training grid for agents to follow that outlines common refund reasons, suggested scripting examples, and steps an agent should take. (5/31/2013) New date – 8/1/2013 Implement systemic changes limiting the dollar amount and frequency of refunds. Implement a process of management review to ensure that all payments are made to current customer credit card on file. (10/31/2013) {on track}
IT End User Computing ("EUC") Asset Management	<ul style="list-style-type: none"> Once procured, the controls to protect EUC assets prior to deployment are inadequate. There is no corporate oversight that ensures compliance with corporate fixed asset policies for EUC equipment deployed outside of Meridian is appropriately capitalized or retired per policy. IT asset management controls and processes do not ensure that EUC equipment can be accounted for throughout its life. Finance capitalized assets do not agree with inventory reported in the IT Inventory spreadsheet. 	<ul style="list-style-type: none"> Corporate IT will improve existing processes/tools that ensure detailed inventory records are created when receiving equipment at DISH, equipment status changes are recorded appropriately, and all unsecured inventory is in a designated, secured location with limited badge access (6/1/2013) {complete}. Corporate IT is developing a process plan for IT Field Ops Management to track the inventory of EUC equipment inventory at offsite locations including the completion of a full inventory in all locations with bi-annual cycle counts thereafter (6/1/2013) {complete}. Corporate IT responsible for EUC equipment inventory will either utilize the asset management tracking capabilities built into the new ticketing system, or modify existing tools to improve the tracking of inventory and deployment of EUC equipment (9/30/2013) {on track}. Corporate IT is developing processes to ensure accurate records in Oracle Fixed Assets inclusive of a scheduled quarterly reconciliation (6/28/2013) {complete}.
Investigation	Finding(s)	Corrective Action(s)
N/A	N/A	N/A

Audit / Investigation Ratings



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



Audit Plan

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
Dishnet	FINANCE	Review of financial controls to ensure financial statement accuracy	Financial Statement Integrity / SOX	Q2	Complete
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	Cancelled due to new process implemented, reevaluate risk in 2014
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	Complete
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	Complete

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	
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	
Internal Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards	Compliance / Legal	Q1	Complete
Internal Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards	Compliance / Legal	Q3	
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 3 rd parties	Q3	

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
External Quality Assessment Review (QAR)	FINANCE	Review of select audits performed by Internal Audit for compliance with IIA standards; Work with 3 rd Party to ensure compliance	Compliance / Legal	Q4	
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	Complete
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	Complete
Database Roles Review	IT	Assessment of read-only profiles to ensure limited access to information and data	IT / infrastructure failures	Q1	Complete
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	Complete

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
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	
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	
Follow-Up: IT Asset Management	IT	Review of effectiveness of implemented action plans in response to the prior 2012 audit	Operational inefficiencies	Q2	
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	
IT Security: 3 rd 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	

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	
Telecom Invoicing	IT	Assessment of the effectiveness of current audit processes in place to review telecom invoices for accuracy	Operational inefficiencies	Q3	In progress
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	Cancelled: Moved to 2014, as IT will not be undertaking the solution until early 2014
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	

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
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	Complete
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	Complete
DNS Inventory Follow-Up	DNS	Review of status of action plans from Q4 2012 DNS site reviews and several 2012 investigations related to inventory management	Fraud / signal theft	Q2	Complete

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
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	Complete
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	Complete
DNS Payroll IVR Process	DNS	Review of the IVR process to identify opportunities for fraud in hours reporting by technicians	Fraud / signal theft	Q2	Complete
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	

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
DNS Site Reviews	DNS	Review of inventory management practices at select DNS locations	Operational inefficiencies	Q4	
CSC Agent Incentive Plans	CSC	Assessment of incentive plan design and payout accuracy	Operational inefficiencies	Q2	In progress
Follow-Up Investigation: El Paso ERT Credit Card Theft	CSC	Follow-up on Q1 2012 Investigation; Assessment of customer security controls	Dependence on 3 rd parties	Q2	Cancelled: Monitoring report implemented
3 rd Party IVR Management (Convergys)	CSC	Evaluation of current compliance with contract terms around maintenance and support of IVR	Dependence on 3 rd parties	Q2	Cancelled: Low risk given control environment
Follow-Up: Outsourced Call Centers	CSC	Review of effectiveness of implemented action plans in response to the prior 2012 audit	Dependence on 3 rd parties	Q2	Complete
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	

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
Repeat Calls Analysis	CSC	Root cause analysis of reasons for repeat customer calls	Decreased customer satisfaction	Q3	
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	
Blockbuster Store Closings	BLOCKBUSTER	Review processes for closing stores for efficiency and safeguarding of assets	Operational Inefficiencies	Q1	Complete
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	Complete

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
Blockbuster Domestic Assets	BLOCKBUSTER	Validate existence of domestic assets (including real estate) and assess valuation methodologies	Inefficient capital investments / acquisitions	Q2	
Follow-Up: MDF and Co-op Advertising	INDIRECT SALES	Review implementation of action plans from 2012 audit.	Operational inefficiencies	Q1	Complete
Customer Rebate Programs	INDIRECT SALES	Determine if retailers are submitting rebates on behalf of customers, decreasing the expected breakage rate	Fraud / signal theft	Q2	Cancelled: rebates in current format being discontinued in May
Customer Qualification – Direct & Indirect	INDIRECT SALES	Assessment of the effectiveness of controls for the indirect sales qualification process including a review of Axiom	Fraud / signal theft	Q3	Direct Sales is implementing Axiom (the same order entry tool used by 3 rd party partners) in May. Moved audit to 3 rd quarter
Commercial Sales Revenue Assurance	INDIRECT SALES	Review of the current process for obtaining data drop reporting and billing, including validation efforts to confirm 3 rd party data	Fraud / signal theft	Q4	In progress

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	
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	Cancelled: included within SOX testing
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	
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	

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
Ad Sales: Data Accuracy of Viewer Behavior Reported by Rentrak (3 rd 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 3 rd party	Dependence on 3 rd parties	Q2	
Ad Sales: NOVAR Replacement System	AD SALES	Pre-implementation review of new system to assess design and effectiveness of financial controls	Inefficient capital investments / Q4 acquisitions		
Piracy Management for DISH Digital	ADVANCED TECHNOLOGIES	Review of 3 rd party processes for effectiveness in detecting / eliminating piracy	Fraud / signal theft	Q1	Complete
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	

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
Personnel File & Document Management	HR	Assessment of compliance and privacy management procedures related to employee file access, storage and destruction	Compliance / Legal	Q1	Complete
Follow-Up: Terminated Employee Payroll	HR	Review status of action items from prior 2012 audit	Operational inefficiencies	Q2	Complete
3 rd 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	
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	

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
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	Complete
Time & Labor Compliance	LEGAL	Assessment of payroll accuracy for call center agents to ensure compliance with time and labor laws	Compliance / Legal	Q1	In progress
TCPA ("Do Not Call") Compliance	LEGAL	Assessment of compliance with the Telephone Consumer Protection Act guidelines	Compliance / Legal	Q2	Complete
Social Media	LEGAL	Assessment of processes in place for monitoring employee social media activities for compliance with Company policies	Compliance / Legal	Q3	
Political Action Committee ("PAC") Audit	LEGAL	Ensure compliance with rules and regulations and verify financial controls are in place	Compliance / Legal / Financial Controls	Q3	Added
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	

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Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
Salaried Non-Exempt Payroll	LEGAL	Assessment of payroll accuracy for salaried non-exempt employees for compliance with federal / state time and labor laws	Compliance / Legal	Q4	Added
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	In progress
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	
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	Complete
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	In progress
Continuous Monitoring – Duplicate Invoices	OTHER	Review vendor payments for duplication transactions	Operational inefficiencies	Q2	Added – in progress

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

2013 Audit Plan



Audit Area	Department	Objectives	Corporate Risk	Est. Time	Notes
Corporate Jet Review	VARIOUS	Review corporate jet for compliance with regulations	Compliance/ legal	Q1	Complete